

ONLINE TRAVEL AGENCIES' AFFILIATIONS WITH THE TOP 10 INTERNET SITESⁱ
(Ranking Based on Neilson/Net Ratings' Estimation of the Number of Unique Visitors in July 2000)

PROPERTY	UNIQUE HOME VISITORS ⁱⁱ	REACH (% of Internet home users)	UNIQUE WORK VISITORS ⁱⁱⁱ	REACH (% of Internet work users)	AFFILIATION WITH TRAVEL SITE	EXCLUSIVE
1. AOL Websites ^{iv}	53,051,036	60.15	21,031,727	66.19	Travelocity	Yes; 5 years; Travelocity (TVLY) will pay \$200 million to AOL; AOL will pay TVLY a % of ad revenues. ^v
2. Yahoo! ^{vi}	47,566,989	53.94	21,002,396	66.1	Travelocity	Yes; TVLY will pay at least \$28 million over 3 years; expires end of 2002. ^{vii}
3. MSN and 4. Microsoft ^{viii}	35,158,084 and 32,750,239	39.87 and 37.14	17,456,689 and 17,964,294	54.94 and 56.54	Expedia	Yes; 5 year carriage and cross promotion agreement; Expedia will pay Microsoft \$2.0 million in 2000 and \$2.2 million in 2001, plus incentive fees. ^{ix}
5. Lycos Network	24,174,846	27.14	12,019,437	37.83	Travelocity	Yes; 2 year agreement expires 9/15/00. ^x
6. Excite@Home	21,568,038	24.46	10,947,874	34.46	Travelocity	Yes; TVLY must pay a minimum of \$11 million; expires 2002. ^{xi}
7. GO Network	18,308,910	20.76	9,614,102	30.26	Travelocity	Preferred provider on the Go Network Travel Center; one year term; TVLY will pay Go Network a % of net revenues derived from GO Network users and the co-branded sites; TVLY must purchase certain level of advertising. ^{xii}
8. About.com	14,333,886	16.25	7,538,170	23.73	Travelocity advertising banner appears throughout the Air Travel section of About.com site. ^{xiii}	Appears to accept ads from other travel sites, but with less favorable placement.
9. Time-Warner Websites	14,163,776	16.06	7,958,742	25.05	CNN properties, which are owned by Time-Warner, link to leisureplanet.com exclusively; ^{xiv} other Time-Warner sites' deals (if any) are unclear.	Exclusive with almost all CNN Properties, including CNN.com, CNNfn.com, CNNsi.com, CNNtraveler.com; 3 year agreement signed 12/99. ^{xv}
10. AltaVista	13,242,720	15.02	8,031,204	25.28	Trip.com	Yes; \$15 million for 5-year contract signed 4/07/98. ^{xvi}

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- i In addition to the above-listed alliances, TVLY also has alliances with, among others, the following Internet sites:
- a) Priceline.com (exclusive marketing and customer referral agreement). According to TVLY's press release, "Priceline.com, Travelocity.com Marketing Alliance Launches," 4/10/00, "the two companies will share the largest user base in the Internet travel industry, estimated at more than 22 million." See also Terrell Jones, PhoCusWright Investor Conference, 4/27/00, "Key Partnerships," slide 8 at http://media.corporate-ir.net/media_files/NSD/TVLY/presentations/tvly_000427-01/sld008.htm. According to Media Metrix's estimation, Priceline was the 45th most visited Internet Property, based on the number of unique work and home Internet users for June 2000. (See Media Metrix Press Release, "Media Metrix Releases U.S. Top 50 Web and Digital Media Properties For June 2000 & Reveals Number One Web Sites Within New Categories," 7/20/00, available at <http://www.mediametrix.com/press/releases/20000720a.jsp>.)
 - b) Road Runner (3-year alliance which expires 12/20/02). Road Runner will provide TVLY with premier positioning and promotion in its travel-related areas. TVLY will pay Road Runner a fixed amount for each person who visits TVLY directly from the Road Runner service and another fixed amount for each person, directed from Road Runner, who purchases a ticket; expires 12/20/02; renewable upon mutual agreement. (See Travelocity SEC Form 10K405 for fiscal year ending 12/31/99.)
 - c) iwon.com. See Terrell Jones, PhoCusWright Investor Conference, 4/27/00, "Key Partnerships," slide 8 at http://media.corporate-ir.net/media_files/NSD/TVLY/presentations/tvly_000427-01/sld008.htm. According to Media Metrix's estimation, iwon.com was the 21st most visited Internet Property, based on the number of unique work and home Internet users for June 2000. (See Media Metrix Press Release, "Media Metrix Releases U.S. Top 50 Web and Digital Media Properties For June 2000 & Reveals Number One Web Sites Within New Categories," 7/20/00, available at <http://www.mediametrix.com/press/releases/20000720a.jsp>.)
- ii See Nielsen/Net Ratings. "Unique Home Visitors" refers to the number of individual users estimated to have visited the specified site, through home access to the Internet, in July 2000. The estimates are based on a sample of households that have access to the Internet and use Windows 95/98/NT or MacOS 8 or higher.
- iii See Nielsen/Net Ratings. This refers to the number of individual users estimated to have visited the specified site, through work access to the Internet, in July 2000. The estimates are based on a sample of at-work users that have access to the Internet. Individuals that visited a site through an Internet connection at work may also have visited a site through a home connection and would be considered a separate visitor for home use estimation purposes.
- iv The AOL websites include AOL's proprietary network, AOL.com, the CompuServe Service, Netscape Netcenter, and Digital City. (See Travelocity SEC Form 10K405 for fiscal year ending 12/31/99.)
- v Under the agreement, TVLY is the exclusive travel booking system for AOL for the five years ending 3/31/05, on the United States versions of AOL, AOL.com, the CompuServe Service, Netscape Netcenter, Digital City and, for a one-year term, AOL Plus. (See Travelocity SEC Form 10K405 for fiscal year ending 12/31/99.) In addition, AOL is obligated to place promotions throughout the AOL properties that will permit AOL users to link to TVLY-AOL co-branded sites. See id.
- vi Yahoo! is a minority investor in TVLY. (See Travelocity SEC Form 10K405 for fiscal year ending 12/31/99.)
- vii See Travelocity SEC Form 424B3 filed 02/08/00 (Proxy Statement/Prospectus filed in connection with TVLY's merger with Preview Travel). TVLY is the exclusive provider of air, hotel and rental car booking services for Yahoo! (See Travelocity SEC Form 10K405 for fiscal year ending 12/31/99.) See also Travelocity Press Release, "Yahoo and the Sabre Group Team Up to Bring Users Travel Booking Services," 11/10/97, available at <http://svc.travelocity.com/pressroom/pressrelease/0,1090,14|TRAVELOCITY,00.html>.

viii Microsoft Corp. is an 85% owner of Expedia, Inc. (See <http://www.hoovers.com>, Expedia, Inc. Company capsule.)

ix See Expedia Prospectus, 11/9/99, at 44 and 59. Under the terms of the partnership, Microsoft will supply Expedia with premium placement on the MSN.com website, the Hotmail email service and the WebTV platform. According to Expedia's Prospectus, Hotmail is one of the largest e-mail systems in the world, and WebTV is one of the largest providers of television-based Internet access. According to Media Metrix's June 2000 data, Hotmail was the leading E-mail service website with more than 20 million unique visitors. (Media Metrix Press Release, "Media Metrix Releases U.S. Top 50 Web and Digital Media Properties For June 2000 & Reveals Number One Web Sites Within New Categories," 7/20/00, available at <http://www.mediametrix.com/press/releases/20000720a.jsp>.) In addition, MSNBC.com and Expedia jointly produce the travel section on MSNBC.com's site. (See Travel Section, MSNBC.com at http://www.msnbc.com/news/trav-main_front.asp, which has a direct link to Expedia.com.)

x See Travelocity SEC Form 10K405 for fiscal year ending 12/31/99. Under the agreement, TVLY and Lycos have a co-branded site that is promoted throughout the Lycos Web site. Lycos will display a minimum number of Internet links to TVLY and the co-branded site. TVLY is obligated to make payments to Lycos, as well as pay a portion of commissions TVLY earns through the co-branded site in excess of specified thresholds, and pay Lycos "fees for providing links to [TVLY's] services above specified thresholds." Id.

xi See Travelocity SEC Form 10K405 for fiscal year ending 12/31/99. Excite@Home is a global media company focused on combining leading brand and media with distribution. The company is the result of a merger between Excite, Inc. and @Home Network in 1999. (See Excite@Home Fact Sheet available at <http://corp.excite.com/about/facts.html>). Prior to the merger, TVLY had separate agreements with Excite Inc., a leading Internet search engine provider, and @Home Network. TVLY is the exclusive provider of travel booking services for Excite's Travel Channel (City.Net) in the United States and for the WebCrawler Travel Channel. The agreement with Excite expires in 2002. (See Travelocity SEC Form 10K405 for fiscal year ending 12/31/99.) TVLY is the exclusive travel booking service provider for @Home Network subscribers. @Home is a leading provider of high-speed Internet services via the cable infrastructure. Under the TVLY-@Home agreement, @Home agreed not to create a channel that provides travel information for any of TVLY's direct competitors or to allow any competitor to place any promotional material on @Home Network Web pages on which TVLY is featured. In addition, TVLY committed to pay @Home the greater of a set fixed quarterly rate or a variable rate equal to a portion of TVLY's revenues from advertising on @Home and from the sale of services to @Home subscribers. This agreement expires in 2001. (See Travelocity SEC Form 10K405 for fiscal year ending 12/31/99; see also Travelocity Form 424B3 filed 02/08/00, and Travelocity Press Release, "@Home Network Taps the SABRE Group to Deliver a One-Stop Shop for Travel Services," 4/21/98, available at <http://svc.travelocity.com/pressroom/pressrelease/0,1090,39|TRAVELOCITY,00.html>.)

xii See Travelocity SEC Form 10K405 for fiscal year ending 12/31/99. Go Network (Infoseek) will not sell banner advertising space on the Go Network Travel Center to 3 previously identified competitors of TVLY. The agreement provides that, after March 2000, either party can terminate the agreement upon 90 days notice. In addition, the parties may mutually agree to extend the deal for one year terms. See id.

xiii The "front page" of this section is available at <http://airtravel.about.com/travel/airtravel/mbody.htm>.

xiv See, e.g., "CNN, Leisureplanet Travel in Circles," The Standard, 12/21/99, available at <http://www.thestandard.com/article/display/0,1151,8406,00.html>. CNN made a \$20 million equity investment in leisureplanet.com and Leisureplanet.com committed to purchase \$30 million in advertising on CNN properties. (See Leisure Planet Press Release, "CNN Newsgroup to take \$20 Million Equity Stake in Leisureplanet as part of Strategic Agreement," 12/20/99, available at <http://leisureplanet.com>.)

xv See Leisure Planet Press Release, "CNN Newsgroup to take \$20 Million Equity Stake in Leisureplanet as part of Strategic Agreement," 12/20/99, available at <http://leisureplanet.com>.

See Trip.com press release, "TheTrip.com and AltaVista Search Site Sign Exclusive \$15 million five-year deal for Internet travel service," 4/7/98, available at <http://www.trip.com/information/pressroom/article/1,1298,1-1-7,00.html>. Galileo is Trip.com's parent company. (See "Partners of TRIP.com" available at [http://www.trip.com/information/partners/resources/.](http://www.trip.com/information/partners/resources/))

Prepared August 2000.