

— PARTICIPANTS

Corporate Participants

Mark D. Okerstrom – Executive Vice President & CFO

Other Participants

Heath Patrick Terry – Analyst, Goldman Sachs & Co.

— MANAGEMENT DISCUSSION SECTION

Heath Patrick Terry, Analyst, Goldman Sachs & Co.

Great, so we will go ahead and get started as people kind of file in. My name is Heath Terry. I cover the Internet space for Goldman Sachs. We are really happy to have with us today Mark Okerstrom, the Chief Financial Officer of Expedia.

Mark this is obviously a really interesting time for the company. You have just finished the TripAdvisor spin out. You've been going through this amazing technology investment inside the company. For people coming into the room that might be a little less familiar with where Expedia stands now, how would you position the company beyond just online travel agent?

Mark D. Okerstrom, Executive Vice President & CFO

Sure, so I think firstly and foremostly, we are a travel company. We are the largest travel company in the world. We do \$30 billion of gross bookings in an industry that's \$1 trillion, so we are the largest; still lots of headroom.

We are a travel company by and large because of technology. If you think about where Expedia, Hotels.com, Venere in Italy, eLong in China, these are all companies that are part of the Expedia family that were essentially revolutionaries or inventors of travel technology in their respective spaces and technology was our roots. And we have spent the last, call it three years or four years really getting back to our roots and really making sure that the technology platforms essentially that our businesses operate on are upgraded.

These are platforms in the case of Expedia that were built in the late 1990s, all right, by Microsoft engineers. They were just added on to in piecemeal over the years, very hard to innovate on. And over the last four years, with the help of our good friend TripAdvisor, we have been able to spend aggressively in a technology transformation and still deliver okay bottom line growth because we're able to invest on the backs of TripAdvisor's fantastic growth characteristics.

Over 2011, we began to realize some of the fruits of those investments and so the TripAdvisor spinoff was partially done because we felt like TripAdvisor was now at the scale that it could step up and be its own standalone business, but also that we could, call it, reveal of the core transactional business from underneath the protection of TripAdvisor, because we had Hotels.com, our private label business, Egencia, eLong, all of these, Hotwire, all these other businesses, really starting to perform well, and that we could deliver growth in those businesses to fund the remaining work at Expedia.

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So 2011 was a call it transitional year. 2012 will still be a little bit of a transitional year, and we are really playing for 2013, which is a story, that says, we've got call it 54% of our revenue now on platforms that are modern, that we can innovate on, that are performing well. The remainder is on Expedia and if we can get that platform really performing like we expect it can, 2013 is a year when P&L leverage returns to the Expedia Inc. family, so...

Heath Patrick Terry, Analyst, Goldman Sachs & Co.

Got you. We tend to get bogged down a lot I think in ADRs and tickets sold, and maybe it's worth kind of taking a little bit of a step back and thinking about where online travel is right now relative to that massive travel market that you reference. Where are we in penetration in the U.S. and Asia and Europe?

Mark D. Okerstrom, Executive Vice President & CFO

Sure, sure, so the online transformation is just replicating itself around the world and the U.S. which is the most mature market, penetration depending on way you look at is probably in and around 50% shared between OTAs and Supplier.com. In Europe, generally Western Europe, that's in and around the 30% in Asia and I'll add Latin America on to the list, 20% if you will, although, APAC is just a vast region with places like South Korea for example north of 50%, so it depends on the region, but the good news is that online is taking share from offline, right. We are still a tiny share of the online market

And so you get this call it channel share shift and competitive share gain that provides a huge opportunity for us, and a huge opportunity for anyone that can really build a scale global business to really tap into these new markets with the benefit of the existing international inventory we have.

And I think the – what Expedia Inc. has been building, which is essentially what Priceline has been building and really it's become a two horse game, and I think that will become much clearer over the course of the next couple of years is a global platform that can address all regions, send travelers from anywhere to anywhere and by its nature travel is a global business and you know we think we're positioning ourselves exceptionally well to be a leader in that space.

Heath Patrick Terry, Analyst, Goldman Sachs & Co.

When you think about the, those emerging markets where 20% penetrated, in the U.S we kind of hit an inflection point along the way where that growth rate really accelerated. Where – do you see that still in front of the lot of the markets like Asia and Latin America or do you think it follows its own curve?

Mark D. Okerstrom, Executive Vice President & CFO

You know it's going to be interesting to see how things play out. I think that generally we have seen a similar trend in a lot of these markets as they have developed but I think as we get into some of these markets with less sophisticated infrastructure such as India, such as parts of Latin America, I think, the mobile picture becomes essentially the leapfrog technology and I think that, that is certainly what we're seeing in parts of Asia, in Brazil, mobile is incredibly popular. So mobile is changing the game and I think that to the extent that call it smartphone, really call it broadband

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mobile, it penetrates into those markets faster than traditional desktop, you could see a real acceleration in those regions.

Heath Patrick Terry, Analyst, Goldman Sachs & Co.

Okay. You talked about this kind of being a two horse game with you and Priceline. That kind of leaves out that the other big constituent which is the suppliers

Mark D. Okerstrom, Executive Vice President & CFO

Yeah.

Heath Patrick Terry, Analyst, Goldman Sachs & Co.

Who have obviously been trying to drive a lot of this directly to themselves. How is that balance in the market right now and where do you see the suppliers ultimately in the direct model...

Mark D. Okerstrom, Executive Vice President & CFO

Yeah.

Heath Patrick Terry, Analyst, Goldman Sachs & Co.

...which ultimately playing out?

Mark D. Okerstrom, Executive Vice President & CFO

Yeah I think that it is toed and froed a little bit over the last few years. I think certainly when we took in the U.S. consumer fees offered single carrier tickets you saw a shift back to OTAs from Supplier.com. And I think things have settled out to some extent although certainly with coalitions like the Room Key coalition and you see the chains putting those type of initiatives together suggest that they're going to try to be a little bit more aggressive in Supplier.com.

But listen, the reality is is that consumers – there is always going to be a portion of consumers that are brand loyal and they will continue to go to Supplier.com and that's not really our target customer. Our customer is the shopper who is looking for a place to stay at a certain destination and doesn't – they're not sure where they want to go.

So unless you believe there is a fundamental change in consumer behavior, I wouldn't think that there would be a dramatic shift to Supplier.com and listen the reality is is that the Expedia family has 60 million unique visitors coming direct to our branded sites every month. On top of that, we have 70 million unique visitors, visiting the sites of our affiliates that also tap into our supply position. So with a channel of that scale it's hard for suppliers to ignore us and I think we will continue to be a meaningful marketing channel to them. We will continue to provide meaningful value to consumers and in markets where our value is exceptionally above what suppliers can

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offer, where our share is going to be larger and it will by and large be a country by country game I think on that front.

Heath Patrick Terry, Analyst, Goldman Sachs & Co.

The last few years there's been a real rush by OTAs to build out hotel and international in particular, almost to the exclusion of everything else...

Mark D. Okerstrom, Executive Vice President & CFO

Yeah.

Heath Patrick Terry, Analyst, Goldman Sachs & Co.

Where are we in that process? Is that going to be the same focus for the next five years?

Mark D. Okerstrom, Executive Vice President & CFO

Well I think the reality is that the profit pool in this industry is in the hotel business. That's where the biggest fragmentation exists. That's where the most value is brought by intermediaries, and I think that will continue to be a focus of the hotel business. For us hotel is about 72% of our revenue, a number that keeps growing. And I think that we're going to continue to push aggressively into the Hotels.com business, as is I imagine our primary competitor, which is Priceline.

So that's going to continue. The good news is that there is a ton of runway. We have about 150,000 properties right now. I think Priceline will be somewhere in the 180,000 to 200,000, I expect. Who knows? We can add 15,000 to 25,000 properties in a year if we choose to. We have got a massive sales force out there. And, even with those property accounts, we're nowhere near what TripAdvisor has, right. TripAdvisor has 500 – over 500,000 properties listed on their websites and they don't have all of them.

So there is a significant amount of headroom in terms of reaching new hotels and then really the game here is making sure that you match the demand with the hotels, don't acquire hotels ahead of your demand footprint because then you disappoint hoteliers and you exert fixed costs ahead of when you can actually monetize them. And that's the game essentially we'll be playing going forward, and I think again tons of runway and it will be a long time before we bump up against Booking.com and they bump up against us in terms of share gain or loss. I think we both have lots of room to go.

Heath Patrick Terry, Analyst, Goldman Sachs & Co.

Sure. Definitely. The investment that you've been making on the technology side, what specifically does that allow you to do? For somebody who has been using Hotels.com, the changes probably only seem a little surface, but clearly you are a lot more excited about it.

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Mark D. Okerstrom, Executive Vice President & CFO

Yeah. So the real – there is a couple of pieces to it. I think the most tangible part of the re-platforming effort is that we are taking each of the brands, the global brands, Expedia, Hotels.com, EAN, the Expedia Affiliate Network, our private label business and some of the others. We're putting them on top of a global platform that through which all of our hotel partners connect, our airlines partner connect, single customer operations, call center infrastructure, single source financials. That work is by and large done. And the first brand, if you will, to adopt that and sit on top of it was Hotels.com. So phase one for Hotels.com was putting Hotels.com on top of that global infrastructure.

Phase two was essentially rebuilding end-to-end the Hotels.com website that sits on top of that infrastructure. Again these are websites that were built in the late 1990s, early 2000s, millions lines of code in a random order. You can release three times a year and so when engineers and product people only get three times a year to do stuff, it's got to be perfect and people are – they are worried about making a mistake.

Compare that with now, which is a brand new website, new architecture, launching basically once every two weeks. We've got a release going out Hotels.com maybe we want to accelerate, people can test things, people can fail, it is okay. We can run five different, 10 different versions of the website at everyone – any one given time. And with tens of millions of unique visitors visiting our sites every month, we can get statistical significance on product changes so much faster than any competitor that doesn't have our scale. And that just leads us to be able to have a better product, a simpler to use product, a product that more of our consumers are interested in buying from us [ph] on using (13:35) and that's really where the benefit comes from.

Heath Patrick Terry, Analyst, Goldman Sachs & Co.

And how have you seen that start to manifest itself in terms of numbers?

Mark D. Okerstrom, Executive Vice President & CFO

So we disclosed on our road show just some of the statistics. One is that Hotels.com, if you look at what happened with them, from 2007 through 2010, sort of drawn a straight line across the big dip, they grew at a compound annual growth rate of 12%. Since that period trailing 12 months Q3, 2011, that was 41%, right. So big acceleration, big acceleration, and that comes again from having a great website.

It also comes from the investments we've made in getting much better at online marketing, something our competitors have been very, very good at, something that we brought in-house about three years ago having previously had it outsourced. But you get a great online marketing, world-class online marketing capability that can reach consumers around the world. You put that against a global platform that ceases to be about points-of-sale, starts to become about languages and currencies and hotel content and it's really just a central platform and you match that against industry leading supply and content, hotels, photos, et cetera, in the right language and you start to get to a winning formula that is end-to-end a great experience for consumers. That's what our competitors have had for a number of years. That's what we built with Hotels.com and we are rolling out across the rest of our businesses and we think there is tons of runway ahead.

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Yeah. You've referenced online marketing. Now that's maybe a segue into the Google question. The -- Google is, I think something that most people see as being a competitor, but it's also a huge source of customers for you.

Mark D. Okerstrom, Executive Vice President & CFO

Right.

Heath Patrick Terry, Analyst, Goldman Sachs & Co.

How do you balance that? Where is the balance at the moment?

Mark D. Okerstrom, Executive Vice President & CFO

Boy, balance, that's a tough word. And I think it's more like multi-personality. On one side Google is a fantastic partner. It's hard to get the estimates, but you hear numbers of 70% of consumers start their travel search on Google. It's hard to ignore that channel, and we have been investing aggressively at being the best in Google search engine optimization and Google search engine marketing over the course of the last two or three years, because when you've got consumers in that channel, you just got to be there.

And the growth potential there is absolutely enormous. We have certainly seen it with Hotels.com, as we become more sophisticated in online marketing. It's not bottomless, but there is a lot of demand there, so Google is a great partner on that side. We are looking at ways to get even better. We continue to invest there. Google Hotel Price Finder, their metasearch product, is essentially something that we were beta in. We were one of their launch partners. We view that as a huge opportunity for us, an opportunity where the playing field is narrowed, because only OTAs and hoteliers can be in that channel versus general search engine marketing anyone can bid on those key words. So we view that as a huge opportunity.

So great partner, huge demand, we're trying to optimize against it, but then on the other hand, Google is a near monopoly. They are a dominant market force. They have shown a willingness to push aside free market and promote their own products and that's somewhat frightening, when you have someone that controls call it 70% of the market searches and they are willing to do things that don't necessarily often seem to us, economically rational, at least economically rational in a market with significant competition.

So that's frightening. I think the -- you know, listen the Google Flights product is an example where causes us a little bit of concern because OTAs aren't involved in that. We're sort of listed at the bottom at Supplier.com. But listen, I'd say that Google is not happy with that product. They would rather have I suspect OTAs in, it's just that a monopoly met an oligopoly and they fought it out and OTAs ultimately weren't in. So we are watching Google on one side very closely. We're wary. They're a big company, great technologist, they have a dominant market position, on the other side great partners and we will continue to invest aggressively against it.

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Heath Patrick Terry, Analyst, Goldman Sachs & Co.

You mentioned Hotel Finder. I'm curious as – if that's going to be the model and it seems what they are trying to do from Flight Search and Hotel Finder at least within a segment of the traffic that they serve. Going deeper down the funnel you, like you said, you were an early participant in that, how did the return on investment that you were getting from that type of spend compare to the traditional search spend that you...

Mark D. Okerstrom, Executive Vice President & CFO

Right. So listen, it is very early days with Hotel Price Finder. It's a very small part of the leads that they send to us, a very small part of our business. It hasn't really ramped up to full call it market economics yet, so very difficult to say how that will pan out. I will say that metasearch has been a very good channel for us.

Again, the metasearch product is something that we generally do pretty darn well at, because again only people that have the actual inventory, they can pump in rates, and they can pump in the inventory can participate, and so that eliminates some of the competition in the field. It puts us and suppliers side-by-side.

Generally, people who are in metasearch are not people that are particularly brand loyal, because they would have already gone to the site, and therefore by definition they are shopping. And to the extent that someone comes from a metasearch player and provides their dates, we can land them on a landing page that says hey, I know you're looking for this Starwood Hotel for next week, by the way, here is six others that look like that one and that other people have bought and you may like. That gives us an advantage versus Starwood, who can just show them the Starwood Hotel. And again these are consumers that are shopping around and so to the extent you can help them continue their shopping experience on your own website, convert them, it gives you to some extent advantage economics in that channel. And so we view metasearch and really that's what that product is, as a real opportunity and that's why we're one of the early participants in it.

Heath Patrick Terry, Analyst, Goldman Sachs & Co.

Speaking of opportunities where does mobile fall for you?

Mark D. Okerstrom, Executive Vice President & CFO

We love mobile, we love mobile. In fact I just finally kicked my BlackBerry away and got an iPhone, it was a tough transition but I made it. Listen mobile is – mobile is we think a very interesting opportunity; we've got an internal goal to get 20% of our transactions on to mobile devices. We've got brands like Hotels.com that often hit high-single digits, low double-digits in terms of transactions on mobile and there is a couple of really interesting things about mobile for us. One is that, so far from what we can tell, there is some real incrementality to the bookings that we're getting in mobile so 50% to 70% of are call it iPhone app bookings are same day.

And this is stuff that we didn't generally get in the past, this is a road trip, right. Someone in the backseat is typing on to their Hotels.com app hotels near me and they are booking the Marriott Courtyard or whatever that's just down the highway. Historically that was a phone call or a drive up customer. It wasn't really accessible to OTAs. So this is real new business to us, so that's very

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interesting. It's incremental. It could open up some of these secondary and tertiary markets even in a market as mature as the U.S that historically has not been accessible to OTAs.

Secondly is to the extent that you have a real global offering like we do and you have a advantaged inventory position in terms of the hotels that you offer, you can become a very, very valuable resource to a consumer who is making the decision about how much real estate do I give on my iPhone to company X.

And so when you've got something like Hotels.com, which is a great iPhone app and even a more fantastic iPad app and they've got the full breadth of inventory, they have a higher probability of getting that real estate than anyone else. And when someone books on their app, we don't pay the Google tax, which is a fantastic thing. So to the extent that we can shift more of our bookings on to apps particularly, we think that could have very attractive economics for our business in the long-term.

Heath Patrick Terry, Analyst, Goldman Sachs & Co.

That's great. I guess, just to hit all the big areas, social, clearly, travel is naturally for most people anyway, a...

Mark D. Okerstrom, Executive Vice President & CFO

Yeah.

Heath Patrick Terry, Analyst, Goldman Sachs & Co.

...social experience. TripAdvisor was very aggressive in leveraging social as part of Expedia. How does Expedia take advantage of it?

Mark D. Okerstrom, Executive Vice President & CFO

We are trying to basically hit it at all angles. It's still the social channel if you will offers a pretty unique opportunity to better qualify traffic by giving us more information about what a consumer is potentially looking for. So that's certainly an advantage. I think we are working on personalization to have the ability to land someone on a landing page that says, hey here is the hotel you looked at and then here is the bunch of hotels that your friends recently booked. That type of thing I think offers an interesting opportunity to us again, that type of innovation helps with conversion, which is ultimately what drives our business. So that's one example. I think that we are generally trying to lay our bets in as many places as possible, because it's yet to emerge yet how will social really emerge as call it an E-commerce channel in our industry and it's early to tell.

But again, part of the rationale behind the technology transformation that we undertook starting three or four years ago, was a recognition that the competitive landscape or the pace of innovation in the travel industry was only going to accelerate, and by making the investments we've made, it really enables us to adapt to changes, channel shifts. As mobile comes on, as social comes on, as DailyDeals comes on, we have now got a platform and we have now got websites that we can pretty quickly adapt to take advantage of those opportunities.

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Great. So we do have microphones around the room. If anyone has a question, please just raise your hand and we'll get one right over to you. Got one upfront.

QUESTION AND ANSWER SECTION

<Q>: Hi there.

<A – Mark Okerstrom – Expedia, Inc.>: Hi.

<Q>: Expedia's success and your growth has been primarily on what I would call the transaction part of the travel planning when the consumers are purchasing something or making reservations. If you think about, of a value chain of travel from the inspiration moment when somebody decides do I want to go some place or where all the way to post trip when they want to post some things and share things. Do you have any...[indiscernible] (25:34)

<A – Mark Okerstrom – Expedia, Inc.>: Didn't get that last part. First one.

<Q>: Do you have any plans to enter any other parts of that value chain or do you feel this is where the money is, that's where you should be focusing on?

<A – Mark Okerstrom – Expedia, Inc.>: Yeah.

<Q>: And if you have plans, would you be looking at any acquisitions or do you have internal growth plans?

<A – Mark Okerstrom – Expedia, Inc.>: Sure. So we constantly look at the whole travel spectrum. TripAdvisor was a great business, which was at call it the beginning of the purchase life cycle that we had. I think if you take a look at where the start up money always seems to go, it always goes to inspiration. That's the cool stuff. You know where the money is? It's closer to the time when the consumer books.

So the inspiration stuff is always very sexy. I think we drive to have very relevant content that helps people refine their decision making process, but we don't aspire to go too far up that curve, because then we get sort of further away from the transaction and listen we are not in the business of educating consumers to go buy somewhere else. We're in the business of educating them to help them buy from us.

So we will continue to look at it, but I don't think you will see us go too far up the inspiration curve beyond where we are right now, although we'll continue to make our content better in sort of the space we're in right now.

On the post-purchase piece of things, listen, there is a couple of very interesting opportunities there and I think that mobile opens up a world of opportunity there [ph] in some (27:13). We have a destination services business that few people know is we have one of the largest destination services businesses in the world. We sell hundreds of millions of dollars of helicopter tours and surf lessons, et cetera.

By virtue of essentially catching the pennies as they drift through our website, we haven't really invested aggressively against that part of our business, that in-trip experience and it's something that becomes incredibly interesting on the mobile device, because suddenly now you are in trip. We know Expedia. We know exactly where you are and to the extent that we can offer you relevant offers through email or through pushing stuff through our apps, other things, that becomes interesting. Again the new technology platforms that we've got enable that much more readily than they have in the past.

So again we look at it all, we focus on where the money is. We think we're in the right spot, right now but to the extent new things emerge that become profitable interesting like destination services those are things we'll invest against.

In terms of acquisitions, I think we have always been very disciplined around the acquisitions that we make. We very seldom make strategic acquisitions as people would call them. A strategic acquisition to us is something that is accretive in year two as opposed to year one, so we'll continue to look at acquisitions. The good news is is that we again we've got the technology platform that to the extent that new innovations come along, we can generally build them ourselves now and to the extent that someone has got a unique position or has got a real edge like Mobiaata did, the mobile company we bought about 13, 14 months ago, we will make those acquisitions. So probably no change since what we've done in the past, lots of opportunity in the market, and to the extent there is something interesting to buy that is financially attractive, we will make that move.

<Q – Heath Terry – Goldman Sachs & Co.>: Just following up a little bit on that, can you discuss a little bit more related to capital allocation plans, priorities for capital allocation? And then on a somewhat separately, a separate question slightly, can you just give us an update as far as the Liberty Media relationship, post the Trip spin and how we should see that developing going forward now?

<A – Mark Okerstrom – Expedia, Inc.>: Sure. So on capital allocation generally, I would say the position has not changed. We are very fortunate to be in a great business that generates a lot of, a lot of free cash flow. For those of you who listen, we grew free cash flow in 2011, 32% year-on-year. It's a great business.

And we have historically been able to use that free cash flow in a combination of ways; one is we have put it to work in acquisitions that have really fueled future growth for us. I think you saw that with Venere gave us access to the agency business that is becoming more and more important to us and we'll continue to look to do acquisitions when those make sense. We'll continue to pay a dividend. That's a meaningful way to return cash to shareholders. And we'll continue buyback activity. Over the course of the last four or five years we have bought just about \$2.5 billion of our own stock back. And we're going to continue to do what we've done in the past, which is essentially act like investors and when we view there to be buying opportunities that are financially attractive to us, in our own stock we will continue to make those moves and no change from the past.

In terms of Liberty, listen we are very happy to have Liberty as a shareholder. John Malone, Bill Fitzgerald are great board members. Those guys are very good at capital allocation, and we are happy to have them on the board. In terms of their intentions going forward, no idea – I have no idea. So we will see how that evolves over time, but I think that we are happy with the – we are happy with the status quo, and we are happy with them on our board.

<Q>: How do you think about the capital structure and your optimal leverage?

<A – Mark Okerstrom – Expedia, Inc.>: Yeah, again I think no change. We have said that we are comfortable with – on a gross debt basis two to three times, and that continues, and I think we are – we ended the year at about 1.8 times, so we are slightly under where we are comfortable. So we are really comfortable and we will continue to be I would say cautious on the cash front and make sure that we never put ourselves in a position where we are too levered up and caught without cash in the event that something like September 11 should happen again.

<Q – Heath Terry – Goldman Sachs & Co.>: Got time for one more question? So I guess just to wrap up one thing that some of these questions have been around, acquisitions – the acquisition of TravelDoo in December was primarily for your agency business. Does that suggest you know that

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something we haven't seen a lot of activity on on the corporate side. Does that suggest that we might see a little bit more of a focus on corporate going forward?

<A – Mark Okerstrom – Expedia, Inc.>: Listen we think that the corporate travel opportunity is very attractive. If you think about a call it big-box hotel, rough rule of thumb, generally you could think about their occupancy is about a third corporate, a third big meetings convention and a third leisure.

We are the largest travel company in the world and we are not fully penetrated into, call it, two-thirds of those big boxes. So being in the corporate travel space is important to us. We do have Egencia, which is the fifth largest corporate travel business in the world and they can basically attack a portion of the corporate travel market.

The Trivago acquisition was, and that's a business we're going to operate completely autonomously from the core Egencia business, so that we have grouped them together, is a business that has an online booking tool that has all of, call it, the travel policy layer built into it that we can deploy into large enterprises alongside traditional travel management companies like American Express. We can deploy it into small corporate travel agencies that service the SME segment and we can use that as a way to offer our hotel partners access to that market and the way for us to again be able to access a broader segment of end users of travel than we ever have been before. So we are pretty excited about the Trivago acquisition. It's small. We have got to do some work to get them sort of up and running on our hotel inventory. But we think that and we think the corporate travel space generally is a space that is very attractive to us.

Heath Patrick Terry, Analyst, Goldman Sachs & Co.

Great, Mark. Thanks for joining us.

Mark D. Okerstrom, Executive Vice President & CFO

Thank you.

Heath Patrick Terry, Analyst, Goldman Sachs & Co.

Really appreciate it.

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