

Edgar Filing: CLASSIC VACATION GROUP INC - Form SC 13D

CLASSIC VACATION GROUP INC
Form SC 13D
February 12, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. _____) /1/

CLASSIC VACATION GROUP, INC.
(Name of Issuer)

Common Stock, Par Value \$0.01 Per Share
(Title of Class of Securities)

18273V103
(CUSIP Number)

Mark S. Britton, Esq.
Expedia, Inc.
13810 SE Eastgate Way, Suite 400
Bellevue, Washington 98005
Telephone: (425) 564-7200

Julius Genachowski, Esq.
USA Networks, Inc.
152 West 57th Street
New York, New York 10019
Telephone: (212) 314-7200

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications)

January 22, 2002
(Date of Event Which Requires Filing Of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report
the acquisition that is the subject of this Schedule 13D, and is filing this
schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the
following box .

Note: Schedules filed in paper format shall include a signed original and five
copies of the schedule, including all exhibits. See Rule 13d-7 for other
parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 137 Pages)

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 /1/ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 18273V103

 1 NAME OF REPORTING PERSON
 EXPEDIA, INC.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 91-1996083

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

 3 SEC USE ONLY

 4 SOURCE OF FUNDS (See Instructions)
 WC/00

 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 STATE OF WASHINGTON

| | | |
|--------------|----|--------------------------|
| | | SOLE VOTING POWER |
| NUMBER OF | 7 | 0 |
| SHARES | | |
| | | ----- |
| | | SHARED VOTING POWER |
| BENEFICIALLY | 8 | 9,986,049 |
| OWNED BY | | |
| | | ----- |
| | | SOLE DISPOSITIVE POWER |
| EACH | 9 | 0 |
| REPORTING | | |
| PERSON | | ----- |
| | | SHARED DISPOSITIVE POWER |
| WITH | 10 | 9,599,749 |

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 9,986,049

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 (See Instructions): []

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 69.4%*

TYPE OF REPORTING PERSON (See Instructions)

14 CO

* Based upon 14,392,825 shares of common stock of Classic Vacation Group, Inc. outstanding as of February 2, 2002, as disclosed in the Preliminary Proxy Statement of Classic Vacation Group, Inc. filed on Schedule 14A filed with the Securities and Exchange Commission on February 2, 2002.

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CUSIP NO. 18273V103

1 NAME OF REPORTING PERSON
USA NETWORKS, INC.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
59-2712887

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) []
(b) []

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4 WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e): []

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6 STATE OF DELAWARE

SOLE VOTING POWER

7
NUMBER OF SHARES

0

SHARED VOTING POWER

BENEFICIALLY 8

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| | | |
|------------------|---|--------------------------|
| OWNED BY | 9,986,049 | |
| ----- | | |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING PERSON | 0 | |
| ----- | | |
| WITH | 10 | SHARED DISPOSITIVE POWER |
| | | 9,599,749 |
| ----- | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 9,986,049 | |
| ----- | | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | |
| | (See Instructions): | <input type="checkbox"/> |
| ----- | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |
| | 69.4%* | |
| ----- | | |
| 14 | TYPE OF REPORTING PERSON (See Instructions) | |
| | HC | |
| ----- | | |

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Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by Expedia, Inc. or USA Networks, Inc. that it is the beneficial owner of any of the common stock referred to herein for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership is expressly disclaimed.

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Item 1. Security and Issuer.

The class of equity securities to which this statement on Schedule 13D (this "Statement") relates is the common stock, par value \$0.01 per share ----- (the "Common Stock"), of Classic Vacation Group, Inc., a New York corporation ----- (the "Issuer"). The principal executive offices of the Issuer are located at One ----- North First Street, Suite 300, San Jose, California 95113.

Item 2. Identity and Background.

(a) This statement is filed by USA Networks, Inc., a Delaware corporation ("USA") and Expedia, Inc., a Washington corporation and a majority --- owned subsidiary of USA since February 4, 2002 ("Expedia", and together with ----- USA, the "Filing Persons"). Barry Diller, the Chairman and Chief Executive ----- Officer of USA, Liberty Media Corporation ("Liberty"), Universal Studios, Inc.

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("Universal"), The Seagram Company Ltd. (each of Universal and The Seagram

Company Ltd. now being controlled by Vivendi Universal S.A. ("Vivendi")) and USA

are parties to a stockholders agreement (the "Stockholders Agreement") relating

to USA. Through his own holdings and the Stockholders Agreement, Mr. Diller has
the right, directly or indirectly, to control approximately 71.5% of the
outstanding total voting power of USA. As a result, except with regard to
certain specified matters, Mr. Diller generally has the ability to control the
outcome of all matters submitted to a vote of USA's stockholders. Mr. Diller
disclaims beneficial ownership of any shares of the Common Stock beneficially
owned by the Filing Persons and disclaims beneficial ownership of any shares of
USA owned by Vivendi or Liberty.

(b) The address of the principal business and principal office of
Expedia is 13810 SE Eastgate Way, Suite 400, Bellevue, Washington 98005. The
address of the principal business and principal office of USA is 152 West 57th
Street, New York, New York 10019.

(c)

Expedia:

Expedia is a provider of branded online travel services for leisure
and business travelers. Expedia operates its own website, located at
Expedia.com(R), with localized versions in the United Kingdom, Germany, Canada,
Italy and the Netherlands. Expedia(R) also operates the VacationSpot.com(TM) and
Rent-a-Holiday.com websites, a Travelscape(R) sales call center in Las Vegas,
and a call center in Tacoma, Washington. Expedia offers one-stop travel shopping
and reservation services, providing reliable, real-time access to schedule,
pricing and availability information for over 450 airlines, 4,500 lodging
properties, all major car rental companies, dozens of vacation and cruise
suppliers and an increasing number of local destination services providers.

Schedule A attached to this Schedule 13D contains the following
information concerning each director, executive officer and controlling person
of Expedia as of the date hereof: (a) the name and residence or business
address, (b) the present principal occupation or employment, and (c) the name,
principal business and address of any corporation or other organization in which
such employment is conducted. Schedule A is incorporated herein by reference.

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USA:

USA (Nasdaq: USAI) is a company focused on the new convergence
of information, direct selling and entertainment. USA is currently organized
into two groups, the Interactive Group and the Entertainment Group. The
Interactive Group consists of Expedia; Home Shopping Network (including HSN
International and HSN Interactive); Ticketmaster (Nasdaq: TMCS), which operates
CitySearch and Match.com; Hotel Reservations Network (Nasdaq: ROOM); Electronic
Commerce Solutions; Styleclick; and Precision Response Corporation.

The Entertainment Group consists of USA Cable, including USA
Network, SCI FI Channel, TRIO, Newsworld International, and Crime; Studios USA,
which produces and distributes television programming; and USA Films, which

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produces and distributes films.

On December 17, 2001, USA announced that it had entered into an agreement with Vivendi, pursuant to which USA would contribute USA's Entertainment Group to a joint venture with Vivendi, which joint venture would also hold the film, television and theme park businesses of Universal. Barry Diller would be chairman and chief executive officer of the joint venture as well as of USA. Upon consummation of the USA/Vivendi transaction, the joint venture would be controlled by Vivendi and its subsidiaries, with the common interests owned 93.06% by Vivendi and its subsidiaries, 5.44% by USA and its subsidiaries and 1.5% by Mr. Diller.

Upon completion of the USA/Vivendi transaction, USA will be renamed "USA Interactive" and will be a leader in integrated interactivity, including ticketing, online travel, online dating, teleservices, electronic retailing and other interactive commerce services. USA's businesses will consist of Expedia; Home Shopping Network (including HSN International and HSN Interactive); Ticketmaster, which operates Citysearch and Match.com; Hotel Reservations Network; Electronic Commerce Solutions; Styleclick; and Precision Response Corporation.

After the completion of the USA/Vivendi transaction, USA will no longer be engaged in the general entertainment businesses, and the USA/Vivendi transaction documents include a noncompetition provision, for a specified period, regarding USA's participation in businesses similar to those to be conducted by the joint venture. USA's business will be primarily focused on its electronic commerce and interactive/information service businesses, and USA expects that it will actively seek to grow those businesses, including through acquisitions. Any such acquisitions could involve the issuance of additional USA securities or cash or a combination of securities and cash. In addition, following the completion of the USA/Vivendi transaction, USA generally will no longer be required to obtain the consent of Vivendi, Liberty or Mr. Diller as USA stockholders for any such acquisitions regardless of the size of such acquisitions. USA is continually reviewing, and often in discussions with third parties regarding, such possible growth opportunities, including transactions in the online and offline travel services and commerce-related areas.

Following completion of the USA/Vivendi transaction, USA will continue to be controlled by Mr. Diller, who will control between 68.1% and 68.4% of USA's voting power, including shares of USA common stock and Class B common stock held by Vivendi, Liberty and their affiliates.

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Schedule B attached to this Schedule 13D contains the following information concerning each director, executive officer and controlling person of USA as of the date hereof: (a) the name and residence or business address, (b) the present principal occupation or employment, and (c) the name, principal business and address of any corporation or other organization in which such employment is conducted. Schedule B is incorporated herein by reference.

(d) During the last five years, neither Filing Person, nor, to the knowledge of either Filing Person, has any person named on Schedules A or B been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, neither Filing Person, nor, to the knowledge of either Filing Person, has any person named on Schedules A or B been a party to a civil proceeding of a judicial or administrative body of competent

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jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.

(f) To the knowledge of Expedia, each of the persons named on Schedule A, except Simon Breakwell and Erik Blachford, is a United States citizen. Mr. Breakwell is a British citizen and Mr. Blachford is a Canadian citizen. To the knowledge of USA, each of the persons named on Schedule B, except Philippe Germond, Pierre Lescure, Jean-Marie Messier, is a United States citizen. Messrs. Germond, Lescure and Messier are French citizens.

Item 3. Source and Amount of Funds or Other Consideration

On January 22, 2002, the Issuer, Expedia and Classic Custom Vacations, a California corporation and a wholly owned subsidiary of the Issuer ("CCV"),

entered into an Asset Purchase Agreement (the "Asset Purchase Agreement"),

pursuant to which, and subject to the conditions set forth therein, the Issuer will sell substantially all of the assets and liabilities of CCV to Expedia for an aggregate purchase price of \$5,037,488.75 in cash and cancellation of approximately \$47 million of the Issuer's debt (the "Asset Sale"). As a

condition to and contemporaneously with the execution of Asset Purchase Agreement, on January 22, 2002, the Issuer, Expedia, GV Investment LLC, a Delaware limited liability company ("GVI") and CVG Investment, LLC, a Delaware

limited liability company ("CVGI") entered into a Note Purchase Agreement (the

"Note Purchase Agreement"), pursuant to which, and subject to the conditions set

forth therein, Expedia will purchase the Issuer's debt from GVI and CVGI in exchange for either cash or Expedia's common stock or some combination thereof. Expedia shall fund the cash portion of the aggregate purchase price of the Asset Sale from its working capital and shall fund the cash portion, if any, of the purchase of the Issuer's debt from its working capital, the issuance of Expedia common shares, including to USA, and/or other sources. The parties anticipate consummating the transactions described in this Item 3 and in Item 4 on or before March 31, 2002.

The information set forth in Item 4 of this Schedule 13D is hereby incorporated by reference herein.

Item 4. Purpose of Transaction.

On January 22, 2002, the Issuer, Expedia and CCV entered into the Asset Purchase Agreement pursuant to which, and subject to the conditions set forth therein, the Issuer will sell substantially all of the assets and liabilities of CCV to Expedia for an aggregate purchase price of \$5,037,488.75 in cash and cancellation of approximately \$47 million of the Issuer's debt.

As a condition to and contemporaneously with the execution of the Asset Purchase Agreement, on January 22, 2002, the Issuer, Expedia, GVI and CVGI entered into the Note Purchase Agreement, pursuant to which Expedia has agreed to purchase the Issuer's debt from GVI and CVGI, in exchange for either cash or Expedia's common stock or some combination thereof, which cash, together with the net proceeds of the sale of such stock, is equal to the face value of such debt plus interest. Pursuant

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to the Note Purchase Agreement, Expedia has agreed to cancel the convertible and exchangeable debt it receives from CVGI and GVI in exchange for demand replacement notes to be issued by the Issuer for the same face value, interest terms and default interest terms, which demand replacement notes will be cancelled as part of the purchase price under the Asset Purchase Agreement.

Because the Issuer has previously disposed of, or wound down, all of its businesses not related to CCV, the Asset Sale will leave the Issuer with no travel operations. Accordingly, concurrently with execution of the Asset Purchase Agreement, on January 22, 2002, the Issuer, Expedia, Thayer Equity Investors III, L.P., a Delaware limited partnership ("Thayer") and Debbie A.

Lundquist, the Issuer's current Executive Vice President, Chief Financial Officer and Treasurer (who, following the Asset Sale, will be an employee of Expedia) entered into a Liquidation and Indemnification Agreement (the "Liquidation Agreement"), pursuant to which the Issuer has agreed that as soon

as possible following the consummation of the Asset Purchase Agreement, the Issuer will convert all of its remaining assets to cash and will implement a plan of liquidation in accordance with New York law, whereby the Issuer will discharge all of its remaining liabilities owed to any of its creditors, including any federal, state or local taxes payable by Expedia and its affiliates (including CCV), and distribute any remaining cash to its shareholders.

In order to reduce expenses prior to this liquidating distribution, the Issuer may delist the Common Stock from trading on the American Stock Exchange and may deregister from the public company reporting obligations under federal securities laws. Upon delisting there will no longer be a public market for the Common Stock and upon deregistration the shareholders of the Issuer will no longer be entitled to receive annual reports, quarterly reports, current reports or other similar information from the Issuer under the federal securities laws.

As a condition to and contemporaneously with the execution of the Asset Purchase Agreement, on January 22, 2002, each of Thayer and GVI entered into a Voting Agreement and Irrevocable Proxy with Expedia (the "Voting Agreements"),

pursuant to which each of Thayer and GVI have agreed to (i) vote in favor of the (A) the Asset Purchase Agreement and the transactions contemplated thereby, and (B) the Liquidation Agreement and the transactions contemplated thereby, and (ii) grant Expedia an irrevocable proxy to vote the shares held by Thayer and then-held by GVI in favor of the matters described in (i) (A) and (B) above. In addition, Thayer has agreed in its Voting Agreement that while such Voting Agreement is in effect it will not sell, transfer, pledge, encumber, assign or otherwise dispose of any of its 9,599,749 shares of Common Stock. GVI has no such agreement and is free to transfer its shares.

In the ordinary course of business, USA and Expedia engage in a variety of business transactions that cover a wide range of activities relevant to the operations of both companies. USA expects that in the future additional business opportunities for the benefit of both companies may become available, and that in the ordinary course of business, USA and Expedia will discuss and negotiate mutually beneficial business transactions, which transactions could affect, without limitation, Expedia's interest in the Common Stock.

In addition, USA may be deemed to indirectly participate in the business and oversight of Expedia through USA's representation in the Expedia Board of Directors. However, as directors of USA, USA representatives (currently seven in number), like other Expedia directors, participate on the Expedia Board in the exercise of their fiduciary obligations to Expedia shareholders. In such

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capacity, USA representatives will actively and regularly participate in formulating Expedia business strategies, which may include matters identified in paragraphs (a) through (j) of Item 4 of Schedule 13D.

Except as set forth above or in Item 5 below, neither the Filing Persons nor, to the best of their knowledge, any of their respective executive officers, directors or controlling persons has any plan or proposal which relates to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

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References to and descriptions herein of the Asset Purchase Agreement, the Note Purchase Agreement, the Liquidation Agreement and the Voting Agreements are qualified in their entirety by reference to such agreements, copies of which are filed hereto as Exhibits 99.1 through 99.5, and which are specifically incorporated herein by reference in their entirety.

Item 5. Interest in Securities of the Issuer.

(a) - (b) As a result of the Voting Agreements, Expedia may be deemed to be the beneficial owner of 9,986,049 shares of Common Stock as of January 22, 2002, which represents approximately 69.4% of the outstanding Common Stock. The calculation of the foregoing percentage is based on 14,392,825 shares of Common Stock outstanding as of February 2, 2002, as disclosed in the Issuer's Preliminary Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on February 2, 2002.

On February 4, 2002, a wholly owned subsidiary of USA merged with Expedia, with Expedia surviving as a public company controlled by USA. As a result of the merger, USA may also be deemed to be the beneficial owner of the 9,986,049 shares of Common Stock.

The Filing Persons have shared power to vote all of the shares of Common Stock for the limited purposes described in Item 4. As a result of the transfer restrictions in Thayer's Voting Agreement on the 9,599,749 shares of Common Stock held by Thayer, as of January 22, 2002 Expedia has shared power to direct the disposition of such shares. As a result of the USA/Expedia merger, as of February 4, 2002 USA has shared power to direct the disposition of Thayer's shares. To the knowledge of the Filing Persons, no shares of Common Stock are beneficially owned by any person named in either Schedule A or B.

(c) The Filing Persons have not effected any transaction in the Common Stock during the past 60 days. To the knowledge of the Filing Persons, there have been no transactions by any person named in either Schedule A or B in the Common Stock during the past 60 days.

(d) To the knowledge of the Filing Persons, each of Thayer and GVI have the right to receive, or the power to direct the receipt of, dividends or other distributions on the shares of Common Stock they own. Other than as a result of the transfer restrictions on the shares of Common Stock held by Thayer described in Item 4 above which preclude the sale or other transfer of such shares during the term of the Thayer Voting Agreement, to the knowledge of the Filing Persons, each of Thayer and GVI have the power to direct the proceeds from the sale of the shares of Common Stock they own.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understanding or Relationships With Respect to Securities of the Issuer.

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The information set forth in Item 4 of this Schedule 13D is hereby incorporated by reference herein.

Other than the Asset Purchase Agreement, the Note Purchase Agreement, the Liquidation Agreement and the Voting Agreements, to the knowledge of the Filing Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 of this Statement and between such persons and any person with respect to any securities of the Issuer, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

| Exhibit ----- | Description ----- |
|------------------|---|
| 99.1 | Asset Purchase Agreement among Classic Custom Vacations, Classic Vacation Group, Inc. and Expedia, Inc., dated as of January 22, 2002 |
| 99.2 | Note Purchase Agreement among CVG Investment LLC, GV Investment LLC, Expedia, Inc. and Classic Vacation Group, Inc., dated as of January 22, 2002 |
| 99.3 | Liquidation and Indemnification Agreement among Classic Vacation Group, Inc., Thayer Equity Investors III, L.P., Expedia, Inc and Debbie A. Lundquist, dated as of January 22, 2002 |
| 99.4 | Voting Agreement and Irrevocable Proxy between Expedia, Inc., and Thayer Equity Investors III, L.P., dated as of January 22, 2002 |
| 99.5 | Voting Agreement and Irrevocable Proxy between Expedia, Inc., and GV Investment LLC, dated as of January 22, 2002 |
| 99.6 | Joint Filing Agreement |

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2002

EXPEDIA, INC.

By /s/ Mark S. Britton

Name: Mark S. Britton

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Title: Senior Vice President,
General Counsel and Secretary

USA NETWORKS, INC.

By /s/ Julius Genachowski

Name: Julius Genachowski
Title: Executive Vice President,
General Counsel and Secretary

SCHEDULE A

DIRECTORS AND EXECUTIVE OFFICERS OF EXPEDIA, INC.

Set forth below is the name, business address, principal occupation or employment and principal business in which such employment is conducted of each director and executive officer of Expedia. The name of each person who is a director of Expedia is marked with an asterisk. Unless otherwise indicated, the business address of each person listed below is 13810 SE Eastgate Way, Suite 400, Bellevue, Washington 98005.

| Name and Business ----- Address ----- | Present Principal Occupation or ----- Employment ----- | Principal Business in which ----- Employment is Conducted ----- |
|---|--|--|
| Richard N. Barton* | President and Chief Executive Officer, Expedia | Expedia |
| Byron D. Bishop | Senior Vice President, Transportation and Core Technologies, Expedia | Expedia |
| Erik C. Blachford | Senior Vice President, Marketing, Expedia | Expedia |
| Simon J. Breakwell | Senior Vice President and Managing Director, Expedia Europe, Expedia | Expedia |
| Thomas C. Breitling* 2960 W. Sahara Avenue Suite 200 Las Vegas, Nevada 89102 | President and Chief Executive Officer, Breitling Ventures | Breitling Ventures (Private Investment) |
| Mark S. Britton | Senior Vice President, General Counsel and Secretary, Expedia | Expedia |
| Kathleen K. Dellplain | Senior Vice President, Human Resources, Expedia | Expedia |
| Jay C. Hoag* 528 Ramona Street | General Partner, Technology Crossover Ventures | Technology Crossover Ventures (Venture Capital) |

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Palo Alto, California 94301

Director of eLoyalty Corporation,
EXE Technologies, Inc. and several
privately held companies

Barry Diller*
152 West 57th Street
New York, New York 10019

Chairman of the Board, Expedia USA
Chairman of the Board and Chief
Executive Officer, USA

Julius Genachowski*
152 West 57th Street
New York, New York 10019

Executive Vice President, General USA
Counsel and Secretary, USA

Victor Kaufman*
152 West 57th Street
New York, New York 10019

Vice Chairman and Director, USA USA

Dara Khosrowshahi*
152 West 57th Street
New York, New York 10019

Executive Vice President,
and Chief Financial Officer, USA USA

Gregory B. Maffei*
2200 6th Avenue
Suite 1122
Seattle, Washington 98121

President, Chief Executive Officer 360networks inc.
and Director, 360networks inc (Broadband Networks
Service Provider)

Daniel Marriott*
152 West 57th Street
New York, New York 10019

Executive Vice President Development Ticketmaster/
& Strategy,; Ticketmaster/President, Citysearch
Citysearch

Jon Miller*
152 West 57th Street
New York, New York 10019

President and Chief Executive Officer, USA Information
USA Information & Services, USA & Services

John Pleasants*
3701 Wilshire Blvd.
Los Angeles, California 90010

President and Chief Executive Officer, Ticketmaster
Ticketmaster

Gregory E. Slyngstad

Senior Vice President, Expedia
Destinations and Lodging, Expedia

Gregory S. Stanger*

Senior Vice President and Chief Expedia
Financial Officer, Expedia

SCHEDULE B

DIRECTORS AND EXECUTIVE OFFICERS OF USA NETWORKS, INC.

Set forth below is the name, business address, principal occupation or
employment and principal business in which such employment is conducted of each

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director and executive officer of USA. The name of each person who is a director of USA is marked with an asterisk. Unless otherwise indicated, the business address of each person listed below is 152 West 57th Street, New York, NY 10019.

| Name and Business ----- Address ----- | Present Principal Occupation or ----- Employment ----- | Principal Business in which s ----- Employment is Conducted ----- |
|--|---|--|
| Paul G. Allen* 505 Union Station 505 Fifth Avenue South Suite 900 Seattle, Washington 98104 | Investor | Vulcan Inc. (Venture Capital) |
| Robert R. Bennett* 12300 Liberty Blvd Englewood, Colorado 80122 | President and Chief Executive Officer, Liberty Media Corporation | Liberty Media Corporation |
| Edgar Bronfman, Jr.* 375 Park Avenue New York, New York 10152 | | |
| Anne M. Busquet* 1050 Park Avenue New York, New York 10028 | Consultant | |
| Barry Diller* | Chairman of the Board and Chief Executive Officer, USA | USA |
| Julius Genachowski | Executive Vice President General Counsel and Secretary USA | USA |
| Philippe Germond* Tour Esplanade 1 place carpeaux 92915 Paris La Defense, France | Chief Executive Officer Cegetel | Cegetel (Communications) |
| Victor A. Kaufman* | Vice Chairman, USA | USA |
| Donald R. Keough* 711 Fifth Avenue New York, NY 10022 | Chairman of the Board, Allen & Co. Inc. | Allen & Co., Inc. (Investment B |
| Marie-Josée Kravis* 625 Park Avenue New York, New York 10021 | Senior Fellow, Hudson Institute, Inc. | Hudson Institute, Inc. |
| Pierre Lescure* 85-89 Quai Andre Citroen 75711 Paris cedex 15, France | Chairman and Chief Executive Officer, Canal Plus, S.A. | Canal Plus, S.A. |

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John C. Malone*
12300 Liberty Blvd.
Englewood, Colorado
80122

Chairman, Liberty Media
Corporation

Liberty Media Corporation

Jean-Marie Messier*
375 Park Avenue
New York, NY 10152

Chairman and Chief Executive
Officer, Vivendi Universal,
S.A.

Vivendi Universal

William D. Savoy*
505 Union Station
505 Fifth Avenue South
Suite 900
Seattle, Washington 98104

President, Vulcan Inc.

Vulcan Inc. (Venture Capital)

Gen. H. Norman
Schwarzkopf*
400 North Ashley Street
Suite 3050
Tampa, Florida 33602

Retired

Diane Von Furstenberg*
389 West 12th Street
New York, NY 10014

Chairman, Diane Von
Furstenberg Studio L.P.

Diane Von Furstenberg Studio L.
(Fashion Design)