



NASDAQ: TZOO

**2004 Annual Report
2005 Proxy Statement**



Travelzoo Inc.
590 Madison Avenue, 21st Floor
New York, NY 10022

May 2, 2005

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders of Travelzoo Inc. on June 1, 2005. We will hold the meeting at The Warwick Hotel, Kent Room, 65 West 54th Street, New York, New York 10019 at 10:00 a.m. local time.

In connection with the meeting, we enclose a notice of the meeting, a proxy statement and a proxy card. Detailed information relating to Travelzoo's activities and operating performance is contained in our 2004 Annual Report on Form 10-K, as filed with the Securities and Exchange Commission, which is also enclosed.

Whether or not you plan to attend the Annual Meeting of Stockholders, please vote your shares via mail with the enclosed proxy card. Please note that you can attend the meeting and vote in person, even if you have previously voted by proxy. If you plan to attend the meeting in person, please provide advance notice to Travelzoo by checking the box on your proxy card. In addition, you may provide notice to Travelzoo that you plan to attend in person by delivering written notice to Travelzoo's Secretary at 590 Madison Avenue, 21st Floor, New York, New York 10022.

If you hold your shares in street name through a bank, broker, or other nominee, please bring identification and proof of ownership, such as an account statement or letter from your bank or broker, for admittance to the meeting. An admission list containing the names of all of those planning to attend will be placed at the registration desk at the entrance to the meeting. You must check in to be admitted.

Travelzoo will make available an alphabetical list of stockholders entitled to vote at the meeting for examination by any stockholder during ordinary business hours at Travelzoo's principal executive offices, located at 590 Madison Avenue, 21st Floor, New York, New York 10022, from May 6, 2005 until the meeting.

On behalf of the entire Board of Directors, we look forward to seeing you at the meeting.

Sincerely,

RALPH BARTEL
*Chairman of the Board of Directors, President,
Chief Executive Officer, and Secretary*

TRAVELZOO INC.
590 Madison Avenue
21st Floor
New York, New York 10022

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held on June 1, 2005

May 2, 2005

To the Stockholders of Travelzoo Inc.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Travelzoo Inc., a Delaware corporation, will be held on Wednesday, June 1, 2005, at 10:00 a.m., local time, at The Warwick Hotel, Kent Room, 65 West 54th Street, New York, New York 10019, for the following purposes:

1. To elect five directors for terms expiring in 2006; and
2. To ratify the appointment of KPMG LLP as principal independent auditors for the year 2005; and
3. To transact such other business as may properly come before the Meeting or any adjournment or postponement of the Meeting.

Only stockholders of record at the close of business on April 25, 2005 may vote at the Meeting. Your vote is important. Whether you plan to attend the Annual Meeting or not, **please cast your vote by completing, dating and signing the enclosed proxy card and returning it via mail to the address indicated.** If you attend the meeting and prefer to vote in person, you may do so even if you have previously voted by proxy.

By Order of the Board of Directors,

TRAVELZOO INC.

RALPH BARTEL

*Chairman of the Board of Directors, President,
Chief Executive Officer, and Secretary*

**PROXY STATEMENT
FOR THE TRAVELZOO INC.
2005 ANNUAL MEETING OF STOCKHOLDERS
INFORMATION ABOUT THE ANNUAL MEETING**

Why am I receiving these proxy materials?

Travelzoo's Board of Directors is soliciting proxies to be voted at the 2005 Annual Meeting of Stockholders. This proxy statement includes information about the issues to be voted upon at the meeting.

On May 2, 2005, we began mailing these proxy materials to all stockholders of record at the close of business on April 25, 2005. On the record date, there were 16,250,479 shares of our common stock outstanding.

Where and when is the Annual Meeting?

The Annual Meeting of Stockholders will take place on June 1, 2005 at The Warwick Hotel, Kent Room, 65 West 54th Street, New York, New York 10019. The meeting will begin at 10:00 a.m. local time.

What am I voting on?

We are asking our stockholders to elect five directors and to ratify the appointment of Travelzoo's independent auditors.

How many votes do I have?

You have one vote for each share of our common stock that you owned at the close of business on April 25, 2005, the record date. These shares include:

- Shares held directly in your name as the "stockholder of record," and
- Shares held for you as the beneficial owner through a broker, bank, or other nominee in "street name."

If I am a stockholder of record, how can I vote my shares?

You can vote by proxy or in person.

How do I vote by proxy?

If you are a stockholder of record, you may vote your proxy by mail. If you receive a paper copy of the Proxy Statement, simply mark the enclosed proxy card, date and sign it, and return it in the postage paid envelope provided. If you receive the Proxy Statement via e-mail, please print the attached proxy card, date and sign it, and return it via mail to Travelzoo Inc., Attention: Secretary, 590 Madison Avenue, 21st Floor, New York, New York 10022.

If you vote by proxy, the persons named on the card (your "proxies") will vote your shares in the manner you indicate. You may specify whether your shares should be voted for all, some or none of the nominees for director or any other proposals properly brought before the Annual Meeting. If you sign your proxy card and do not indicate specific choices, your shares will be voted "FOR" the election of all nominees for director. If any other matter is properly brought before the meeting, your proxies will vote in accordance with their best judgment. At the time of submitting this Proxy Statement for printing, we knew of no matter that is required to be acted on at the Annual Meeting other than those discussed in this Proxy Statement.

If you wish to give a proxy to someone other than the persons named on the enclosed proxy card, you may strike out the names appearing on the card and write in the name of any other person, sign the proxy, and deliver it to the person whose name has been substituted.

May I revoke my proxy?

If you give a proxy, you may revoke it in any one of three ways:

- Submit a valid, later-dated proxy before the Annual Meeting,
- Notify our Secretary in writing before the Annual Meeting that you have revoked your proxy, or
- Vote in person at the Annual Meeting.

How do I vote in person?

If you are a stockholder of record, you may cast your vote in person at the Annual Meeting.

If I hold shares in street name, how can I vote my shares?

You can submit voting instructions to your broker or nominee. In most instances, you will be able to do this over the Internet or by mail. Please refer to the voting instruction card included in these materials by your broker or nominee.

What vote is required to approve each proposal?

Each share of our common stock is entitled to one vote with respect to each matter on which it is entitled to vote. Our directors are elected by a plurality of votes, which means that the nominees who receive the greatest number of votes will be elected. Under our bylaws, a majority of the shares present at the meeting in person or by proxy is required for approval of all other items.

In order to have a valid stockholder vote, a stockholder quorum must exist at the Annual Meeting. A quorum will exist when stockholders holding a majority of the outstanding shares of our stock are present at the meeting, either in person or by proxy.

If a broker indicates on its proxy that it does not have authority to vote certain shares held in “street name” on particular proposals, the shares not voted (“broker non-votes”) will not have any effect with respect to such proposals. Broker non-votes occur when brokers do not have discretionary voting authority on certain proposals and the beneficial owner has not instructed the broker how to vote on these proposals.

Ralph Bartel holds an aggregate of 12,755,374 shares of our common stock, representing approximately 78% of the outstanding shares as of April 25, 2005. He has indicated that he intends to vote in favor of all of the director nominees and in favor of the ratification of the appointment of KPMG LLP.

Who is paying the costs of soliciting these proxies?

We are paying the cost of preparing, printing, mailing and otherwise distributing these proxy materials. We will reimburse banks, brokerage firms, and others for their reasonable expenses in forwarding proxy materials to beneficial owners and obtaining their instructions. A few of our officers and employees may also participate in the solicitation, without additional compensation, by telephone, e-mail, other electronic means, or in person.

Where can I find the voting results of the meeting?

We intend to announce preliminary voting results at the meeting. We will publish the final results in our Quarterly Report on Form 10-Q for the second quarter of 2005, which we intend to file on or before July 29, 2005. You can obtain a copy of the Form 10-Q by logging on to Travelzoo’s investor relations Web site at www.travelzoo.com/ir, by calling the Securities and Exchange Commission at (800) SEC-0330 for the location of the nearest public reference room, or through the EDGAR system at www.sec.gov. Information on our website does not constitute part of this proxy statement.

ELECTION OF DIRECTORS (PROXY ITEM NO. 1)

Under Travelzoo’s certificate of incorporation, the number of directors of Travelzoo is fixed, and may be increased or decreased from time to time, by resolution of the Board of Directors. Each director holds office for a term of one year, until the annual meeting of stockholders next succeeding the director’s election and until a successor is elected and qualified or until the earlier resignation or removal of the director. Mr. Ralph Bartel, Mr. Ehrlich, Mr. Neale-May, and Ms. Urso are currently directors of Travelzoo.

Ms. Mak, a director of the Company, advised the Company that she does not wish to be nominated to continue as a director following completion of her current term in June 2005. Ms. Mak indicated that this decision was based on other business commitments.

Nominees for a One-Year Term That Will Expire in 2006:

The ages, principal occupations, directorships held and other information as of April 30, 2005, with respect to our nominees are shown below.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Ralph Bartel, Ph.D.(2)	39	Chairman of the Board of Directors, President, and Chief Executive Officer
Holger Bartel, Ph.D.	38	Executive Vice President
David J. Ehrlich(1)	42	Director
Donovan Neale-May(1)	53	Director
Kelly M. Urso(1)(2)(3)	39	Director

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- (1) Member of the Audit Committee
 - (2) Member of the Compensation Committee
 - (3) Member of the Disclosure Committee

Each of the director nominees listed above was elected to be a director at the Company’s Annual Meeting of Stockholders held on June 2, 2004. Our board of directors has determined that each of Mr. Ehrlich, Mr. Neale-May, and Ms. Urso meet the independence requirements of the listing standards of the National Association of Securities Dealers (the “NASD”).

Ralph Bartel, Ph.D., founded Travelzoo in May 1998 and has served as our President, Chief Executive Officer and Chairman of the Board of Directors since inception. Prior to his founding of Travelzoo, from 1996 to 1997, Mr. Bartel served as Managing Assistant at Gruner + Jahr AG, the magazine division of Bertelsmann AG. Mr. Bartel holds a Ph.D. in Communications from the University of Mainz, Germany, a Ph.D. in Economics from the University of St. Gallen, Switzerland, an MBA in Finance and Accounting from the University of St. Gallen, Switzerland, and a Master’s degree in Journalism from the University of Eichstaett, Germany.

Holger Bartel, Ph.D., has served as Executive Vice President since September 1999. From 1995 to 1998, Mr. Bartel worked as an Engagement Manager at McKinsey & Company in Los Angeles. From 1992 to 1994, Mr. Bartel was a research fellow at Harvard Business School. Mr. Bartel holds an MBA in Finance and Accounting and a Ph.D. in Economics from the University of St. Gallen, Switzerland. He is the brother of Ralph Bartel.

David J. Ehrlich has served as a director since February 1999. Since February 2003, Mr. Ehrlich has been Vice President of Corporate Development for NetIQ Corporation. From 1998 to 2002, Mr. Ehrlich held the position of Vice President, Product Management and Strategic Partnering for Visual Networks, Inc. Mr. Ehrlich holds a bachelor’s degree in Sociology, a Master’s degree in Industrial Engineering from Stanford University, and an MBA from Harvard Business School.

Donovan Neale-May has served as a director since February 1999. Since 1987, Mr. Neale-May has been President of Neale-May & Partners, a strategic marketing and public relations firm with 80 full-time communications professionals headquartered in Palo Alto, California.

Kelly M. Urso has served as a director since February 1999. Since July 2003, Ms. Urso has been a principal at K. M. Urso & Company, LLC. From September 2001 to July 2003, Ms. Urso was employed as a tax attorney by Reynolds & Rowella LLP. From 1997 to 2001, Ms. Urso served as the leader of the expatriate tax group at General Electric International, Inc. Ms. Urso holds a bachelor's degree in business administration from the University of Cincinnati and a Juris Doctor degree from the Thomas M. Cooley Law School in Lansing, Michigan.

The Board of Directors is not aware that any nominee named in this Proxy Statement is unwilling or unable to serve as a director. If, however, a nominee is unavailable for election, your proxy authorizes the named designees to vote for a replacement nominee if the Board of Directors names one.

YOUR BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THESE NOMINEES.

Board Meetings and Committees

The Board of Directors has appointed an Audit Committee, a Compensation Committee, and a Disclosure Committee. Below is a table indicating the membership of each of the Audit Committee, Compensation Committee, and Disclosure Committee and how many times the Board of Directors and each such committee met in fiscal year 2004. Each of Mr. Ralph Bartel, Mr. Ehrlich, Mr. Neale-May and Ms. Urso attended at least 75 percent of the total number of meetings of the Board of Directors and of the committees on which he or she serves.

	<u>Board</u>	<u>Audit</u>	<u>Compensation</u>	<u>Disclosure</u>
Mr. Ralph Bartel	Chair		Chair	
Mr. Ehrlich	Member	Chair		
Mr. Neale-May	Member	Member		
Ms. Urso	Member	Member	Member	Member
Number of 2004 Meetings	4	4	1	4

The Company does not require that directors attend the Annual Meeting. Ralph Bartel, our Chairman of the Board of Directors, and Ms. Urso were the only directors who attended the 2004 Annual Meeting.

Audit Committee

The Audit Committee's primary responsibilities are to oversee and monitor (i) the integrity of Travelzoo's financial statements, (ii) the qualifications and independence of our independent auditor, (iii) the performance of our independent auditor and internal audit staff, and (iv) the compliance by Travelzoo with legal and regulatory requirements. A complete description of the committee's responsibilities is set forth in its written charter. The Audit Committee is responsible for appointing the auditors and is directly responsible for the compensation and oversight of the work of our independent auditors. The Audit Committee is composed solely of independent directors as defined in the listing standards of the National Association of Securities Dealers and operates under a written charter adopted by the entire Board of Directors. The Board has determined that Mr. Neale-May qualifies as an audit committee financial expert within the definition of SEC regulations.

Compensation Committee

The Compensation Committee reviews and approves the compensation and benefits for the Company's executive officers and directors, and makes recommendations to the Board of Directors regarding such matters. The Report of the Compensation Committee is included on page 10.

Disclosure Committee

The Disclosure Committee's primary responsibilities are (i) to design, establish and evaluate controls and other procedures that are designed to ensure the accuracy and timely disclosure of information to the SEC and investment community and (ii) to review and supervise preparation of all SEC filings, press releases and other broadly disseminated correspondence.

Nominating Committee

Travelzoo does not have a nominating committee of the Board of Directors. Since it is a "Controlled Company" under Rule 4350(c)(5) of the NASD Manual, on account of the stock ownership by Ralph Bartel, such a committee is not required. Through his share ownership, Mr. Bartel is in a position to control Travelzoo and to elect our entire board of directors.

Communications With Directors

The board has established a process to receive communications from stockholders. Stockholders and other interested parties may contact any member (or all members) of the board, or the non-management directors as a group, any board committee or any chair of any such committee by mail. To communicate with the board of directors, any individual directors or any group or committee of directors, correspondence should be addressed to the board of directors or any such individual directors or group or committee of directors by either name or title. All such correspondence should be sent "c/o Corporate Secretary" at Travelzoo Inc., 590 Madison Avenue, 21st Floor, New York, NY 10022.

All communications received as set forth in the preceding paragraph will be opened by the Corporate Secretary for the sole purpose of determining whether the contents represent a message to our directors. Any contents that are not in the nature of advertising, promotions of a product or service, patently offensive material or matters deemed inappropriate for the board of directors will be forwarded promptly to the addressee. In the case of communications to the board or any group or committee of directors, the Corporate Secretary will make the sufficient copies of the contents to send to each director who is a member of the group or committee to which the correspondence is addressed.

Audit Committee Report

The Audit Committee oversees Travelzoo's financial reporting process on behalf of your Board of Directors. Management is primarily responsible for the financial statements and reporting processes including the systems of internal controls, while the independent auditors are responsible for performing an independent audit of Travelzoo's consolidated financial statements in accordance with auditing standards of the Public Company Accounting Oversight Board ("PCAOB"), and expressing an opinion on the conformity of those financial statements with accounting principles generally accepted in the United States.

In this context, the committee has met and held discussions with management and the independent auditors. The committee discussed with Travelzoo's independent auditors the overall scope and plan for their audit. The committee met, at least quarterly, with the independent auditors, with and without management present, and discussed the results of their examinations, their evaluations of Travelzoo's internal controls, and the overall quality of Travelzoo's financial reporting. Management represented to the committee that Travelzoo's consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States. The committee has reviewed and discussed the consolidated financial statements with management and the independent auditors, including their judgments as to the quality, not just the acceptability, of Travelzoo's accounting principles and such other matters as are required to be discussed with the committee under auditing standards of the PCAOB.

Travelzoo's independent auditors also provided to the committee the written disclosures required by the Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees), and the committee discussed with the independent auditors that firm's independence, including those matters required to be discussed by Statement on Auditing Standards No. 61.

In reliance on the reviews and discussions referred to above, the committee recommended to the Board of Directors (and the Board of Directors has approved) that the audited financial statements be included in the Annual Report on Form 10-K for the fiscal year ended December 31, 2004 for filing with the SEC. The committee has retained KPMG LLP as Travelzoo's independent auditors for fiscal year 2005.

While the committee has the responsibilities and powers set forth in its charter, it is not the duty of the committee to plan or conduct audits or to determine that Travelzoo's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management and the independent auditor. Nor is it the duty of the committee to conduct investigations or to assure compliance with laws and regulations and Travelzoo's business conduct policies.

Audit Committee

David J. Ehrlich (*Chairman*)
 Donovan Neale-May
 Kelly M. Urso

Director Compensation

During 2004, we compensated Mr. Ehrlich, Mr. Neale-May, and Ms. Urso for their services to us. Such compensation consisted of cash paid to each director as shown in the table below.

<u>Name</u>	<u>2004 Compensation</u>
Mr. Ralph Bartel	N/A
Mr. Ehrlich	\$20,000
Mr. Neale-May	\$20,000
Ms. Urso	\$27,500

Directors are compensated based on an hourly rate based upon their attendance of meetings.

Stock Ownership by Directors and Executive Officers

The following table shows the amount of our common stock beneficially owned as of May 2, 2005, by each director and each of the executive officers listed in the Summary Compensation Table on page 9 of this proxy statement, and all current directors and executive officers as a group. In general, shares “beneficially owned” include those shares a person has or shares the power to vote, or the power to dispose of. The table also shows the number of options to purchase shares of our common stock that are exercisable, either immediately or by July 1, 2005:

Name	Amount of Common Stock Beneficially Owned			
	Number of Shares(1)	Exercisable Options(2)	Total	% of Shares Outstanding
Holger Bartel	20	—	20	*
Ralph Bartel	12,755,374	2,193,349	14,948,723	81%
David J. Ehrlich	—	—	—	—
Kelly N. Ford	—	—	—	—
Steven M. Ledwith	16	—	16	*
Donovan Neale-May	—	—	—	—
Lisa Su	6	—	6	*
Shirley Tafoya	—	—	—	—
Kelly M. Urso	—	17,725	17,725	*
Directors and executive officers as a group (10 persons)	12,755,416	2,211,074	14,966,490	81%

* Represents less than 1% of the outstanding shares of common stock.

(1) All shares are held directly.

(2) Shares that could be acquired by exercising stock options through July 1, 2005.

Security Ownership of Certain Beneficial Owners

The following table shows all persons or entities that we know to beneficially own more than 5% of our stock as of May 2, 2005:

Name and Address of Beneficial Owner	Number of Shares of Common Stock(1)	Percent of Outstanding Common Stock
Ralph Bartel 590 Madison Avenue 21st Floor New York, New York 10022	14,948,723	81%

(1) Includes 2,193,349 shares of common stock that could be acquired by exercising stock options through July 1, 2005.

Section 16(a) Beneficial Ownership Reporting Compliance

Under Section 16(a) of the Securities Exchange Act of 1934, the Company’s directors, executive officers and the beneficial holders of more than 10% of the Company’s common stock are required to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Based on our records and other information, the Company believes that during 2004 all applicable Section 16(a) filing requirements were met.

Code of Ethics

We have adopted a code of ethics that applies to our Chief Executive Officer, who is also our Chief Financial Officer, and our Controller (Chief Accounting Officer). This code of ethics is posted on our Web site located at www.corporate.travelzoo.com/governance. We intend to satisfy the disclosure requirement under Item 10 of Form 8-K regarding an amendment to, or waiver from, a provision of this code of ethics by posting such information on our Web site, at the address and location specified above.

Our Executive Officers

Executive officers are appointed annually by the Board and serve at the discretion of the Board. Set forth below is information regarding our executive officers as of May 2, 2005:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Ralph Bartel, Ph.D.	39	President, Chief Executive Officer, Chief Financial Officer, Chairman of the Board of Directors, and Secretary
Holger Bartel, Ph.D.	38	Executive Vice President
Kelly N. Ford	37	Vice President of Marketing
Steven M. Ledwith.....	47	Chief Technology Officer
Lisa Su.....	30	Controller (Chief Accounting Officer)
Shirley Tafoya	42	Senior Vice President of Sales

Ralph Bartel, Ph.D., founded Travelzoo in May 1998 and has served as our President, Chief Executive Officer and Chairman of the Board of Directors since inception. Prior to his founding of Travelzoo, from 1996 to 1997, Mr. Bartel served as Managing Assistant at Gruner + Jahr AG, the magazine division of Bertelsmann AG. Mr. Bartel holds a Ph.D. in Communications from the University of Mainz, Germany, an MBA in Finance and Accounting from the University of St. Gallen, Switzerland, and a Master's degree in Journalism from University of Eichstaett, Germany.

Holger Bartel, Ph.D., has served as Executive Vice President since September 1999. From 1995 to 1998, Mr. Bartel worked as an Engagement Manager at McKinsey & Company in Los Angeles. From 1992 to 1994, Mr. Bartel was a research fellow at Harvard Business School. Mr. Bartel holds an MBA in Finance and Accounting and a Ph.D. in Economics from the University of St. Gallen, Switzerland. He is the brother of Ralph Bartel.

Kelly N. Ford has served as Vice President of Marketing since December 2002. From February 2001 to December 2002, Mr. Ford worked as Director of Media Strategy and Development at America Online Inc. From January 2000 to November 2000, Mr. Ford worked as Vice President of Marketing at ISalvage.com, Inc. From 1992 to 2000, Mr. Ford worked at Campbell Soup Company as Marketing Director. Mr. Ford holds a bachelor's degree in Electrical Engineering with Computer Science Specialty from Stanford University and an MBA from INSEAD.

Steven M. Ledwith has served as our Chief Technology Officer since January 2000. From January 1998 to January 2000, Mr. Ledwith worked as Senior Mechanical Engineer at Radix Technologies, Inc. Mr. Ledwith holds a bachelor's degree in Thermomechanical Engineering from University of Illinois at Chicago Circle.

Lisa Su has served as Controller (Chief Accounting Officer) since October 2000. From April 1999 to September 2000, Ms. Su was a Treasury Accountant for Webvan Group, Inc. Ms. Su holds a bachelor's degree in Economics/Accounting from Claremont McKenna College and an MBA in Finance from California State University, Hayward.

Shirley Tafoya has served as Senior Vice President of Sales since May 2001. From August 1999 to March 2001, Ms. Tafoya worked as Director of Western Sales at Walt Disney Internet Group. From 1998 to 1999, Ms. Tafoya worked as Sales Manager at IDG/International Data Group. From 1994 to 1998,

Ms. Tafoya worked as Director, Global Accounts, at CMP Media. Ms. Tafoya holds a bachelor's degree in Business Administration from Notre Dame de Namur University.

Executive Compensation

The following table sets forth summary information concerning all compensation we paid our chief executive officer and each of our executive officers during the years ended December 31, 2002, 2003 and 2004.

Summary Compensation Table

<u>Name and Principal Position</u>	<u>Fiscal Year</u>	<u>Annual Compensation</u>		<u>Long Term Compensation</u>	<u>All Other Compensation</u>
		<u>Salary (\$)</u>	<u>Bonus (\$)</u>	<u>Shares Underlying Options (#) (1)</u>	
Ralph Bartel Chairman, President, Chief Executive Officer, and Secretary	2004	\$225,001	15,000	—	—
	2003	\$196,002	—	—	—
	2002	\$192,000	—	5,000	—
Lisa Su Controller	2004	\$133,801	15,000	—	—
	2003	\$124,339	—	—	—
	2002	\$103,337	—	—	—
Steven Ledwith Chief Technology Officer	2004	\$162,215	15,000	—	—
	2003	\$147,126	—	—	—
	2002	\$130,000	—	—	—
Holger Bartel Executive Vice President	2004	\$273,000	15,000	—	—
	2003	\$246,495	—	—	—
	2002	\$240,000	—	—	—
Shirley Tafoya Senior Vice President of Sale	2004	\$386,512	15,000	—	—
	2003	\$294,275	—	—	—
	2002	\$134,448	—	—	—
Kelly Ford Vice President of Marketing	2004	\$200,001	15,000	—	—
	2003	\$186,133	—	—	—
	2002	\$ 13,925	—	—	—

(1) The options issued to Ralph Bartel during 2002 constitute compensation for participation on the Board of Directors.

Employment Agreements

Ralph Bartel has entered into an employment agreement with us. His current employment agreement became effective on July 1, 2004, and provides for an annual salary of \$250,000. We may terminate the agreement with or without cause by delivering two weeks' advance written notice to Mr. Bartel. He may terminate his employment agreement with or without cause by delivering two weeks' advance written notice to us.

Mr. Bartel has agreed not to compete with us, solicit our suppliers or employees or reveal our confidential information during the term of his employment agreement and for one year thereafter. In addition, Mr. Bartel is bound by a proprietary inventions agreement which prohibits him from, among other things, disseminating or using confidential information about our business or clients in any way that would be adverse to us.

Certain Transactions

In connection with a registration statement related to the re-sale of up to 750,000 shares by Ralph Bartel, our Chairman of the Board and Chief Executive Officer, the Company paid approximately \$50,000 which

included accounting fees and expenses, legal fees and expenses, and the SEC registration fees. The Company did not pay any fees and expenses of counsel for Mr. Bartel. Any commissions, discounts or other fees payable to a broker, dealer, underwriter, agent or market maker in connection with the sale of any of the shares will be borne by Mr. Bartel.

Option Grants in Last Fiscal Year

No options were granted to our executive officers during fiscal year 2004.

Option Exercises and Year-End Values

The following table contains information concerning options exercised by our executive officers during fiscal year 2004 and unexercised options held on December 31, 2004:

<u>Name</u>	<u>Shares Acquired on Exercise</u>	<u>Value Realized(\$)</u>	<u>Number of Securities Underlying Unexercised Options/SARs at FY-End(#) Exercisable/Unexercisable</u>	<u>Value of Unexercised In-The-Money Options/SARs at FY-End(\$)(1) Exercisable/Unexercisable</u>
Ralph Bartel	—	—	2,193,349/0	\$211,354,977/\$0

(1) Calculated by (A) determining the difference between (1) the average of the high and low trading prices per share of Travelzoo's common stock on December 31, 2004 and (2) the exercise price of the option and (B) multiplying such difference by the total number of shares under option, net of the aggregate value of all option exercise proceeds.

Stock Option Plan

We do not currently have any stock option plan or other equity based compensation plans in effect.

Report of the Compensation Committee on Executive Compensation

The Compensation Committee consists of two directors, one of whom is an independent director. Ralph Bartel does not participate in the committee's decision as to his specific compensation package. The committee regularly reviews the company's executive compensation policies and practices and establishes the compensation of executive officers.

Compensation Principles

The fundamental objective of Travelzoo's executive compensation program is to attract, retain and motivate key executives to enhance long-term profitability and shareholder value. Travelzoo's executive compensation program meets this objective by:

- providing for a level of compensation that is competitive with other similarly sized publicly traded companies, with particular emphasis on those in the Internet and media industries, and
- linking the compensation of executives to the operating and financial performance of the company by reviewing the salary regularly and making adjustments relative to the company's overall performance.

Salary

Travelzoo targets executives' annual salaries to be competitive with comparable companies in the Internet and media industries with whom the company competes for management. It considers the experience and performance of the individual executive, the compensation of his or her peers in the industry, the responsibilities and change in responsibilities during the past year of the individual executive, the overall performance of the department under the executive's control and the overall performance of the entire company. The committee does not have a formula for its determination and the committee considers all factors in making its decision. Executive salaries are reviewed annually by the committee.

Stock-Based Compensation

Travelzoo did not compensate executives with stock or stock options in 2004.

CEO Compensation

The CEO's compensation is determined in accordance with the executive compensation principles established by the committee. The committee considers overall performance, individual performance, competitive compensation and targeted pay levels when determining Mr. Bartel's compensation. Performance is measured in terms of financial results and overall growth of the Company. His current employment agreement became effective on July 1, 2004, and provides for an annual salary of \$250,000. Mr. Bartel's annual salary was increased to \$250,000 from \$200,000 as of July 1, 2004.

Compensation Committee

Ralph Bartel (*Chairman*)

Suzanna Mak

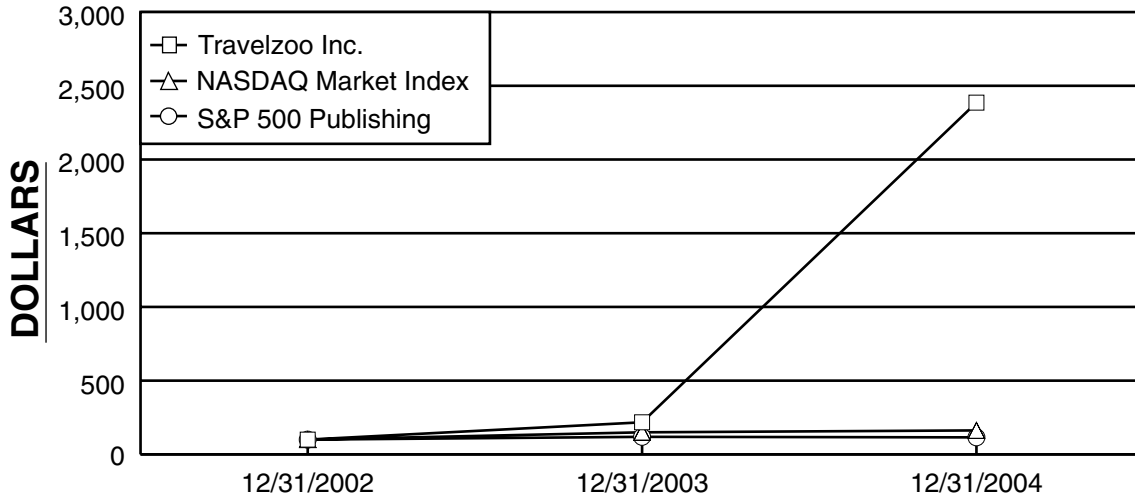
Kelly M. Urso

Compensation Committee Interlocks and Insider Participation

During 2004, Ralph Bartel, the Chief Executive Officer of Travelzoo, was a member of the Compensation Committee. Mr. Bartel did not participate in the determination of his compensation as an employee during 2004.

PERFORMANCE GRAPH

The following graph compares, for the three year period ending December 31, 2004, the cumulative total stockholder return for Travelzoo, the NASDAQ Stock Market (U.S. companies) Index (the “NASDAQ Market Index”), and the Standard & Poor’s 500 Publishing Index (the “S&P 500 Publishing”). Measurement points are the last trading day of each of the Company’s fiscal years ended December 31, 2002, December 31, 2003, and December 31, 2004. The graph assumes that \$100 was invested on December 31, 2002 in the Common Stock of the Company, the NASDAQ Market Index and the S&P 500 Publishing and assumes reinvestment of any dividends. The stock price performance on the following graph is not indicative of future stock price performance. Only three years of cumulative total stockholder return is provided because Travelzoo’s stock wasn’t registered under Section 12 of the Exchange Act prior to that date. Price information is not given for periods prior to 2002 because the shares of the Company were not publicly traded before 2002.



Measurement Point	12/31/2002	12/31/2003	12/31/2004
Travelzoo Inc.	\$100.00	\$217.50	\$2,385.75
NASDAQ Market Index	\$100.00	\$149.51	\$ 162.36
S&P 500 Publishing	\$100.00	\$118.80	\$ 115.28

RATIFICATION OF INDEPENDENT AUDITORS (PROXY ITEM NO. 2)

Our Audit Committee, pursuant to its charter, has approved the appointment of KPMG LLP as Travelzoo’s principal independent auditors to examine the consolidated financial statements of Travelzoo and its subsidiaries for our 2005 fiscal year.

The Audit Committee and our Board of Directors are requesting that the stockholders ratify the appointment of KPMG LLP as Travelzoo’s principal independent auditors. The Audit Committee and the Board of Directors are not required to take any action as a result of the outcome of the vote on this proposal. However, if the stockholders do not ratify the appointment, the Audit Committee may investigate the reasons for stockholder rejection and may consider whether to retain KPMG LLP or to appoint other independent auditors. Furthermore, even if the appointment is ratified, the Audit Committee in its discretion may approve the appointment of different independent auditors at any time during the year if they determine that such a change would be in the best interests of Travelzoo and its stockholders.

KPMG LLP representatives are not expected to be present at the Annual Meeting or to make a formal statement. Consequently, representatives of KPMG LLP will not be available to respond to questions at the meeting.

Principal Accountant Fees and Services

During fiscal year 2004, KPMG charged fees for services rendered to Travelzoo as follows:

<u>Service</u>	<u>2003 Fees</u>	<u>2004 Fees</u>
Audit fees	\$181,950	\$214,170
Audit-related fees	\$ 89,900	\$ 67,309
Tax fees	—	—
All other fees	—	—
Total	<u>\$271,850</u>	<u>\$281,479</u>

YOUR BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS TRAVELZOO’S PRINCIPAL INDEPENDENT AUDITORS FOR THE YEAR 2005.

Voting

Under the Delaware General Corporation Law and our certificate of incorporation and bylaws, the presence, in person or represented by proxy, of the holders of a majority of the outstanding shares of our stock is necessary to constitute a quorum of stockholders to take action at the Annual Meeting. Once a quorum of stockholders is established, the affirmative vote of a plurality of the shares, which are present in person or represented by proxy at the Annual Meeting, is required to elect each director. The affirmative vote of a majority of the shares entitled to vote and present in person or by proxy in favor of any other matter properly brought before the Annual Meeting is required to approve of such action.

Shares represented by proxies which are marked “vote withheld” with respect to the election of any person to serve on the Board of Directors will not be considered in determining whether such a person has received the affirmative vote of a plurality of the shares. Shares represented by proxies that are marked “abstain” with respect to any other proposal will not be considered in determining whether such proposal has received the affirmative vote of a majority of the shares and such proxies will not have the effect of a “no” vote.

Shares represented by proxies which deny the proxy-holder discretionary authority to vote on any other proposal will not be considered in determining whether such proposal has received the affirmative vote of a majority of the shares and such proxies will not have the effect of a “no” vote.

We know of no matters to come before the Annual Meeting except as described in this Proxy Statement. If any other matters properly come before the Annual Meeting, the proxies solicited hereby will be voted on such matters in accordance with the judgment of the persons voting such proxies.

Stockholder Proposals for the 2006 Annual Meeting

Proposals of eligible stockholders intended to be presented at the 2006 Annual Meeting, currently scheduled to be held on June 7, 2006, must be received by us by January 2, 2006 for inclusion in our proxy statement and proxy relating to that meeting. Upon receipt of any such proposal, we will determine whether or not to include such proposal in the proxy statement and proxy in accordance with regulations governing the solicitation of proxies.

If a stockholder wishes to present a proposal at Travelzoo’s Annual Meeting in the year 2006 or to nominate one or more directors and the proposal is not intended to be included in Travelzoo’s proxy statement relating to that meeting, the stockholder must give advance written notice to Travelzoo by March 15, 2006.

These requirements are separate from and in addition to the requirements a stockholder must meet to have a proposal included in our proxy statement.

Any such notice must be given to our Secretary, at 590 Madison Avenue, 21st Floor, New York, New York, 10022. Any stockholder desiring a copy of our bylaws will be forwarded one upon written request.

Householding

As permitted by applicable law, only one copy of this Proxy Statement is being delivered to stockholders residing at the same address, unless such stockholders have notified the Company of their desire to receive multiple copies of the Proxy Statement.

The Company will promptly deliver, upon oral or written request, a separate copy of the Proxy Statement to any stockholder residing at an address to which only one copy was mailed. Requests for additional copies should be directed to Investor Relations, Travelzoo Inc., 590 Madison Avenue, 21st Floor, New York, New York, 10022 or by telephone at (212) 521-4200.

Other

We will bear the cost of solicitation of proxies. Proxies will be solicited by mail and also may be solicited by our executive officers and other employees personally or by telephone, but such persons will not be specifically compensated for such services. It is contemplated that brokerage houses, custodians, nominees and fiduciaries will be requested to forward the soliciting material to the beneficial owners of stock held of record by such persons and we will reimburse them for their reasonable expenses incurred in connection therewith.

Even if you plan to attend the meeting in person, please sign, date and return the enclosed proxy promptly in accordance with the instructions shown on the enclosed proxy. You have the power to revoke your proxy, at any time before it is exercised, by giving written notice of revocation to our Secretary or by duly executing and delivering a proxy bearing a later date, or by attending the Annual Meeting and casting a contrary vote. All shares represented by proxies received in time to be counted at the Annual Meeting will be voted. Your cooperation in giving this your immediate attention will be appreciated.

RALPH BARTEL
*Chairman of the Board, President, Chief Executive
Officer, and Secretary*

590 Madison Avenue, 21st Floor
New York, New York 10022

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-K

**FOR ANNUAL AND TRANSITION REPORTS PURSUANT
TO SECTIONS 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2004

or

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file no.: 000-50171

TRAVELZOO INC.

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

*(State or Other Jurisdiction of
Incorporation or Organization)*

36-4415727

*(I.R.S. Employer
Identification No.)*

**590 Madison Avenue, 21st Floor,
New York, New York**

(Address of Principal Executive Offices)

10022

(Zip Code)

**Registrant's telephone number, including area code:
(212) 521-4200**

**SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:
NONE**

**SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:
Common Stock, \$0.01 Par Value
(Title of Class)**

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes No

As of June 30, 2004, the aggregate market value of voting stock held by non-affiliates of the Registrant, based upon the closing sales price for the Registrant's Common Stock, as reported on the NASDAQ SmallCap Market, was \$57,538,253.

The number of shares outstanding of the Registrant's Common Stock as of March 28, 2005 was 16,250,479.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's Proxy Statement for its 2005 Annual Meeting of Stockholders are incorporated by reference in this Form 10-K in response to Part III, Items 5, 10, 11, 12, 13, and 14.

TRAVELZOO INC.

Table of Contents

	<u>Page</u>
PART I	
Item 1. Business	2
Item 2. Properties	17
Item 3. Legal Proceedings	17
Item 4. Submission of Matters to a Vote of Security Holders	17
PART II	
Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	18
Item 6. Selected Consolidated Financial Data	18
Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations	19
Item 7A. Quantitative and Qualitative Disclosures About Market Risk	28
Item 8. Consolidated Financial Statements	29
Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure	47
Item 9A. Controls and Procedures	47
Item 9B. Other Information	47
PART III	
Item 10. Directors and Executive Officers of the Registrant	47
Item 11. Executive Compensation	48
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	48
Item 13. Certain Relationships and Related Transactions	48
Item 14. Principal Accountant Fees and Services	48
PART IV	
Item 15. Exhibits and Financial Statement Schedules	49
Signatures	50
Certification pursuant to Rule 13a-14(a) and Rule 15d-14(a)	
Certification Pursuant to Section 906	

PART I

The information in this Report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements are based upon current expectations, assumptions, estimates and projections about Travelzoo Inc. and our industry. These forward-looking statements are subject to the many risks and uncertainties that exist in our operations and business environment that may cause actual results, performance or achievements of Travelzoo to be different from those expected or anticipated in the forward-looking statements. Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. For example, words such as “may”, “will”, “should”, “estimates”, “predicts”, “potential”, “continue”, “strategy”, “believes”, “anticipates”, “plans”, “expects”, “intends”, and similar expressions are intended to identify forward-looking statements. Travelzoo’s actual results and the timing of certain events could differ significantly from those anticipated in such forward-looking statements. Factors that might cause or contribute to such a discrepancy include, but are not limited to, those discussed elsewhere in this Report in the section entitled “Risk Factors” and the risks discussed in our other Securities and Exchange Commission (“SEC”) filings. The forward-looking statements included in this report reflect the beliefs of our management on the date of this report. We undertake no obligation to update publicly any forward-looking statements for any reason, even if new information becomes available or other events or circumstances occur in the future.

Item 1. *Business*

Overview

Travelzoo Inc. (the “Company” or “Travelzoo”) is an Internet media company that publishes travel offers from hundreds of travel companies. As the Internet is becoming consumers’ preferred medium to search for travel offers, we provide airlines, hotels, cruise lines, vacation packagers, and other travel companies with a fast, flexible, and cost-effective way to reach millions of users. While our products provide advertising opportunities for travel companies, they also provide Internet users with a free source of information on current sales and specials from hundreds of travel companies.

Our publications include the *Travelzoo* Web site (www.travelzoo.com), the *Travelzoo Top 20* e-mail newsletter, and the *Newsflash* e-mail product. The Company also operates *SuperSearch*, a pay-per-click travel search engine.

More than 300 companies purchase our advertising services, including American Airlines, ATA, Avis Rent-A-Car, British Airways, Carnival Cruise Lines, Liberty Travel, Delta Air Lines, Expedia, Fairmont Hotels & Resorts, JetBlue Airways, Kimpton Hotels, Marriott Hotels, Caesars Entertainment, Spirit Airlines, Starwood Hotels & Resorts Worldwide, Royal Caribbean, United Airlines, US Airways, and Vanguard Rent-A-Car.

Our revenues are generated from advertising sales. Our revenues have grown rapidly since we began operations in 1998, primarily driven by an increasing number of travel companies listing their sales and specials on the *Travelzoo* Web site and in the *Travelzoo Top 20* newsletter. Our revenues increased from approximately \$84,000 for the period from May 21, 1998 (inception) to December 31, 1998, to approximately \$33.7 million for the year ended December 31, 2004.

Our principal business office is located at 590 Madison Avenue, 21st Floor, New York, New York 10022.

Travelzoo is controlled by Ralph Bartel, who holds approximately 78% of the outstanding shares.

The Company was formed as a result of a combination and merger of entities founded by the Company’s majority stockholder, Mr. Ralph Bartel. In 1998, Mr. Bartel founded Travelzoo.com Corporation, a Bahamas corporation, which issued 5,155,874 shares via the Internet to approximately 700,000 stockholders for no cash consideration (“Netsurfer shares”). In 1998, Mr. Bartel also founded Silicon Channels Corporation, a California corporation, to operate the *Travelzoo* Web site. During 2001, Travelzoo Inc. was formed as a subsidiary of Travelzoo.com Corporation, and Mr. Bartel contributed all of the outstanding shares of Silicon

Channels to Travelzoo Inc. in exchange for 8,129,273 shares of Travelzoo Inc. and options to acquire an additional 2,158,349 shares at \$1.00. The merger was accounted for as a combination of entities under common control using “as-if pooling-of-interests” accounting. Under this method of accounting, the assets and liabilities of Silicon Channels Corporation and Travelzoo Inc. were carried forward to the combined company at their historical costs. In addition, all prior period financial statements of Travelzoo Inc. were restated to include the combined results of operations, financial position and cash flows of Silicon Channels Corporation.

During January 2001, the Board of Directors of Travelzoo.com Corporation proposed that Travelzoo.com Corporation be merged with Travelzoo Inc. whereby Travelzoo Inc. would be the surviving entity. On March 15, 2002, the stockholders of Travelzoo.com Corporation approved the merger with Travelzoo Inc. On April 25, 2002, the certificate of merger was filed in Delaware upon which the merger became effective and Travelzoo.com Corporation ceased to exist. Each outstanding share of common stock of Travelzoo.com Corporation was converted into the right to receive one share of common stock of Travelzoo Inc. Under and subject to the terms of the merger agreement, stockholders were allowed a period of two years following the effective date of the merger to receive shares of Travelzoo Inc. The records of Travelzoo.com Corporation showed that, assuming all of the shares applied for by the Netsurfer stockholders were validly issued, there were 11,295,874 shares of Travelzoo.com Corporation outstanding. As of April 25, 2004, two years following the effective date of the merger, 7,180,342 shares of Travelzoo.com Corporation had been exchanged for shares of Travelzoo Inc. Prior to that date, the remaining shares which were available for issuance pursuant to the merger agreement were included in the issued and outstanding common stock of Travelzoo Inc. and included in the calculation of basic and diluted earnings per share. After April 25, 2004, the Company ceased issuing shares to the former stockholders of Travelzoo.com Corporation, and no additional shares are reserved for issuance to any former stockholders, because their right to receive shares has now expired. On April 25, 2004, the number of shares reported as outstanding was reduced from 19,425,147 to 15,309,615 to reflect actual shares issued as of the expiration date. As of December 31, 2004, there were 16,233,204 shares of common stock outstanding, and earnings per share calculations reflect the reduction of the number of shares reported as outstanding during the period.

In October 2004, the Company announced a program under which it will make cash payments to persons who establish that they were stockholders of Travelzoo.com Corporation, and who failed to submit requests for shares in Travelzoo Inc. within the required time period. See Note 2 to the accompanying consolidated financial statements.

The merger of Travelzoo.com Corporation into Travelzoo Inc. was accounted for as a combination of entities under common control using “as-if pooling-of-interests” accounting. Under this method of accounting, the assets and liabilities of Travelzoo.com Corporation and Travelzoo Inc. were carried forward at their historical costs. In addition, all prior period financial statements of Travelzoo Inc. were restated to include the combined results of operations, financial position and cash flows of Travelzoo.com Corporation. The restated results of operations and cash flows of Travelzoo Inc. are identical to the combined results of Travelzoo.com Corporation and Travelzoo Inc.

On August 18, 2004, Travelzoo became listed on the NASDAQ National Market under the symbol “TZOO.”

In October 2004, the Company completed a private placement offering of 750,000 newly-issued shares of common stock for gross proceeds of \$30.0 million to a group of investors. The proceeds from the offering are intended to be used for general corporate purposes, including new product development and marketing expenditures, and potential acquisitions or strategic investments.

Our Industry

According to the Newspaper Association of America, travel companies spent \$1.3 billion in 2004 on national advertising in newspapers (source: Business Analysis and Research, NAA, 2005). We believe that newspapers are currently the main medium for travel companies to advertise their offers.

We believe that several factors are causing and will continue to cause travel companies to increase their spending on Internet advertising of offers:

The Internet Is Consumers' Preferred Information Source. Market research shows that the Internet has become consumers' preferred information source for travel (source: Forrester Research, 2002).

Benefits of Internet Advertising vs. Print Advertising. Internet advertising provides travel companies advantages compared to print advertising. These advantages include real-time listings, real-time updates, and performance tracking. See “— Benefits to Travel Companies.”

New Advertising Opportunities. The Internet allows travel companies to advertise their sales and specials in a fast, flexible, and cost-effective manner that has not been possible before.

Suppliers Selling Directly. We believe that many travel suppliers prefer to sell directly to consumers through suppliers' Web sites versus selling through travel agents. Internet advertising attracts consumers to suppliers' Web sites.

Problems Travel Companies Face and Limitations of Newspaper Advertising

We believe that travel companies often face the challenge of being able to effectively and quickly market and sell excess inventory (i.e. airline seats, hotel rooms, or cruise cabins that are likely to be unfilled). The success of marketing excess inventory can have a substantial impact on a travel company's net income. Almost all costs of travel services are fixed. That is, the costs do not vary with sales. A relatively small amount of unsold inventory can have a significant impact on the profitability of a travel company.

Our management believes that travel companies need a fast, flexible, and cost-effective solution for marketing excess inventory. The solution must be fast, because travel services are a quickly expiring commodity. The period between the time when a company realizes that there is excess inventory and the time when the value of the travel service has become worthless is very short. The solution must be flexible, because the travel industry is dynamic and the demand for excess inventory is difficult to forecast. It is difficult for travel companies to price excess inventory and to forecast the marketing effort needed to sell excess inventory. The marketing must be cost-effective because excess inventory is often sold at highly discounted prices, which lowers margins.

Our management believes that newspaper advertising, with respect to advertising excess inventory, suffers from a number of limitations which do not apply to the Internet:

- typically, ads must be submitted 2 to 5 days prior to the publication date, which makes it difficult to advertise last-minute inventory;
- once an ad is published, it cannot be updated or deleted when an offer is sold out;
- once an ad is published, the travel company cannot change a price;
- in many markets, the small number of newspapers and other print media reduces competition, resulting in high rates for newspaper advertising; and
- newspaper advertising does not allow for detailed performance tracking.

Our Products and Services

We provide airlines, hotels, cruise lines, vacation packagers, and other travel suppliers with a fast, flexible, and cost-effective way to advertise their sales and specials to millions of users. Our publications include the *Travelzoo* Web site, the *Travelzoo Top 20* e-mail newsletter, and the *Newsflash* e-mail alert service. The Company also operates *SuperSearch*, a pay-per-click travel search engine. While our products provide advertising opportunities for travel companies, they also provide Internet users with a free source of information on current sales and specials from hundreds of travel companies.

As travel companies increasingly utilize the Internet to promote their offers, we believe that our products will enable them to take advantage of the lower cost and real-time communication enabled by the Internet.

Our listing management software allows travel companies to add, update, and delete special offer listings on a real-time basis. Our software also provides travel companies with real-time performance tracking, enabling them to optimize their marketing campaigns.

The following table presents an overview of our products:

Publication	Content	Publication Schedule	Reach/Usage*	Advertiser Benefits	Consumer Benefits
<i>Travelzoo</i> Web site	Web site listing thousands of outstanding sales and specials from approximately 340 travel companies	24/7	3.0 million unique visitors per month	Broad reach, sustained exposure, targeted placements by destination and travel segment	24/7 access to deals, ability to search and browse by destination or keyword
<i>Travelzoo Top 20</i>	Popular e-mail newsletter listing 20 of the week's most outstanding deals from selected travel companies	Weekly	8.0 million subscribers	Mass "push" advertising vehicle to quickly stimulate incremental travel	Weekly access to 20 outstanding, handpicked deals chosen from among thousands
<i>Newsflash</i>	Regionally-targeted e-mail alert service with a single time-sensitive and newsworthy travel offer	Within 2 hours of an offer being identified	4.7 million subscribers	Regional targeting, 100% share of voice for advertiser, flexible publication schedule	Breaking news offers delivered just-in-time
<i>SuperSearch</i>	Travel search engine using a proprietary algorithm to recommend sites and enable one-click searching	On-demand	3.0 million monthly searches	Drives qualified traffic directly to advertiser site on a pay-per-click basis	Saves time and money by identifying the sites most likely to have great rates for a specific itinerary

* For *Travelzoo* Web site, reach information is based on comScore Media Metrix, 3/2004. For *Top 20*, *Newsflash*, and *SuperSearch*, reach/usage information is based on internal Travelzoo statistics as of December 31, 2004.

In 2004, the *Travelzoo* Web site and the *Travelzoo Top 20* e-mail newsletter accounted for approximately 80% of our total revenues.

In July 2004, we discontinued our *Weekend.com* e-mail newsletter.

Although we analyze the reach of each of our products with the goal of improving the quality for both Internet users and advertisers, we do not account for the cost of each product or the profitability of each product separately. We do not allocate resources based on the performance of each product. Our Chief Executive Officer, who is our chief operating decision maker, reviews the financial information and operating results prepared on a company-wide basis.

Benefits to Travel Companies

Key features of our solution for travel companies include:

- *Real-Time Listings of Special Offers.* Our technology allows travel companies to advertise new special offers on a real-time basis.
- *Real-Time Updates.* Our technology allows travel companies to update their listings on a real-time basis.
- *Real-Time Performance Reports.* We provide travel companies with real-time tracking of the performance of their advertising campaigns. Our solution enables travel companies to optimize their campaigns by removing or updating unsuccessful listings and further promote successful listings.

- *Access to Millions of Consumers.* We provide travel companies fast access to millions of travel shoppers.
- *National Reach.* We offer travel companies access to Internet users across the U.S.

Benefits to Consumers

Our *Travelzoo* Web site, our *Travelzoo Top 20* newsletter, *Newsflash*, and our *SuperSearch* search engine provide consumers information on current special offers at no cost to the consumer. Key features of our products include:

- *Aggregation of Offers From Many Companies.* Our *Travelzoo* Web site and our *Travelzoo Top 20* e-mail newsletter aggregate information on current special offers from approximately 340 travel companies. This saves the consumer time when searching for travel sales and specials.
- *Current Information.* Compared to newspaper ads, we provide consumers more current information, since our technology enables travel companies to update their listings on a real-time basis.
- *Search tools.* We provide consumers with the ability to search for specific special offers.

Growth Strategy

Key elements of our strategy include:

- *Build Strong Brand Awareness.* We believe that it is essential to establish a strong brand with Internet users and within the travel industry. We currently utilize an online marketing program to promote our brand to Internet users. In addition, we believe that we build brand awareness by product excellence that is promoted by word-of-mouth. We utilize sponsorships at industry conferences and public relations to promote our brand within the travel industry.
- *Increase Reach.* In order to attract more users to our products, we intend to expand our advertising campaigns as our business grows. We believe that we also can attract more users by product excellence that is promoted by word-of-mouth.
- *Quality User Base.* We believe that, in addition to increasing our reach, we need to maintain the quality of our user base. We believe that high quality content attracts a quality user base.
- *Increase Number of Advertising Clients.* We intend to continue to grow our advertising client base by expanding the size of our sales force. See “ — Sales and Marketing.”
- *Excellent Service.* We believe that it is important to provide our advertising clients with excellent service.
- *Replicate Business Model in Foreign Markets.* We believe that there is an opportunity to replicate our business model in selected foreign markets. We believe that there will be an additional market opportunity for us. In addition, we believe that we would strengthen our strategic position if we offered global advertising solutions to existing and new clients.

Clients

As of December 31, 2004, our client base included approximately 340 travel companies, including airlines, hotels, cruise lines, vacations packagers, tour operators, car rental companies, and travel agents. Some of our clients are:

American Airlines	JetBlue Airways
Apple Vacations	Kimpton Hotels
ATA	Liberty Travel
Avis Rent A Car	Lufthansa
British Airways	Marriott Hotels
Budget Rent A Car	Pleasant Holidays
Caesars Entertainment	Royal Caribbean
Dollar Rent A Car	Spirit Airlines
Expedia	Starwood Hotels & Resorts Worldwide
Fairmont Hotels and Resorts	Travelocity.com
Funjet Vacations	United Airlines
Hawaiian Airlines	US Airways
Hilton Hotels	Virgin Atlantic

For the year ended December 31, 2004, our largest client, Click Here, Inc., an advertising agency representing Travelocity.com, accounted for 12% of our revenues. For the year ended December 31, 2003, our two largest clients accounted for 11% and 10% of our revenues, respectively. For the year ended December 31, 2002, our two largest clients accounted for 15% and 14% of our revenues, respectively. No other clients accounted for 10% or more of revenues in 2004, 2003, or 2002.

We have written agreements with Click Here, Inc. Copies of the agreements are filed as exhibits to this Report. The agreements provide that Travelzoo will be paid for the publication of ads on a cost-per-click basis. The agreements for 2004 were not cancelable by Click Here, Inc. The agreements for 2005 are cancelable by Click Here, Inc. upon 90 days' written notice. The payment terms are net 60 days with no discount for early payment.

Sales and Marketing

As of December 31, 2004, our direct sales force consisted of a Senior Vice President of Sales, a Vice President of Business Development, four advertising sales directors, and four advertising sales managers.

We currently utilize an online marketing program to promote our brands to Internet users and acquire new subscribers for our e-mail products. In addition, we believe that we build brand awareness by product excellence that is promoted by word-of-mouth. We utilize sponsorships at industry conferences and public relations to promote our brands within the travel industry.

Technology

We have designed our technology to serve a large volume of Web traffic and send a large volume of e-mails in an efficient and scaleable manner.

We co-locate our production servers with SAVVIS, a global provider of hosting, network, and application services. SAVVIS's facility includes features such as power redundancy, multiple egress and peering to other ISPs, fire suppression and access to our own separate physical space. We believe our arrangements with SAVVIS will allow us to grow without being limited by our own physical and technological capacity, and will also provide us with sufficient bandwidth for our anticipated needs. Because of the design of our Web site, our users are not required to download or upload large files from or to our Web site, which allows us to continue increasing the number of our visitors and page views without adversely affecting our performance or requiring us to make significant additional capital expenditures.

Our software is written using open standards, such as Visual Basic Script, and HTML, and interfaces with products from Microsoft. We have standardized our hardware platform on HP servers and Cisco switches.

Competition

We compete with large Internet portal sites, such as About.com, America Online, Lycos, MSN and Yahoo!, that offer listings or other advertising opportunities for travel companies. We also compete with search engines like Google or Overture that offer pay-per-click listings. In addition, we compete with newspapers, magazines and other traditional media companies that operate Web sites which provide advertising opportunities. We expect to face additional competition as other established and emerging companies, including print media companies, enter our market. We believe that the primary competitive factors are price and performance.

Many of our current and potential competitors have longer operating histories, significantly greater financial, technical, marketing and other resources and larger client bases than we do. In addition, current and potential competitors may make strategic acquisitions or establish cooperative relationships to expand their businesses or to offer more comprehensive solutions.

New technologies could increase the competitive pressures that we face. The development of competing technologies by market participants or the emergence of new industry standards may adversely affect our competitive position. Competition could result in reduced margins on our services, loss of market share or less use of our products by travel companies and consumers. If we are not able to compete effectively with current or future competitors as a result of these and other factors, our business could be materially adversely affected.

Government Regulation and Legal Uncertainties

There are increasing numbers of laws and regulations pertaining to the Internet, including laws and regulations relating to user privacy, liability for information retrieved from or transmitted over the Internet, online content regulation, user privacy and domain name registration. Moreover, the applicability to the Internet of existing laws governing issues such as intellectual property ownership and infringement, copyright, patent, trademark, trade secret, obscenity, libel and personal privacy is uncertain and developing.

Privacy Concerns. Government agencies are considering adopting regulations regarding the collection and use of personal identifying information obtained from individuals when using Internet sites or e-mail services. While we have implemented and intend to implement additional programs designed to enhance the protection of the privacy of our users, these programs may not conform to any regulations which may be adopted by these agencies. In addition, these regulatory and enforcement efforts may adversely affect our ability to collect demographic and personal information from users, which could have an adverse effect on our ability to provide advertisers with demographic information. The European Union (the "EU") has adopted a directive that imposes restrictions on the collection and use of personal data. The directive could impose restrictions that are more stringent than current Internet privacy standards in the United States. The directive may adversely affect our activities to the extent that we may seek to collect data from users in EU member countries.

Anti-Spam Legislation. In December 2003, the CAN-SPAM Act of 2003, a new federal anti-spam law, was enacted. This new law pre-empts various state anti-spam laws and establishes a single standard for e-mail marketing and customer communications. We believe that this new law will overall benefit our business as we do not use spam techniques or practices and will benefit now that others are prohibited from doing so.

Domain Names. Domain names are the user's Internet "addresses." The current system for registering, allocating and managing domain names has been the subject of litigation and of proposed regulatory reform. We own the domain names for travelzoo.com, travelzoo.net, travelzoo.org, travelzoo.ca, travelzoo.co.uk, weekend.com, and weekends.com, and have registered "Travelzoo" and "Weekend.com" as trademarks in the United States. Because of these protections, it is unlikely, yet possible, that third parties may bring claims for infringement against us for the use of our domain name and trademark. In the event such claims are

successful, we could lose the ability to use our domain names. There can be no assurance that our domain name will not lose its value, or that we will not have to obtain entirely new domain names in addition to or in lieu of our current domain name if changes in overall Internet domain name rules result in a restructuring in the current system of using domain names which include “.com,” “.net,” “.gov,” “.edu” and other extensions.

Jurisdictions. Due to the global nature of the Internet, it is possible that, although our transmissions over the Internet originate primarily in California, the governments of other states and foreign countries might attempt to regulate our business activities. In addition, because our service is available over the Internet in multiple states and foreign countries, these jurisdictions may require us to qualify to do business as a foreign corporation in each of these states or foreign countries, which could subject us to taxes and other regulations.

Intellectual Property

Our success depends to a significant degree upon the protection of our brand names, including *Travelzoo* and *Travelzoo Top 20*. If we were unable to protect the *Travelzoo* and *Travelzoo Top 20* brand names, our business could be materially adversely affected. We rely upon a combination of copyright, trade secret and trademark laws to protect our intellectual property rights. The steps we have taken to protect our proprietary rights, however, may not be adequate to deter misappropriation of proprietary information.

We may not be able to detect unauthorized use of our proprietary information or take appropriate steps to enforce our intellectual property rights. In addition, the validity, enforceability and scope of protection of intellectual property in Internet-related industries is uncertain and still evolving. The laws of other countries in which we may market our services in the future are uncertain and may afford little or no effective protection of our intellectual property.

On June 21, 1999, Mr. Bartel, our founder, filed with the United States Patent and Trademark Office (“PTO”) to register the trademark “Travelzoo” for “providing information and news in the field of travel via an on-line global communications network and travel agency services, namely making reservations and booking for transportation,” “providing information and news in the field of travel via an on-line global communications network and travel agency services, namely making reservations and booking for temporary lodging,” and “promoting the goods and services of others through the offer of travel goods and services and shopping club services, namely providing information on travel goods and services to members.” The PTO published that mark for opposition on October 31, 2000. On January 22, 2001, Mr. Bartel, who filed the trademark application as an individual, transferred the ownership of the pending trademark “Travelzoo” to Travelzoo Inc. The mark was registered by the PTO on January 23, 2001.

On November 2, 2000, we filed with the United States Patent and Trademark Office to register the trademark “Weekend.com” for “providing information via websites on global computer networks in the field travel,” “providing information via websites on global computer networks in the fields of entertainment, recreation, and sports,” and “providing information via websites on global computer networks in the fields of fashion, fitness, health and exercise.” The mark was registered by the PTO on November 5, 2002.

On March 18, 2002, we filed with the United States Patent and Trademark Office to register the trademark “Top 20” for “promoting the goods and services of others through the offer of travel goods and services and shopping club services, namely providing information on travel goods and services to members,” “providing information and news in the field of travel via an on-line global communications network and travel agency services namely making reservations and booking for transportation,” and “providing information and news in the field of travel via an on-line global communications network and travel agency services, namely, making reservations and booking for temporary travel lodging.” The mark was registered by the PTO on May 13, 2003.

Employees

As of December 31, 2004, we had 49 employees, of whom 14 worked in sales, business development, and marketing, 23 in production, 3 in network operations and 9 were involved in finance, administration, and corporate operations. None of our employees is represented under collective bargaining agreements. We

consider our relations with our employees to be good. Because of our anticipated further growth, we expect that the number of our employees will continue to increase for the foreseeable future.

RISK FACTORS

Investing in our common stock involves a high degree of risk. Any or all of the risks listed below as well as other variables affecting our operating results could have a material adverse effect on our business, our quarterly and annual operating results or financial condition, which could cause the market price of our stock to decline or cause substantial volatility in our stock price, in which event the value of your common stock could decline. You should also keep these risk factors in mind when you read forward-looking statements.

Risks Related to Our Financial Condition and Business Model

Our limited operating history makes our business difficult to evaluate.

We have only a limited operating history for you to consider in evaluating our business. As a young company, we face risks and uncertainties relating to our ability to successfully implement our business plan. You must consider the risks, expenses and uncertainties which can materially affect the business of a young company like ours. These risks include uncertainty whether we will be able to:

- increase awareness of the *Travelzoo* brand;
- attract and retain additional travel companies to list their special offers with us;
- attract additional Internet users to the *Travelzoo* Web site;
- increase the functionality of our products and services;
- maintain our current, and develop new, business relationships;
- respond effectively to competitive pressures; and
- continue to develop and upgrade our technology.

We cannot assure you that we will sustain profitability.

Although we have been profitable in the past, there is no assurance that we will continue to be profitable. We forecast our future expense levels based on our operating plans and our estimates of future revenues. We may find it necessary to accelerate expenditures relating to our sales and marketing efforts or otherwise increase our financial commitment to creating and maintaining brand awareness among travel companies and Internet users. If our revenues grow at a slower rate than we anticipate, or if our spending levels exceed our expectations or cannot be adjusted to reflect slower revenue growth, we may not generate sufficient revenues to sustain profitability. In this case, the value of the shares of *Travelzoo* could be reduced.

Fluctuations in our operating results may negatively impact our stock price.

Our quarterly operating results may fluctuate significantly in the future due to a variety of factors that could affect our revenues or our expenses in any particular quarter. You should not rely on quarter-to-quarter comparisons of our results of operations as an indication of future performance. Factors that may affect our quarterly results include:

- mismatches between resource allocation and client demand due to difficulties in predicting client demand in a new market;
- changes in general economic conditions that could affect marketing efforts generally and online marketing efforts in particular;
- the magnitude and timing of marketing initiatives;
- the maintenance and development of our strategic relationships;

- the introduction, development, timing, competitive pricing and market acceptance of our products and services and those of our competitors;
- our ability to attract and retain key personnel;
- our ability to manage our anticipated growth and expansion;
- our ability to attract traffic to our Web site;
- technical difficulties or system downtime affecting the Internet generally or the operation of our products and services specifically; and
- payments which we make to previous stockholders of Travelzoo.com Corporation who failed to submit requests for shares in Travelzoo Inc. within the required time period.

In addition, we plan to significantly increase our operating expenses related to advertising campaigns for *Travelzoo* and the expansion of our sales and production departments. If revenues fall below our expectations in any quarter and we are unable to quickly reduce our spending in response, our operating results would be lower than expected and our stock price may fall.

In addition, we are required under U.S. Generally Accepted Accounting Principles to review our intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. We may be required to record a significant expense or charge to earnings in our financial statements in the period any impairment of intangible assets is determined.

We depend on one client for a substantial part of our revenues.

In the fiscal year ended December 31, 2004, one client, Click Here, Inc., an advertising agency representing Travelocity.com, accounted for 12% of our revenues. The loss of this client may result in a significant decrease in our revenues and results of operations, which could have a material adverse effect on our business. We have written agreements with Click Here, Inc. Copies of the agreements are filed as exhibits to this Report. The agreements provide that Travelzoo will be paid for the publication of ads on a cost-per-click basis. The agreements for 2004 were not cancelable by Click Here, Inc. The agreements for 2005 are cancelable by Click Here, Inc. upon 90 days' written notice. The payment terms are net 60 days with no discount for early payment.

Our business model is unproven and may not be adaptable to a changing market.

Our current revenue model depends on advertising fees paid by travel companies. If current clients decide not to continue advertising their offers with us and we are unable to replace them with new clients, our business may be adversely affected. To be successful, we must provide online marketing solutions that achieve broad market acceptance by travel companies. In addition, we must attract sufficient Internet users with attractive demographic characteristics to our products. It is possible that we will be required to further adapt our business model in response to changes in the online advertising market or if our current business model is not successful. If we are not able to anticipate changes in the online advertising market or if our business model is not successful, our business could be materially adversely affected.

We may not be able to obtain sufficient funds to grow our business and any additional financing may be on terms adverse to your interests.

We intend to continue to grow our business, and intend to fund our current operations and anticipated growth from the cash flow generated from our operations and our retained earnings. However, these sources may not be sufficient to meet our needs. We may not be able to obtain additional financing on commercially reasonable terms, or at all.

If additional financing is not available when required or is not available on acceptable terms, we may be unable to fund our expansion, successfully promote our brand name, develop or enhance our products and

services, take advantage of business opportunities, or respond to competitive pressures, any of which could have a material adverse effect on our business.

If we choose to raise additional funds through the issuance of equity securities, you may experience significant dilution of your ownership interest, and holders of the additional equity securities may have rights senior to those of the holders of our common stock. If we obtain additional financing by issuing debt securities, the terms of these securities could restrict or prevent us from paying dividends and could limit our flexibility in making business decisions.

Our business may be sensitive to recessions.

The demand for online advertising may be linked to the level of economic activity and employment in the U.S. and abroad. Specifically, our business is dependent on the demand for online advertising from travel companies. The last recession decreased consumer travel and caused travel companies to reduce or postpone their marketing spending generally, and their online marketing spending in particular. If the current economic recovery does not continue, our business and financial condition could be materially adversely affected.

Our operations could be significantly hindered by the occurrence of a natural disaster or other catastrophic event.

Our operations are susceptible to outages due to fire, floods, power loss, telecommunications failures, break-ins and similar events. In addition, a significant portion of our network infrastructure is located in Northern California, an area susceptible to earthquakes. We do not have multiple site capacity in the event of any such occurrence. Outages could cause significant interruptions of our service. In addition, despite our implementation of network security measures, our servers are vulnerable to computer viruses, physical and electronic break-ins, and similar disruptions from unauthorized tampering with our computer systems. We do not carry business interruption insurance to compensate us for losses that may occur as a result of any of these events.

Technological or other assaults on our service could harm our business.

We are vulnerable to coordinated attempts to overload our systems with data, resulting in denial or reduction of service to some or all of our users for a period of time. We have experienced denial of service attacks in the past, and may experience such attempts in the future. We do not carry business interruption insurance to compensate us for losses that may occur as a result of any of these events. Any such event could reduce our revenue and harm our operating results and financial condition.

Risks Related to Our Markets and Strategy

We may not be able to develop awareness of our brand name.

We believe that continuing to build awareness of the *Travelzoo* brand name is critical to achieving widespread acceptance of our business. Brand recognition is a key differentiating factor among providers of online advertising opportunities, and we believe it could become more important as competition in our industry increases. In order to maintain and build brand awareness, we must succeed in our marketing efforts. If we fail to successfully promote and maintain our brand, incur significant expenses in promoting our brand and fail to generate a corresponding increase in revenue as a result of our branding efforts, or encounter legal obstacles which prevent our continued use of our brand name, our business could be materially adversely affected.

Our business may be sensitive to events affecting the travel industry in general.

Events like the war with Iraq or the terrorist attacks on the United States in 2001 have a negative impact on the travel industry. We are not in a position to evaluate the net effect of these circumstances on our business. In the longer term, our business might be negatively affected by financial pressures on the travel industry. However, our business may also benefit if travel companies increase their efforts to promote special

offers or other marketing programs. If the events result in a long-term negative impact on the travel industry, such impact could have a material adverse effect on our business.

We will not be able to attract travel companies or Internet users if we do not continually enhance and develop the content and features of our products and services.

To remain competitive, we must continually improve the responsiveness, functionality and features of our products and services. We may not succeed in developing features, functions, products or services that travel companies and Internet users find attractive. This could reduce the number of travel companies and Internet users using our products and materially adversely affect our business.

We may lose business if we fail to keep pace with rapidly changing technologies and clients needs.

Our success is dependent on our ability to develop new and enhanced software, services and related products to meet rapidly evolving technological requirements for online advertising. Our current technology may not meet the future technical requirements of travel companies. Trends that could have a critical impact on our success include:

- rapidly changing technology in online advertising;
- evolving industry standards, including both formal and *de facto* standards relating to online advertising;
- developments and changes relating to the Internet;
- competing products and services that offer increased functionality; and
- changes in travel company and Internet user requirements.

If we are unable to timely and successfully develop and introduce new products and enhancements to existing products in response to our industry's changing technological requirements, our business could be materially adversely affected.

Our business and growth will suffer if we are unable to hire and retain highly skilled personnel.

Our future success depends on our ability to attract, train, motivate and retain highly skilled employees. We may be unable to retain our skilled employees, or attract, assimilate and retain other highly skilled employees in the future. We have from time to time in the past experienced, and we expect to continue to experience in the future, difficulty in hiring and retaining highly skilled employees with appropriate qualifications. If we are unable to hire and retain skilled personnel, our growth may be restricted, which could adversely affect our future success.

We may not be able to effectively manage our expanding operations.

We have recently experienced a period of rapid growth. In order to execute our business plan, we must continue to grow significantly. As of December 31, 2004, we had 49 employees. We expect that the number of our employees will continue to increase for the foreseeable future. This growth has placed, and our anticipated future growth will continue to place, a significant strain on our management, systems and resources. We expect that we will need to continue to improve our financial and managerial controls and reporting systems and procedures. We will also need to continue to expand and maintain close coordination among our sales, production, marketing, IT, and finance departments. We may not succeed in these efforts. Our inability to expand our operations in an efficient manner could cause our expenses to grow disproportionately to revenues, our revenues to decline or grow more slowly than expected and otherwise have a material adverse effect on our business.

Intense competition may adversely affect our ability to achieve or maintain market share and operate profitably.

We compete with large Internet portal sites, such as About.com, America Online, Lycos, MSN and Yahoo!, that offer listings or other advertising opportunities for travel companies. These companies have significantly greater financial, technical, marketing and other resources and larger client bases. We also compete with search engines like Google and Overture that offer pay-per-click listings. In addition, we compete with newspapers, magazines and other traditional media companies that provide online advertising opportunities. We expect to face additional competition as other established and emerging companies, including print media companies, enter the online advertising market. Competition could result in reduced margins on our services, loss of market share or less use of *Travelzoo* by travel companies and consumers. If we are not able to compete effectively with current or future competitors as a result of these and other factors, our business could be materially adversely affected.

Loss of any of our key management personnel could negatively impact our business.

Our future success depends to a significant extent on the continued service and coordination of our management team, particularly Ralph Bartel, our Chairman, President, Chief Executive Officer, Chief Financial Officer and Secretary. The loss or departure of any of our officers or key employees could materially adversely affect our ability to implement our business plan. We do not maintain key person life insurance for any member of our management team. In addition, we expect new members to join our management team in the future. These individuals will not previously have worked together and will be required to become integrated into our management team. If our key management personnel are not able to work together effectively or successfully, our business could be materially adversely affected.

We may not be able to access third party technology upon which we depend.

We use technology and software products from third parties including Microsoft. Technology from our current or other vendors may not continue to be available to us on commercially reasonable terms, or at all. Our business will suffer if we are unable to access this technology, to gain access to additional products or to integrate new technology with our existing systems. This could cause delays in our development and introduction of new services and related products or enhancements of existing products until equivalent or replacement technology can be accessed, if available, or developed internally, if feasible. If we experience these delays, our business could be materially adversely affected.

Risks Related to the Market for our Shares

Our stock price has been volatile historically and may continue to be volatile.

The trading price of our common stock has been and may continue to be subject to wide fluctuations. During the first eight months of 2004, the sale prices of our common stock on the NASDAQ SmallCap Market ranged from \$7.10 to \$34.98 per share. Since our inclusion on the NASDAQ National Market on August 18, 2004, the sale prices of our common stock on the NASDAQ National Market ranged from \$30.06 to \$110.62. Our stock price may fluctuate in response to a number of events and factors, such as quarterly variations in operating results; announcements of technological innovations or new products by us or our competitors; changes in financial estimates and recommendations by securities analysts; the operating and stock price performance of other companies that investors may deem comparable to us; and news reports relating to trends in our markets or general economic conditions.

In addition, the stock market in general, and the market prices for Internet-related companies in particular, have experienced volatility that often has been unrelated to the operating performance of such companies. These broad market and industry fluctuations may adversely affect the price of our stock, regardless of our operating performance.

We are controlled by a principal stockholder.

Ralph Bartel, who founded Travelzoo and who is our Chairman of the Board, President, Chief Executive Officer, Chief Financial Officer and Secretary, is our largest stockholder, holding approximately 78% of our outstanding shares with options to increase his percentage ownership to 81% on a fully-diluted basis. Through his share ownership, he is in a position to control Travelzoo and to elect our entire board of directors.

Risks Related to Legal Uncertainty

We may become subject to burdensome government regulations and legal uncertainties affecting the Internet which could adversely affect our business.

To date, governmental regulations have not materially restricted use of the Internet in our markets. However, the legal and regulatory environment that pertains to the Internet is uncertain and may change. Uncertainty and new regulations could increase our costs of doing business, prevent us from delivering our products and services over the Internet or slow the growth of the Internet. In addition to new laws and regulations being adopted, existing laws may be applied to the Internet. New and existing laws may cover issues which include:

- user privacy;
- anti-spam legislation;
- consumer protection;
- copyright, trademark and patent infringement;
- pricing controls;
- characteristics and quality of products and services;
- sales and other taxes; and
- other claims based on the nature and content of Internet materials.

We may be liable as a result of information retrieved from or transmitted over the Internet.

We may be sued for defamation, negligence, copyright or trademark infringement or other legal claims relating to information that is published or made available in our products. These types of claims have been brought, sometimes successfully, against online services in the past. The fact that we distribute information via e-mail may subject us to potential risks, such as liabilities or claims resulting from unsolicited e-mail or spamming, lost or misdirected messages, security breaches, illegal or fraudulent use of e-mail or interruptions or delays in e-mail service. In addition, we could incur significant costs in investigating and defending such claims, even if we ultimately are not liable. If any of these events occur, our business could be materially adversely affected.

Claims may be asserted against us relating to shares not issued in our recent merger.

The merger of Travelzoo.com Corporation into the Company became effective on April 25, 2002. Stockholders of Travelzoo.com Corporation were allowed a period of two years following the effective date to receive our shares. After April 25, 2004, two years following the effective date, we ceased issuing shares to the former stockholders of Travelzoo.com Corporation. Many of the "Netsurfer stockholders," who had applied to receive shares of Travelzoo.com Corporation in 1998 for no cash consideration, did not elect to receive their shares which were issuable in the merger prior to the end of the two-year period. A total of 4,115,532 of our shares which had been reserved for issuance in the merger were not claimed.

It is possible that claims may be asserted against us in the future by former stockholders of Travelzoo.com Corporation seeking to receive our shares, whether based on a claim that the two-year deadline for exchanging their shares was unenforceable or otherwise. In addition, one or more jurisdictions, including the Bahamas or the State of Delaware, may assert rights to unclaimed shares under escheat statutes. If such

escheat claims are asserted, we intend to challenge the applicability of escheat rights, among other reasons, in that the identity, residency and eligibility of the holders in question cannot be determined. There were certain conditions applicable to the issuance of shares to the Netsurfer stockholders, including requirements that (i) they be at least 18 years of age, (ii) they be residents of the U.S. or Canada and (iii) they not apply for shares more than once. The Netsurfer stockholders were required to confirm their compliance with these conditions, and were advised that failure to comply could result in cancellation of their shares in Travelzoo.com Corporation. Travelzoo.com Corporation was not able to verify that the applicants met the requirements referred to above at the time of their applications for issuance of shares. If claims are asserted by persons claiming to be former stockholders of Travelzoo.com Corporation, we intend to assert that their rights to receive their shares expired two years following the effective date of the merger, as provided in the merger agreement. We also expect to take the position, if escheat or similar claims are asserted in respect of the unissued shares in the future, that we are not required to issue such shares. Further, even if it were established that unissued shares were subject to escheat claims, we would assert that the claimant must establish that the original Netsurfer stockholders complied with the conditions to issuance of their shares. We are not able to predict the outcome of any future claims which might be asserted relating to the unissued shares. If such claims were asserted, and were fully successful, that could result in us being required to issue up to an additional 4,115,532 shares of common stock for no additional payment, which would result in substantial dilution of the ownership interests of the other stockholders, and in the our earnings per share, which could adversely affect the market price of the common stock.

On October 15, 2004, we announced a program under which we will make cash payments to persons who establish that they were former stockholders of Travelzoo.com Corporation, and who failed to submit requests for our shares within the required time period. The accompanying consolidated financial statements include a charge in general and administrative expenses of \$1.2 million for these cash payments for the year ended December 31, 2004 of which \$525,000 remains as a liability as of December 31, 2004. The liability is based on the number of actual requests received from former stockholders through December 31, 2004. The total cost of this program is not reliably estimable because it is based on the ultimate number of valid requests received and future levels of our common stock price. Our common stock price affects the liability because the amount of cash payments under the program is based in part on the recent level of the stock price at the date valid requests are received. We do not know how many of the requests for shares originally received by Travelzoo.com Corporation in 1998 were valid, but we believe that only a portion of such requests were valid. As noted above, in order to receive payment under the program, a person is required to establish that such person validly held shares in Travelzoo.com Corporation. Assuming 100% of the requests from 1998 were valid, former stockholders of Travelzoo.com Corporation holding approximately 4,103,000 shares had not submitted claims under the program as of December 31, 2004.

Our internal controls over financial reporting may not be effective, and our independent auditors may not be able to certify as to their effectiveness, which could have a significant and adverse effect on our business.

We are evaluating our internal controls over financial reporting in order to allow management to report on, and our independent auditors to attest to, our internal controls over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act of 2002 and the rules and regulations of the SEC, which we collectively refer to as Section 404. We are currently performing the system and process evaluation and testing required in an effort to comply with the management assessment and auditor certification requirements of Section 404, which will initially apply to us as of December 31, 2005. In the course of our ongoing Section 404 evaluation, we have identified areas of internal controls that may need improvement and have instituted remediation efforts where necessary. Currently, none of our identified areas that need improvement have been categorized as material weaknesses or significant deficiencies. However, we are in the evaluation process, and we may identify conditions that may result in significant deficiencies or material weaknesses in the future.

We may be unable to protect our registered trademark or other proprietary intellectual property rights.

Our success depends to a significant degree upon the protection of the *Travelzoo* brand name. We rely upon a combination of copyright, trade secret and trademark laws and non-disclosure and other contractual arrangements to protect our intellectual property rights. The steps we have taken to protect our proprietary rights, however, may not be adequate to deter misappropriation of proprietary information.

The U.S. Patent and Trademark Office registered the trademark for “Travelzoo” on January 23, 2001. If we are unable to protect our rights in the mark, a key element of our strategy of promoting *Travelzoo* as a brand could be disrupted and our business could be adversely affected. We may not be able to detect unauthorized use of our proprietary information or take appropriate steps to enforce our intellectual property rights. In addition, the validity, enforceability and scope of protection of intellectual property in Internet-related industries is uncertain and still evolving. The laws of other countries in which we may market our services in the future are uncertain and may afford little or no effective protection of our intellectual property. The unauthorized reproduction or other misappropriation of our proprietary technology could enable third parties to benefit from our technology and brand name without paying us for them. If this were to occur, our business could be materially adversely affected.

We may face liability from intellectual property litigation that could be costly to prosecute or defend and distract management’s attention with no assurance of success.

We cannot be certain that our products, content and brand names do not or will not infringe valid patents, copyrights or other intellectual property rights held by third parties. While we have a trademark for “Travelzoo,” many companies in the industry have similar names including the word “travel”. We expect that infringement claims in our markets will increase in number as more participants enter the markets. We may be subject to legal proceedings and claims from time to time relating to the intellectual property of others in the ordinary course of our business. We may incur substantial expenses in defending against these third party infringement claims, regardless of their merit, and such claims could result in a significant diversion of the efforts of our management personnel. Successful infringement claims against us may result in monetary liability or a material disruption in the conduct of our business.

Item 2. *Properties*

Our principal offices are located in approximately 4,000 square feet of office space in New York, New York under an operating lease with HQ Global Workplaces, Inc. that expires on December 31, 2005. Our West Coast offices are located in approximately 3,000 square feet of office space in Mountain View, California under an operating lease with HQ Global Workplaces, Inc. that expires on December 31, 2005. Our Chicago offices are located in approximately 2,000 square feet of office space under an operating lease with Regus Business Centre that expires on July 31, 2005. Our Miami offices are located in approximately 2,000 square feet of office space under an operating lease with Regus Business Centre that expires on December 31, 2005. We believe that our leased facilities are adequate to meet our current needs; however, we intend to expand our operations and therefore may require additional facilities in the future. We believe that such additional facilities are available.

Item 3. *Legal Proceedings*

From time to time, we are subject to legal proceedings and claims in the ordinary course of business, including claims of alleged infringement of trademarks, copyrights and other intellectual property rights, as well as claims by former employees. We are not currently aware of any legal proceedings or claims pending or threatened that we believe will have, individually or in the aggregate, a material adverse effect on our financial condition or results of operations.

Item 4. *Submission of Matters to a Vote of Security Holders*

No matters were submitted to a vote of security holders during the fourth quarter of 2004.

PART II

Item 5. *Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities*

Since August 18, 2004, our common stock has been trading on the NASDAQ National Market under the symbol "TZOO." From December 30, 2003 to August 17, 2004, our common stock was traded on the NASDAQ SmallCap Market under the symbol "TZOO." From August 28, 2002 to December 29, 2003, our common stock was quoted on the OTC Bulletin Board. The following table sets forth, for the periods indicated, the high and low sales prices per share of our common stock as reported by the OTC Bulletin Board and NASDAQ.

	<u>High</u>	<u>Low</u>
2004:		
Fourth Quarter	\$110.62	\$49.88
Third Quarter	\$ 76.58	\$21.09
Second Quarter	\$ 31.31	\$ 7.61
First Quarter	\$ 10.60	\$ 7.10
2003:		
Fourth Quarter	\$ 10.25	\$ 4.75
Third Quarter	\$ 11.00	\$ 3.50
Second Quarter	\$ 6.50	\$ 3.55
First Quarter	\$ 5.00	\$ 4.00

On March 28, 2005, the last reported sales price of the common stock on the NASDAQ National Market was \$42.80 per share.

Holders

As of March 3, 2005, there were 129,279 holders of record of the common stock.

Dividend Policy

Travelzoo has not declared or paid any cash dividends since inception and does not expect to pay cash dividends for the foreseeable future. We currently intend to retain future earnings to finance the expansion of our business. The payment of dividends will be at the discretion of our board of directors and will depend upon factors such as future earnings, capital requirements, our financial condition and general business conditions.

We did not purchase any of our equity securities in 2004.

Equity Compensation Plan Information

Information regarding our equity compensation plans, including both stockholder approved plans and plans not approved by stockholders, is set forth under the caption "Equity Compensation Plan Information" in our Definitive Proxy Statement for the Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of Travelzoo's fiscal year ended December 31, 2004.

Item 6. *Selected Consolidated Financial Data*

The selected consolidated financial data set forth below are derived from audited consolidated financial statements. The following selected consolidated financial data is qualified in its entirety by, and should be read

in conjunction with, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the consolidated financial statements and the notes thereto included elsewhere herein.

Consolidated Statement of Operations Data:

	Year Ended December 31,				
	2004	2003	2002	2001	2000
	(In thousands, except per share data)				
Revenues	\$33,679	\$17,991	\$ 9,848	\$ 6,148	\$ 3,950
Income from operations	11,033	3,739	1,422	885	750
Net income	6,037	2,050	853	364	362
Net income per share — basic	\$ 0.36	\$ 0.11	\$ 0.04	\$ 0.02	\$ 0.02
Net income per share — diluted	\$ 0.33	\$ 0.10	\$ 0.04	\$ 0.02	\$ 0.02
Shares used in per share calculation — basic	16,879	19,425	19,425	19,425	19,373
Shares used in per share calculation — diluted	18,475	20,527	19,896	19,425	19,467

Consolidated Balance Sheet Data:

	December 31,				
	2004	2003	2002	2001	2000
	(In thousands)				
Cash and cash equivalents	\$26,435	\$3,522	\$1,258	\$ 610	\$ 46
Working capital	40,027	3,460	1,340	425	186
Total assets	43,257	6,726	3,240	2,131	1,556
Long-term debt	—	—	—	—	—
Stockholder’s equity	\$40,263	\$3,841	\$1,791	\$ 938	\$ 574

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of Travelzoo’s financial condition and results of operations should be read in conjunction with, and is qualified in its entirety by reference to, the consolidated financial statements and the notes thereto appearing elsewhere in this report.

Overview

Travelzoo Inc. is an Internet media company that publishes travel offers from hundreds of travel companies. As the Internet is becoming consumers’ preferred medium to search for travel offers, we provide airlines, hotels, cruise lines, vacation packagers, and other travel companies with a fast, flexible, and cost-effective way to reach millions of users. While our products provide advertising opportunities for travel companies, they also provide Internet users with a free source of information on current sales and specials from hundreds of travel companies. Our publications include the *Travelzoo* Web site, the *Travelzoo Top 20* e-mail newsletter, and the *Newsflash* e-mail product. We also operate *SuperSearch*, a pay-per-click travel search engine. More than 300 travel companies purchase our advertising services.

Our revenues are advertising revenues, consisting of listing fees paid by travel companies to advertise their offers on the *Travelzoo* Web site, in the *Travelzoo Top 20* e-mail newsletter, in the *Newsflash* e-mail product, and in *SuperSearch*, a pay-per-click travel search engine. Prior to December 2003, we also generated revenues from banner advertising sales. Revenues are principally generated from the sale of advertising on our *Travelzoo* Web site and in our *Travelzoo Top 20* newsletter. Listing fees are based on placement, number of listings, number of impressions, or number of clickthroughs. Banner advertising rates are based on CPM rates (cost per thousand impressions). Smaller advertising agreements — typically \$2,000 or less per month — typically renew automatically each month if they are not terminated by the client. Larger agreements are typically related to advertising campaigns and are not automatically renewed.

When evaluating the financial condition and operating performance of the Company, management focuses on the following financial and non-financial indicators:

- Growth of number of subscribers of the Company's newsletters and page views of selected sections of the *Travelzoo* Web site;
- Growth in revenues in the absolute and relative to the growth in reach of the Company's products;
- Operating margin;
- Revenue per employee as a measure of productivity.

Critical Accounting Policies

We believe that there are a number of accounting policies that are critical to understanding our historical and future performance, as these policies affect the reported amounts of revenue and the more significant areas involving management's judgments and estimates. These significant accounting policies relate to revenue recognition, the allowance for doubtful accounts, recoverability of intangible assets, and liabilities to former stockholders. These policies, and our procedures related to these policies, are described in detail below.

Revenue Recognition

We recognize revenue on arrangements in accordance with Securities and Exchange Commission Staff Accounting Bulletin No. 104, *Revenue Recognition*. We recognize advertising revenues in the period in which the advertisement is displayed, provided that evidence of an arrangement exists, the fees are fixed or determinable and collection of the resulting receivable is reasonably assured. If fixed-fee advertising is displayed over a term greater than one month, revenues are recognized ratably over the period. The Company recognizes revenue for fixed-fee advertising arrangements ratably over the term of the insertion order. The majority of insertion orders have terms that begin and end in a quarterly reporting period. In the cases where at the end of a quarterly reporting period the term of an insertion order is not complete, the Company recognizes revenue for the period by pro-rating the total arrangement fee to revenue and deferred revenue based on a measure of proportionate performance of its obligation under the insertion order. The Company measures proportionate performance by the number of placements delivered and undelivered as of the reporting date. The Company uses prices stated on its internal rate card for measuring the value of delivered and undelivered placements. Fees for variable-fee advertising arrangements are recognized based on the number of impressions displayed or clicks delivered during the period.

Under these policies, no revenue is recognized unless persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable, and collection is reasonably assured. The Company evaluates each of these criteria as follows:

- *Evidence of an arrangement.* We consider an insertion order signed by the client or its agency to be evidence of an arrangement.
- *Delivery.* Delivery is considered to occur when the advertising has been displayed and, if applicable, the clickthroughs have been delivered.
- *Fixed or determinable fee.* We consider the fee to be fixed or determinable if the fee is not subject to refund or adjustment and payment terms are standard.
- *Collection is reasonably assured.* We conduct a credit review for all transactions at the time of the arrangement to determine the creditworthiness of the client. Collection is deemed reasonably assured if we expect that the client will be able to pay amounts under the arrangement as payments become due. If we determine that collection is not reasonably assured, then we defer the revenue and recognize the revenue upon cash collection. Collection is deemed not reasonably assured when a client is perceived to be in financial distress, which may be evidenced by weak industry conditions, a bankruptcy filing, or previously billed amounts that are past due.

Advertising sold to clients through agencies is reported at the net amount billed to the agency.

Allowance for Doubtful Accounts

We initially record a provision for doubtful accounts based on our historical experience of write-offs and then adjust this provision at the end of each reporting period based on a detailed assessment of our accounts receivable and allowance for doubtful accounts. In estimating the provision for doubtful accounts, management considers the age of the accounts receivable, our historical write-offs, the creditworthiness of the client, the economic conditions of the client's industry, and general economic conditions, among other factors. Should any of these factors change, the estimates made by management will also change, which could impact the level of our future provision for doubtful accounts. Specifically, if the financial condition of our clients were to deteriorate, affecting their ability to make payments, additional provision for doubtful accounts may be required.

Intangible Assets

As of December 31, 2004, our long-lived assets include intangible assets of \$84,000. The intangible assets consist of two Internet domain names which we acquired in 2001: weekend.com and weekends.com. We evaluate the recoverability of our intangible assets in accordance with Statement of Financial Accounting Standards No. 144, *Impairment of Long-Lived Assets*, when events or circumstances indicate a potential impairment by estimating the undiscounted cash flows to be generated from the use of these assets. No impairment losses were recorded related to intangible assets in 2004. Any impairment losses recorded in the future could have a material adverse impact on our results of operations.

Liability to Former Stockholders

On October 15, 2004, we announced a program under which we will make cash payments to persons who establish that they were former stockholders of Travelzoo.com Corporation, and who failed to submit requests for shares in Travelzoo Inc. within the required time period. We account for the cost of this program as an expense recorded in general and administrative expenses and a current accrued liability. The ultimate total cost of this program is not reliably estimable because it is based on the ultimate number of valid requests received and future levels of the Company's common stock price. The Company's common stock price affects the liability because the amount of cash payments under the program is based in part on the recent level of the stock price at the date valid requests are received. The Company does not know how many of the requests for shares originally received by Travelzoo.com Corporation in 1998 were valid, but the Company believes that only a portion of such requests were valid. In order to receive payment under the program, a person is required to establish that such person validly held shares in Travelzoo.com Corporation.

Since the total cost of the program is not reliably estimable, the amount of expense recorded in a period is equal to the number of actual claims received during the period multiplied by (i) the number of shares held by each individual former stockholder and (ii) the applicable settlement price based on the recent price of our common stock at the date the claim is received as stipulated by the program. Requests are generally paid within 30 days of receipt.

Results of Operations

The following table sets forth, as a percentage of total revenues, the results of our operations for the years ended December 31, 2004, 2003 and 2002.

	Year Ended December 31,		
	<u>2004</u>	<u>2003</u>	<u>2002</u>
Revenues	100%	100%	100%
Cost of revenues	<u>2</u>	<u>2</u>	<u>4</u>
Gross profit	<u>98</u>	<u>98</u>	<u>96</u>
Operating expenses:			
Sales and marketing	47	53	58
General and administrative	18	24	23
Merger expenses	<u>—</u>	<u>—</u>	<u>1</u>
Total operating expenses	65	77	82
Income from operations	33	21	14
Interest income	<u>—</u>	<u>—</u>	<u>—</u>
Income before income taxes	33	21	14
Income taxes	<u>15</u>	<u>10</u>	<u>5</u>
Net income	<u>18%</u>	<u>11%</u>	<u>9%</u>

For the year ended December 31, 2004, we reported income from operations of approximately \$11.0 million. As of December 31, 2004, we had retained earnings of approximately \$9.8 million. Our operating margin increased to 32.8% for the year ended December 31, 2004 from 20.8% in 2003. Our operating margin increased because revenues grew faster than operating expenses. Certain expenses such as office expense, salaries expense, network expense, and other fixed costs have increased at a slower rate than our revenues have.

Although our operating margin increased in each of the last three years, we do not know if this trend will continue. Increased competition in our industry could force us to increase our marketing expenditures and could limit our ability to increase our advertising rates. Further, losses from our strategy to replicate our business model in selected foreign markets may have a material adverse impact on our results of operations.

Reach

The following table sets forth the number of subscribers of each of our e-mail publications as of December 31, 2004 and 2003 and the total number of page views for selected sections of the *Travelzoo* Web site for the years ended December 31, 2004 and 2003. Management considers the *Travelzoo* homepage and the front pages of destination categories as indicators for the growth of our Web site traffic. Management reviews these non-financial metrics for two reasons: First, to monitor our progress in increasing the reach of our products. Second, to evaluate if we are able to convert higher reach into higher revenues.

	<u>Year Ended December 31,</u>		<u>Year-over-Year</u>
	<u>2004</u>	<u>2003</u>	<u>Growth</u>
Subscribers:			
<i>Travelzoo Top 20</i>	8,028,000	6,148,000	+31%
<i>Newsflash</i>	4,676,000	2,658,000	+76%
Page views of selected sections of <i>Travelzoo</i> Web site:			
Homepage	31,835,000	21,532,000	+48%
Front pages of destination categories	55,858,000	41,025,000	+36%

Management believes that the increase in reach of its products in the year ended December 31, 2004 was in line with its strategy and goals.

The Company's revenues for the year ended December 31, 2004 increased by 87% from the previous year. In the year ended December 31, 2003, 100% of revenues were generated from the *Travelzoo* Web site and the *Travelzoo Top 20* newsletter. In the year ended December 31, 2004, 80% of revenues were generated from the *Travelzoo* Web site and the *Travelzoo Top 20* newsletter. The number of subscribers of the *Travelzoo Top 20* newsletter increased by 31%. Page views of selected sections of the *Travelzoo* Web site increased by 48% and 36%. Management believes that the data for the years ended December 31, 2004 and 2003 indicate that the Company was able to generate higher revenues as reach increased.

Revenues

Our total revenues increased to \$33.7 million for the year ended December 31, 2004 from \$18.0 million for the year ended December 31, 2003. This represents an increase of 87%. Total revenues for the year ended December 31, 2003 increased to \$18.0 million from \$9.8 million for the year ended December 31, 2002. This represents an increase of 83%.

16% of our revenue growth in 2004 came from our new product, *SuperSearch*. The remaining 84% of revenue growth is attributable to an increase in our advertising rates and an increase in the number of clients and the volume of advertising sold. Approximately 25% of the revenue growth in 2004 is attributable to an increase in our advertising rates. Due to the increase in the reach of our publications, we increased the prices for advertising placements in 2004 on average by 22%. Approximately 59% of our revenue growth in 2004 is attributable to an increase in the number of clients and in an increase in volume of advertising sold to existing clients.

Management believes that our ability to increase revenues in the future depends mainly on three factors:

- Our ability to increase our advertising rates;
- Our ability to sell more advertising to existing clients; and
- Our ability to increase the number of clients.

We believe that we can increase our advertising rates only if the reach of our publications increases. We do not know if we are able to increase the reach of our publications. We believe that we can sell more advertising only if the market for online advertising continues to grow and if we can maintain or increase our market share. We believe that the market for online advertising continues to grow. We do not know if we will be able to maintain or increase our market share. We historically increased the number of clients in every year since inception. We do not know if we will be able to increase the number of clients in the future.

Average revenue per employee increased to \$678,000 for the year ended December 31, 2004 and to \$461,000 for the year ended December 31, 2003 from \$379,000 for the year ended December 31, 2002.

Cost of Revenues

Cost of revenues consists of network expenses, including fees we pay for co-location services, depreciation of network equipment and salary expenses associated with network operations staff. Our cost of revenues increased to \$695,000 for the year ended December 31, 2004 and to \$399,000 for the year ended December 31, 2003 from \$351,000 for the year ended December 31, 2002. As a percentage of revenue, cost of revenues was 2% for the years ended December 31, 2004 and December 31, 2003, and 4% for the year ended December 31, 2002. The decreases resulted primarily from an increase in revenues that outpaced the increase in our network operations costs. Cost of revenues did not increase at the same rate as our revenue growth because we did not need to increase our network operations staff significantly, and we did not have increases in fees for co-location services to support the increase in revenues.

Operating Expenses

Sales and Marketing

Sales and marketing expenses consist primarily of advertising and promotional expenses, public relations expenses, conference expenses, and salary expenses associated with sales and marketing staff. Sales and marketing expenses increased to \$15.7 million for the year ended December 31, 2004 and to \$9.6 million for the year ended December 31, 2003 from \$5.7 million for the year ended December 31, 2002. The increase in sales and marketing expenses in both years was primarily due to increases of our advertising campaigns. The goal of our advertising campaigns was to acquire new subscribers for our e-mail products and to increase brand awareness for *Travelzoo*. For the years ended December 31, 2004, 2003, and 2002, advertising expenses accounted for 75%, 71%, and 69% respectively, of sales and marketing expenses. Advertising activities during these three year periods consisted primarily of online advertising. The increase in sales and marketing expenses in the years ended December 31, 2004 and 2003 was also due to an increase of our sales force and our decision to hire more experienced sales personnel.

Our goal is to increase our revenues from advertising sales. One important factor that drives our revenues are our advertising rates. We believe that we can increase our advertising rates only if the reach of our publications increases. In order to increase the reach of our publications, we have to acquire a significant number of new subscribers in every quarter. Therefore, we expect our sales and marketing expenses related to our business in the United States of America as a percentage of revenue to remain at the current level or increase from the current level. The main factor that impacts our advertising expenses is the average cost per acquisition of a new subscriber. We believe that the average cost per acquisition depends mainly on the advertising rates which we pay for media buys, our ability to manage our subscriber acquisition efforts successfully, and the degree of competition in our industry.

If we replicate our business model in selected foreign markets, this could result in a significant additional increase in our sales and marketing expenses in the foreseeable future.

General and Administrative

General and administrative expenses consist primarily of compensation for administrative and executive staff, fees for professional services, rent, bad debt expense, payments made to former stockholders of Travelzoo.com Corporation, amortization of intangible assets and general office expense. General and administrative expenses increased to \$6.2 million for the year ended December 31, 2004 and to \$4.3 million for the year ended December 31, 2003 from \$2.3 million for the year ended December 31, 2002. In 2004, general and administrative expenses increased primarily due to expenses of \$1.2 million for cash payments made to former stockholders of Travelzoo.com Corporation and also due to increases in expenses for office space and legal and professional services. General and administrative expenses in 2003 include \$328,000 of expenses paid by the Company for a secondary offering of common stock to meet the listing requirements of the NASDAQ SmallCap Market.

We expect that we will incur significant expenses in 2005 in order to allow management to report on, and our independent auditors to attest to, our internal controls over financial reporting, as required by Section 404 for the Sarbanes-Oxley Act of 2002. At this time, the total cost is not reliably estimable as it will be dependent on the number of areas requiring improvement and on remediation efforts where necessary. Currently, none of our identified areas that need improvement have been categorized as material weaknesses or significant deficiencies. However, we are still in the evaluation process, and we may identify conditions that may result in significant deficiencies or material weaknesses in the future.

We expect our headcount to continue to increase in the future. The Company's headcount is one of the main drivers of general and administrative expenses. Therefore, we expect our general and administrative expenses to continue to increase.

If we replicate our business model in foreign markets, this could result in a significant additional increase in our general and administrative expenses.

In the year ended December 31, 2004, the Company recorded expenses of \$1.2 million related to a program under which we make cash payments to former stockholders of Travelzoo.com Corporation, who failed to submit requests for shares in Travelzoo Inc. within the required time period. The expenses are based on the number of actual valid claims received and the Company's stock price. The Company expects expenses related to the program to decrease in future periods.

Merger Expenses

Merger expenses consist of expenses relating to the registration statement and proxy statement filed with the SEC relating to the merger of Travelzoo.com Corporation into Travelzoo Inc. which was completed in 2002. As a result, merger expenses was \$-0- for the years ended December 31, 2004 and 2003, and \$55,000 for the year ended December 31, 2002. The expenses consisted mostly of fees for professional services, primarily legal and accounting.

Subscriber Acquisition

The table set forth below provides for each quarter in 2002, 2003, and 2004, an analysis of our average cost for acquisition of new subscribers for our *Travelzoo Top 20* newsletter and our *Newsflash* e-mail alert service.

The table includes the following data:

- *Average Cost per Acquisition of a New Subscriber:* This is the quarterly costs of consumer marketing programs whose purpose was primarily to acquire new subscribers, divided by total new subscribers added during the quarter.
- *New Subscribers:* Total new subscribers who signed up for at least one of our e-mail publications throughout the quarter. This is an unduplicated subscriber number, meaning a subscriber who signed up for two or more of our publications is only counted once.

- *Unsubscribes:* Subscribers who were removed from our list throughout the quarter either as a result of their requesting removal, or based on periodic list maintenance after we determined that the e-mail address was likely no longer valid.
- *Balance:* This is the number of subscribers at the end of the quarter, computed by taking the previous quarter's subscriber balance, adding new subscribers during the current quarter, and subtracting unsubscribes during the current quarter.

<u>Period</u>	<u>Average Cost per Acquisition of a New Subscriber</u>	<u>New Subscribers</u>	<u>Unsubscribes</u>	<u>Balance</u>
Q1 2002	\$0.93	254,140	(24,547)	1,614,130
Q2 2002	\$0.95	590,266	(156,204)	2,048,192
Q3 2002	\$1.01	740,656	(51,566)	2,737,282
Q4 2002	\$1.31	799,958	(55,064)	3,482,176
Q1 2003	\$1.62	693,872	(213,423)	3,962,625
Q2 2003	\$1.58	924,902	(172,403)	4,715,124
Q3 2003	\$1.52	1,108,045	(248,964)	5,574,205
Q4 2003	\$2.17	869,286	(240,907)	6,202,584
Q1 2004	\$2.23	920,063	(185,151)	6,937,496
Q2 2004	\$2.58	858,899	(634,702)	7,161,693
Q3 2004	\$1.26	1,298,962	(602,628)	7,858,027
Q4 2004	\$1.70	694,026	(343,139)	8,145,737

We have noted a general trend of increasing cost per new subscriber over the last few years, driven by a gradual increase in online advertising rates by our media suppliers as well as increased activity from competitors using similar forms of online advertising for their own marketing efforts. The decline in new subscriber acquisition costs in Q3 2004 and Q4 2004 reflects the effect of new advertising campaigns which were tested at that time. We do not consider the decline in new subscriber costs in Q3 2004 and Q4 2004 to be necessarily indicative of a longer-term trend that our subscriber costs are likely to stay at this level or are likely to decline further.

The operational impact of increased acquisition cost is higher absolute marketing expenses and potentially higher relative marketing expenses as a percentage of revenue. Going forward we expect continued upward pressure on online advertising rates and continued activity from competitors, which will likely increase our cost per new subscriber over the long term. The effect on operations is that greater absolute and relative marketing expenditure may be necessary to continue to grow the reach of our publications. It is possible that the factors driving subscriber acquisition cost increases can be partially or completely offset by new or improved methods of subscriber acquisition using techniques which are under evaluation. Thus we are not able to meaningfully predict the short-term quarterly trend in the cost of acquiring new subscribers.

Income Taxes

For the year ended December 31, 2004, we recorded an income tax provision of \$5.1 million. For the years ended December 31, 2003 and 2002, we recorded income tax provisions of \$1.7 million and \$573,000, respectively. Our income is generally taxed in the U.S. and our income tax provisions reflect federal and state statutory rates applicable to our levels of income. Our effective tax rate fluctuated in years prior to 2004 because merger expenses and stock offering costs reported as expenses in the consolidated financial statements were not deductible for tax purposes and thereby increased the effective tax rate for financial reporting purposes in those periods. The effective tax rate increased in 2004 because the expenses related to the program to make cash payments to former stockholders were treated as non tax deductible expenses for financial statement reporting purposes. The effective tax rates for 2004, 2003, and 2002 were 46%, 45%, and 40%, respectively. The effective tax rate in future periods will continue to fluctuate depending on the timing and amounts of expenses of payments to former stockholders.

During the year ended December 31, 2004, the Company realized tax benefits of \$1,931,924 upon the exercises of stock options by directors. The tax benefit reduced the Company's income tax payable and increased additional paid-in capital by this amount.

Liquidity and Capital Resources

As of December 31, 2004, we had \$36.4 million in cash, cash equivalents and short-term investments. Cash, cash equivalents and short-term investments increased from \$3.5 million on December 31, 2003 primarily as a result of cash provided by operating activities and financing activities explained below. Cash and cash equivalents increased to \$3.5 million on December 31, 2003 from \$1.3 million on December 31, 2002 primarily as a result of cash provided by operations explained below. We expect that cash flows generated from operations will continue to be sufficient to provide for working capital needs for at least the next 12 months.

Net cash provided by operating activities in the year ended December 31, 2004 was \$4.5 million. Net cash provided by operating activities in the year ended December 31, 2003 was \$2.4 million. Net cash provided by operating activities in the year ended December 31, 2002 was \$769,000. In the year ended December 31, 2004, net cash provided by operating activities resulted primarily from net income and a net increase in accrued expenses and tax benefit of stock options exercises offset by an increase in accounts receivable and a decrease in income tax payable. The tax benefit of stock options resulted from exercises during 2004 of stock options by directors. The increase in accounts receivable resulted from higher revenues during 2004 and greater days of sales outstanding relating to a higher mix of variable fee advertising, which has a longer collection period than fixed fee advertising because it is billed in arrears while fixed fee advertising is billed in advance. In the year ended December 31, 2003, net cash provided by operating activities resulted primarily from net income and a net increase in income tax payable and accrued expenses offset by an increase in accounts receivable. The increase in accounts receivable resulted from higher revenues during 2003. The increase in taxes payable was the result of higher income tax expense in 2003, and the increase in accrued liabilities was the result of higher operating expenses in 2003. In the year ended December 31, 2002, net cash provided by operating activities resulted primarily from net income and an increase in accounts payable and accrued expenses offset by income tax payments and an increase in accounts receivable.

Net cash used in investing activities was \$10.1 million, \$120,000 and \$121,000 during the years ended December 31, 2004, 2003 and 2002, respectively. In all periods, net cash was used in investing activities for equipment purchases, except for 2004, which included \$10.0 million for purchases of short-term investments.

Net cash provided by financing activities was \$28.5 million in the year ended December 31, 2004. The net cash provided in the year ended December 31, 2004 was due primarily from the proceeds from issuance of common stock in a private placement transaction and upon exercises of stock options by directors. There were no cash flows related to financing activities in the years ended December 31, 2003 and 2002.

Our capital requirements depend on a number of factors, including market acceptance of our products and services, the amount of our resources we devote to development of our advertising products, cash payments to former stockholders of Travelzoo.com Corporation, expansion of our operations, and the amount of our resources we devote to promoting awareness of the *Travelzoo* brand. Since the inception of the cash payment program to former stockholders of Travelzoo.com Corporation, we have incurred expenses of \$1.2 million. While future payments for this program are expected to decrease, the total cost of this program is still undeterminable because it is dependent on our stock price and on the number of claims ultimately received. Consistent with our growth, we have experienced a substantial increase in our sales and marketing expenses since inception, and we anticipate that these increases will continue for the foreseeable future. We believe cash on hand and generated during those periods will be sufficient to pay such costs. In addition, we will continue to evaluate possible investments in businesses, products and technologies, the consummation of any of which would increase our capital requirements.

Although we currently believe that we have sufficient capital resources to meet our anticipated working capital and capital expenditure requirements beyond the next 12 months, unanticipated events and opportunities may require us to sell additional equity or debt securities or establish new credit facilities to raise capital in order to meet our capital requirements. If we sell additional equity or convertible debt securities, the sale could

dilute the ownership of our existing stockholders. If we issue debt securities or establish a new credit facility, our fixed obligations could increase, and we may be required to agree to operating covenants that would restrict our operations. We cannot be sure that any such financing will be available in amounts or on terms acceptable to us.

The following summarizes our principal contractual commitments as of December 31, 2004 (in thousands):

	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>Thereafter</u>	<u>Total</u>
Operating leases	\$1,082	—	—	—	—	\$1,082
Purchase obligations	<u>46</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>46</u>
Total commitments	<u>\$1,128</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>\$1,128</u>

Recent Accounting Pronouncements

In December 2004, the Financial Accounting Standards Board (“FASB”) issued SFAS 123R, *Share-Based Payments*, which requires the measurement of all share-based payments to employees, including grants of employee stock options, using a fair-value-based method and the recording of such expense in the statement of operations. The accounting provisions of SFAS 123R are effective for reporting periods beginning after June 15, 2005. The Company is to adopt SFAS 123R in the third quarter of 2005. The pro forma disclosures previously permitted under SFAS 123 no longer will be an alternative to financial statement recognition. Note 1(k) to our consolidated financial statements reports the pro forma net income and net income per share amounts, for 2002 through 2004, as if we had used a fair-value-based method similar to the methods required under SFAS 123R to measure compensation expense for employee stock based compensation. Although there are no unvested stock-based compensation awards as of December 31, 2004, the Company may grant such instruments in the future. As a result, the adoption of SFAS No. 123R could have a significant adverse impact on the Company’s consolidated statement of operations and net income per share.

In December 2003, the SEC issued Staff Accounting Bulletin No. 104 (SAB 104), *Revenue Recognition*, which superseded Staff Accounting Bulletin No. 101 (SAB 101), *Revenue Recognition in Financial Statements*. The primary purpose of SAB 104 was to rescind accounting guidance contained in SAB 101 related to multiple element revenue arrangements, which was superseded as a result of the issuance of Emerging Issues Task Force 00-21 (EITF 00-21), *Accounting for Revenue Arrangements with Multiple Deliverables*. SAB 104 also incorporated certain sections of the SEC’s *Revenue Recognition in Financial Statements — Frequently Asked Questions and Answers* document. The adoption of SAB 104 did not have a material impact on Company’s consolidated financial position, results of operations, or cash flows.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

The Company has no outstanding debt, is not a party to any derivatives transactions, and does not have any other material liabilities or assets which are subject to risks relating to currency exchange rates and commodity price risks. We invest in highly liquid investments with short maturities. Accordingly, we do not expect any material loss from these investments and believe that our potential exposure to changes in market interest rates is not material.

Item 8. Consolidated Financial Statements

TRAVELZOO INC.

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

	<u>Page</u>
Report of Independent Registered Public Accounting Firm	30
Consolidated Balance Sheets	31
Consolidated Statements of Operations	32
Consolidated Statements of Stockholders' Equity	33
Consolidated Statements of Cash Flows	34
Notes to Consolidated Financial Statements	35

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
Travelzoo Inc.

We have audited the accompanying consolidated balance sheets of Travelzoo Inc. and subsidiaries as of December 31, 2003 and 2004, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2004. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Travelzoo Inc. and subsidiaries as of December 31, 2003 and 2004, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2004, in conformity with U.S. generally accepted accounting principles.

/s/ KPMG LLP

Mountain View, California
January 22, 2005

TRAVELZOO INC.
CONSOLIDATED BALANCE SHEETS

	December 31,	
	2004	2003
ASSETS		
Current assets:		
Cash and cash equivalents	\$26,434,989	\$3,521,637
Short term investments	10,031,738	—
Accounts receivable, less allowance for doubtful accounts of \$127,547 and \$71,459 as of December 31, 2004 and December 31, 2003, respectively ..	5,327,279	2,369,915
Deposits	163,130	97,086
Prepaid expenses and other current assets	674,208	131,618
Deferred tax assets	390,895	225,270
Total current assets	43,022,239	6,345,526
Deposits, less current portion	—	42,525
Deferred tax assets, less current portion	43,237	27,552
Property and equipment, net	108,399	164,034
Intangible assets, net	83,563	146,793
Total assets	\$43,257,438	\$6,726,430
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 439,425	\$ 223,627
Accrued expenses	2,464,269	1,328,537
Deferred revenue	91,137	22,312
Income tax payable	—	1,310,874
Total liabilities	2,994,831	2,885,350
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$0.01 par value; 5,000,000 shares authorized, none outstanding	—	—
Common stock, \$0.01 par value; 40,000,000 shares authorized, 16,233,204 shares outstanding as of December 31, 2004 and 19,425,147 shares reported as outstanding as of December 31, 2003	162,332	194,251
Additional paid-in capital	30,299,991	(116,078)
Retained earnings	9,800,284	3,762,907
Total stockholders' equity	40,262,607	3,841,080
Total liabilities and stockholders' equity	\$43,257,438	\$6,726,430

See accompanying notes to consolidated financial statements

TRAVELZOO INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

	<u>Years Ended December 31,</u>		
	<u>2004</u>	<u>2003</u>	<u>2002</u>
Revenues	\$33,679,232	\$17,991,241	\$ 9,847,820
Cost of revenues	<u>694,713</u>	<u>399,039</u>	<u>351,169</u>
Gross profit	<u>32,984,519</u>	<u>17,592,202</u>	<u>9,496,651</u>
Operating expenses:			
Sales and marketing	15,730,623	9,564,384	5,726,557
General and administrative	6,220,573	4,288,985	2,293,846
Merger expenses	<u>—</u>	<u>—</u>	<u>54,538</u>
Total operating expenses	<u>21,951,196</u>	<u>13,853,369</u>	<u>8,074,941</u>
Income from operations	11,033,323	3,738,833	1,421,710
Interest income	<u>126,499</u>	<u>13,192</u>	<u>3,971</u>
Income before income taxes	11,159,822	3,752,025	1,425,681
Income tax expense	<u>5,122,445</u>	<u>1,701,899</u>	<u>572,610</u>
Net income	<u>\$ 6,037,377</u>	<u>\$ 2,050,126</u>	<u>\$ 853,071</u>
Net income per share:			
Basic net income per share	<u>\$ 0.36</u>	<u>\$ 0.11</u>	<u>\$ 0.04</u>
Diluted net income per share	<u>\$ 0.33</u>	<u>\$ 0.10</u>	<u>\$ 0.04</u>
Shares used in computing basic net income per share	<u>16,879,227</u>	<u>19,425,147</u>	<u>19,425,147</u>
Shares used in computing diluted net income per share	<u>18,474,775</u>	<u>20,526,951</u>	<u>19,896,353</u>

See accompanying notes to consolidated financial statements

TRAVELZOO INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
Years Ended December 31, 2004, 2003, and 2002

	<u>Common Stock</u>		<u>Additional Paid-In Capital</u>	<u>Retained Earnings</u>	<u>Total Stockholders' Equity</u>
	<u>Shares</u>	<u>Amount</u>			
Balances, December 31, 2001	19,425,147	194,251	(116,078)	859,710	937,883
Net income	—	—	—	853,071	853,071
Balances, December 31, 2002	19,425,147	194,251	(116,078)	1,712,781	1,790,954
Net income	—	—	—	2,050,126	2,050,126
Balances, December 31, 2003	19,425,147	\$194,251	\$ (116,078)	\$3,762,907	\$ 3,841,080
Net income	—	—	—	6,037,377	6,037,377
Reduction of reported shares outstanding upon expiration of merger exchange period	(4,115,532)	(41,155)	41,155	—	—
Proceeds from exercises of options . .	173,589	1,736	369,031	—	370,767
Tax benefit of non-qualified stock options exercise	—	—	1,931,924	—	1,931,924
Recovery of profit from purchase and sale of stock by employees . . .	—	—	34,390	—	34,390
Proceeds from issuance of common stock, net of related issuance costs	<u>750,000</u>	<u>7,500</u>	<u>28,039,569</u>	<u>—</u>	<u>28,047,069</u>
Balances, December 31, 2004	<u>16,233,204</u>	<u>\$162,332</u>	<u>\$30,299,991</u>	<u>\$9,800,284</u>	<u>\$40,262,607</u>

See accompanying notes to consolidated financial statements

TRAVELZOO INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2004	2003	2002
Cash flows from operating activities:			
Net income	\$ 6,037,377	\$ 2,050,126	\$ 853,071
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	161,329	163,284	194,373
Deferred income taxes	(181,310)	(139,455)	(33,018)
Provision for losses on accounts receivable	121,088	15,534	14,571
Loss on disposal of property and equipment	—	415	—
Non-cash revenues	—	—	(3,410)
Tax benefit of stock option exercises	1,931,924	—	—
Changes in operating assets and liabilities:			
Accounts receivable	(3,078,452)	(1,074,050)	(433,633)
Deposits	(23,519)	(52,349)	(54,754)
Prepaid expenses and other current assets	(542,590)	(16,709)	(96,730)
Accounts payable	215,798	(218,722)	266,998
Accrued expenses	1,135,732	780,857	263,362
Deferred revenue	68,825	3,133	5,295
Income tax payable	(1,310,874)	871,442	(207,025)
Net cash provided by operating activities	4,535,328	2,383,506	769,100
Cash flows from investing activities:			
Purchases of property and equipment	(39,776)	(120,142)	(120,746)
Purchases of short-term investments	(10,031,738)	—	—
Purchases of intangible assets	(2,688)	—	—
Net cash used in investing activities	(10,074,202)	(120,142)	(120,746)
Cash flows from financing activities:			
Proceeds from issuance of common stock, net of related costs	28,047,069	—	—
Proceeds from stock option exercises	370,767	—	—
Recovery of profit from purchase and sale of stock by employees	34,390	—	—
Net cash provided by financing activities	28,452,226	—	—
Net increase in cash and cash equivalents	22,913,352	2,263,364	648,354
Cash and cash equivalents at beginning of year	3,521,637	1,258,273	609,919
Cash and cash equivalents at end of year	\$ 26,434,989	\$ 3,521,637	\$ 1,258,273
Supplemental disclosure of cash flow information:			
Cash paid for income taxes net of refunds received	\$ 4,682,705	\$ 969,912	\$ 812,653
Reduction in carry amounts of intangible asset and deferred revenue	\$ —	\$ —	\$ (69,427)

See accompanying notes to consolidated financial statements

TRAVELZOO INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004, 2003, and 2002

(1) Summary of Significant Accounting Policies

(a) The Company and Basis of Presentation

Travelzoo Inc. is an Internet media company that publishes sales and specials for hundreds of travel companies. The Company's products include the *Travelzoo* Web Site, the *Travelzoo Top 20* e-mail newsletter, the *Newsflash* e-mail product, and the *SuperSearch* pay-per-click travel search engine.

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

The Company was formed as a result of a combination and merger of entities founded by the Company's majority stockholder, Mr. Ralph Bartel. In 1998, Mr. Bartel founded Travelzoo.com Corporation, a Bahamas corporation, which issued 5,155,874 shares via the Internet to approximately 700,000 stockholders for no cash consideration ("Netsurfer shares"). In 1998, Mr. Bartel also founded Silicon Channels Corporation, a California corporation, to operate the *Travelzoo* Web site. During 2001, Travelzoo Inc. was formed as a subsidiary of Travelzoo.com Corporation, and Mr. Bartel contributed all of the outstanding shares of Silicon Channels to Travelzoo Inc. in exchange for 8,129,273 shares of Travelzoo Inc. and options to acquire an additional 2,158,349 shares at \$1.00. The merger was accounted for as a combination of entities under common control using "as-if pooling-of-interests" accounting. Under this method of accounting, the assets and liabilities of Silicon Channels Corporation and Travelzoo Inc. were carried forward to the combined company at their historical costs. In addition, all prior period financial statements of Travelzoo Inc. were restated to include the combined results of operations, financial position and cash flows of Silicon Channels Corporation.

During January 2001, the Board of Directors of Travelzoo.com Corporation proposed that Travelzoo.com Corporation be merged with Travelzoo Inc. whereby Travelzoo Inc. would be the surviving entity. On March 15, 2002, the stockholders of Travelzoo.com Corporation approved the merger with Travelzoo Inc. On April 25, 2002, the certificate of merger was filed in Delaware upon which the merger became effective and Travelzoo.com Corporation ceased to exist. Each outstanding share of common stock of Travelzoo.com Corporation was converted into the right to receive one share of common stock of Travelzoo Inc. Under and subject to the terms of the merger agreement, stockholders were allowed a period of two years following the effective date of the merger to receive shares of Travelzoo Inc. The records of Travelzoo.com Corporation showed that, assuming all of the shares applied for by the Netsurfer stockholders were validly issued, there were 11,295,874 shares of Travelzoo.com Corporation outstanding. As of April 25, 2004, two years following the effective date of the merger, 7,180,342 shares of Travelzoo.com Corporation had been exchanged for shares of Travelzoo Inc. Prior to that date, the remaining shares which were available for issuance pursuant to the merger agreement were included in the issued and outstanding common stock of Travelzoo Inc. and included in the calculation of basic and diluted earnings per share. After April 25, 2004, the Company ceased issuing shares to the former stockholders of Travelzoo.com Corporation, and no additional shares are reserved for issuance to any former stockholders, because their right to receive shares has now expired. On April 25, 2004, the number of shares reported as outstanding was reduced from 19,425,147 to 15,309,615 to reflect actual shares issued as of the expiration date. As of December 31, 2004, there were 16,233,204 shares of common stock outstanding, and earnings per share calculations reflect the reduction of the number of shares reported as outstanding during the period.

The merger of Travelzoo.com Corporation into Travelzoo Inc. was accounted for as a combination of entities under common control using "as-if pooling-of-interests" accounting. Under this method of accounting, the assets and liabilities of Travelzoo.com Corporation and Travelzoo Inc. were carried forward at their historical costs. In addition, all prior period financial statements of Travelzoo Inc. were restated to include the combined results of operations, financial position and cash flows of Travelzoo.com Corporation. The restated

TRAVELZOO INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

results of operations and cash flows of Travelzoo Inc. are identical to the combined results of Travelzoo.com Corporation and Travelzoo Inc.

(b) Revenue Recognition

Substantially all revenue consists of advertising sales. Advertising revenues are derived from the sale of advertising on the *Travelzoo* Web site, in the *Travelzoo Top 20* e-mail newsletter, in *Newsflash*, and in *SuperSearch*.

The Company recognizes revenues in accordance with Securities and Exchange Commission Staff Accounting Bulletin No. 104, *Revenue Recognition*. Advertising revenues are recognized in the period in which the advertisement is displayed, provided that evidence of an arrangement exists, the fees are fixed or determinable and collection of the resulting receivable is reasonably assured. Where collectibility is not reasonably assured, the revenue will be recognized upon cash collection, provided that the other criteria for revenue recognition have been met. The Company recognizes revenue for fixed-fee advertising arrangements ratably over the term of the insertion order. The majority of insertion orders have terms that begin and end in a quarterly reporting period. In the cases where at the end of a quarterly reporting period the term of an insertion order is not complete, the Company recognizes revenue for the period by pro-rating the total arrangement fee to revenue and deferred revenue based on a measure of proportionate performance of its obligation under the insertion order. The Company measures proportionate performance by the number of placements delivered and undelivered as of the reporting date. The Company uses prices stated on its internal rate card for measuring the value of delivered and undelivered placements. Fees for variable-fee advertising arrangements are recognized based on the number of impressions displayed or clicks delivered during the period.

Under these policies, no revenue is recognized unless persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable, and collection is deemed reasonably assured. The Company evaluates each of these criteria as follows:

- *Evidence of an arrangement.* The Company considers an insertion order signed by the client or its agency to be evidence of an arrangement.
- *Delivery.* Delivery is considered to occur when the advertising has been displayed and, if applicable, the click-throughs have been delivered.
- *Fixed or determinable fee.* The Company considers the fee to be fixed or determinable if the fee is not subject to refund or adjustment and payment terms are standard.
- *Collection is deemed reasonably assured.* The Company conducts a credit review for all transactions at the time of the arrangement to determine the creditworthiness of the client. Collection is deemed reasonably assured if it is expected that the client will be able to pay amounts under the arrangement as payments become due. If it is determined that collection is not reasonably assured, then revenue is deferred and recognized upon cash collection. Collection is deemed not reasonably assured when a client is perceived to be in financial distress, which may be evidenced by weak industry conditions, a bankruptcy filing, or previously billed amounts that are past due.

During the year ended December 31, 2004, the Company recognized \$0 in revenue on a cash-received basis from the year ended December 31, 2003. As of December 31, 2004, the Company deferred recognition of \$19,774 of advertising delivered during the year ended December 31, 2004 for which collectibility was not reasonably assured. Such revenue will be recognized in future periods when and if collected.

The Company's standard payment terms are 30 days net. The Company invoices its clients monthly. Insertion orders that include fixed-fee advertising are invoiced upon acceptance of the order and on the first day of each month included in the term of the insertion order. Insertion orders that include variable-fee advertising are invoiced at the end of the month. The Company's standard terms state that in the event that

TRAVELZOO INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Travelzoo fails to publish advertisements as specified in the insertion order, the liability of Travelzoo to the client shall be limited to, at Travelzoo's sole discretion, a pro rata refund of the advertising fee, the placement of the advertisements at a later time in a comparable position, or the extension of the term of the insertion order until the advertising is fully delivered. The Company believes that no significant obligations exist after the full delivery of advertising.

The Company had outsourced part of its advertising sales and production activities to DoubleClick, Inc. ("DoubleClick"). Under the terms of the agreement with DoubleClick, the Company received a portion of the revenue received by DoubleClick from clients for the display of advertising on the *Travelzoo* Web site. The Company recorded these revenues on a net basis. The gross revenue received by DoubleClick from advertising on the *Travelzoo* Web site was \$-0-, \$-0- and \$82,939 for the years ended December 31, 2004, 2003, and 2002 respectively. The Company's share of this income, which has been recorded as revenue, was \$-0-, \$-0- and \$38,534 for the years ended December 31, 2004, 2003, and 2002 respectively. The agreement with DoubleClick was canceled as of August 23, 2002.

Revenues for advertising sold to clients through agencies are reported at the net amount billed to the agency.

(c) Net Income Per Share

Net income per share has been calculated in accordance with SFAS No. 128, *Earnings per Share*. Basic net income per share is computed using the weighted-average number of common shares outstanding for the period, including shares reserved for issuance to former stockholders of Travelzoo.com Corporation reported as outstanding prior to April 25, 2004. Diluted net income per share is computed by adjusting the weighted-average number of common shares outstanding for the effect of potential common shares outstanding during the period. Potential common shares included in the diluted calculation consist of incremental shares issuable upon the exercise of outstanding stock options calculated using the treasury stock method.

The following table sets forth the calculation of basic and diluted net income per share:

	<u>Year Ended December 31,</u>		
	<u>2004</u>	<u>2003</u>	<u>2002</u>
Basic net income per share:			
Net income	\$ 6,037,377	\$ 2,050,126	\$ 853,071
Weighted average common shares	16,879,227	19,425,147	19,425,147
Basic net income per share	\$ 0.36	\$ 0.11	\$ 0.04
Diluted net income per share:			
Net income	\$ 6,037,377	\$ 2,050,126	\$ 853,071
Weighted average common shares	16,879,227	19,425,147	19,425,147
Effect of dilutive securities — stock options	1,595,548	1,101,804	471,206
Weighted average common and potential common shares	18,474,775	20,526,951	19,896,353
Diluted net income per share	\$ 0.33	\$ 0.10	\$ 0.04

(d) Use of Estimates

Management of the Company has made a number of estimates and assumptions relating to the reporting of assets, liabilities, revenues and expenses and the disclosure of contingent assets and liabilities to prepare

TRAVELZOO INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

these financial statements in conformity with accounting principles generally accepted in the United States of America. Actual results could differ from those estimates.

(e) Property and Equipment

Property and equipment consisted of the following:

	December 31,	
	2004	2003
Computer hardware and software	\$323,746	\$316,837
Office equipment	<u>226,587</u>	<u>193,722</u>
	550,333	510,559
Less accumulated depreciation	<u>441,934</u>	<u>346,525</u>
Total	<u>\$108,399</u>	<u>\$164,034</u>

Property and equipment are stated at cost less accumulated depreciation. Additions, improvements and major renewals are capitalized. Maintenance, repairs and minor renewals are expensed as incurred. Depreciation is provided using the straight-line method over the estimated useful lives of the assets. Estimated useful lives are 3 years for property and equipment.

(f) Intangible Assets

Intangible assets consist of the following:

	December 31,	
	2004	2003
Acquired amortized intangible assets:		
Internet domain names	\$347,547	\$344,857
Less accumulated amortization	<u>263,984</u>	<u>198,064</u>
Total	<u>\$ 83,563</u>	<u>\$146,793</u>

Amortization expense was \$65,920, \$65,500 and \$78,518 for the years ended December 31, 2004, 2003 and 2002, respectively.

In October 2001, the Company completed the acquisition of the weekends.com domain name. As consideration for the purchase, the Company paid the seller \$125,000 and agreed to provide a minimum number of clicks to the seller's other Web sites through advertising placed on the *Travelzoo* Web site. The fair value of the advertising services of \$89,286 was determined based on the cash price of similar advertising services and recorded as deferred revenue. The revenue was recognized as the clicks were delivered. During the years ended December 31, 2002, \$3,410 of revenue related to this arrangement was recognized. The agreement with the seller to provide advertising services expired on September 30, 2002. As such, \$69,427 of advertising was not delivered and the carrying amounts of the intangible asset and related deferred revenue were reduced accordingly.

TRAVELZOO INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Future amortization expense related to intangible assets at December 31, 2004 is as follows:

Year ended December 31,	
2005	\$62,705
2006	19,663
2007	538
2008	538
2009	<u>119</u>
	<u>\$83,563</u>

(g) Cash Equivalents and Short-Term Investments

Cash equivalents consist of highly liquid investments with remaining maturities of less than three months on the date of purchase. As of December 31, 2004 and 2003, cash equivalents are comprised of \$25,117,452 and \$2,540,395, respectively, held in money market accounts.

Short-term investments consist of highly liquid investments with remaining maturities of greater than three months on date of purchase and less than one year as of December 31, 2004. Short-term investments as of December 31, 2004 comprise of treasury bonds in the amount of \$10,031,738, which are classified as held-to-maturity and carried at amortized cost, which approximated the fair value of these investments due to their short maturities. There were no material unrealized losses as of December 31, 2004.

(h) Advertising Costs

Advertising production costs are expensed as incurred. Online advertising is expensed as incurred over the period the advertising is displayed. Advertising costs amounted to \$11,770,246, \$6,745,769 and \$3,960,464 for the years ended December 31, 2004, 2003, and 2002, respectively. During the years ended December 31, 2004, 2003 and 2002, \$-0-, \$429,296 and \$546,214, respectively, of advertising services were purchased from the Company's clients under non-barter arrangements.

(i) Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets are recognized for deductible temporary differences, along with net operating loss carryforwards and credit carryforwards, if it is more likely than not that the tax benefits will be realized. To the extent a deferred tax asset cannot be recognized under the preceding criteria, valuation allowances must be established. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

(j) Impairment of Long-Lived Assets

The Company accounts for long-lived assets in accordance with the provisions of Statement of Financial Accounting Standards (SFAS) No. 144, *Impairment of Long-Lived Assets*. SFAS No. 144 requires an impairment loss to be recognized on assets to be held and used if the carrying amount of a long-lived asset group is not recoverable from its undiscounted cash flows. The amount of the impairment loss is measured as the difference between the carrying amount and the fair value of the asset group. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

TRAVELZOO INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

(k) Stock-Based Compensation

As allowed under SFAS No. 123, *Accounting for Stock-Based Compensation*, the Company has elected to follow Accounting Principles Board (APB) Opinion No. 25, *Accounting for Stock Issued to Employees*, and related interpretations in accounting for fixed plan stock awards to employees.

Had all stock-based compensation awards granted to employees and directors been accounted for using the fair value based method, net income and net income per share would have been adjusted to the amounts reported in the following table.

	<u>Year Ended December 31,</u>		
	<u>2004</u>	<u>2003</u>	<u>2002</u>
Net income as reported	\$6,037,377	\$2,050,126	\$853,071
Add back: Stock-based compensation included in determination of net income	—	—	—
Deduct: Stock-based compensation determined under the fair-value based method	—	—	(1,908)
Pro-forma net income as if the fair value based method had been applied to all awards	<u>\$6,037,377</u>	<u>\$2,050,126</u>	<u>\$851,163</u>
Pro-forma basic net income per share as if the fair value based method had been applied to all awards	<u>\$ 0.36</u>	<u>\$ 0.11</u>	<u>\$ 0.04</u>
Pro-forma diluted net income per share as if the fair value based method had been applied to all awards	<u>\$ 0.33</u>	<u>\$ 0.10</u>	<u>\$ 0.04</u>

The fair value of options granted was calculated as of the grant date using the Black-Scholes method with the following assumptions:

	<u>2004</u>	<u>2003</u>	<u>2002</u>
Numbers of options granted	—	—	33,589
Grant date fair value of options	—	—	\$ 0.06
Grant date fair value of the common stock	—	—	\$ 0.56
Expected life of the option (in years)	—	—	5
Annual volatility	—	—	51%
Risk-free interest rates	—	—	4.5%
Dividend Rate	—	—	—

(l) Web Site Development Costs

The Company accounts for Web site development costs in accordance with EITF Issue No. 00-02, *Accounting for Website Development Costs*. Internal Web site development costs that qualify for capitalization have been immaterial for the years ended December 31, 2004, 2003 and 2002.

(m) Recent Accounting Pronouncements

In December 2004, the Financial Accounting Standards Board (“FASB”) issued SFAS 123R, *Share-Based Payment*, which requires the measurement of all share-based payments to employees, including grants of employee stock options, using a fair-value-based method and the recording of such expense in the statement of operations. The accounting provisions of SFAS 123R are effective for reporting periods beginning after June 15, 2005. The Company is required to adopt SFAS 123R in the third quarter of 2005. The pro forma disclosures previously permitted under SFAS 123 no longer will be an alternative to financial statement

TRAVELZOO INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

recognition. Note 1(k) to the Company's consolidated financial statements reports the pro forma net income and net income per share amounts, for 2002 through 2004, as if the Company had used a fair-value-based method similar to the methods required under SFAS 123R to measure compensation expense for employee stock based compensation. Although there are no unvested stock-based compensation awards as of December 31, 2004, the Company may grant such instruments in the future. As a result, the adoption of SFAS No. 123R could have a significant adverse impact on the Company's consolidated statement of operations and net income per share.

In December 2003, the SEC issued Staff Accounting Bulletin No. 104 (SAB 104), *Revenue Recognition*, which superseded Staff Accounting Bulletin No. 101 (SAB 101), *Revenue Recognition in Financial Statements*. The primary purpose of SAB 104 was to rescind accounting guidance contained in SAB 101 related to multiple element revenue arrangements, which was superseded as a result of the issuance of Emerging Issues Task Force Issue No. 00-21 (EITF 00-21), *Accounting for Revenue Arrangements with Multiple Deliverables*. SAB 104 also incorporated certain sections of the SEC's *Revenue Recognition in Financial Statements — Frequently Asked Questions and Answers* document. The adoption of SAB 104 did not have a material impact on Company's consolidated financial position, results of operations, or cash flows.

(2) Commitments and Contingencies

The Company leases office space in Chicago, Miami, Mountain View (California), and New York, under operating leases which expire on July 31, 2005, December 31, 2005, December 31, 2005 and December 31, 2005 respectively. The future minimum rental payments under these operating leases as of December 31, 2004, total \$1,082,054 for 2005. Rent expense was \$1,132,516, \$885,816 and \$471,766 for the years ended December 31, 2004, 2003, and 2002, respectively.

It is possible that claims may be asserted against the Company in the future by former stockholders of Travelzoo.com Corporation seeking to receive shares in the Company, whether based on a claim that the two-year deadline for exchanging their shares was unenforceable or otherwise. In addition, one or more jurisdictions, including the Bahamas or the State of Delaware, may assert rights to unclaimed shares of the Company under escheat statutes. If such escheat claims are asserted, the Company intends to challenge the applicability of escheat rights, in that, among other reasons, the identity, residency and eligibility of the holders in question cannot be determined. There were certain conditions applicable to the issuance of shares to the Netsurfer stockholders, including requirements that (i) they be at least 18 years of age, (ii) they be residents of the U.S. or Canada and (iii) they not apply for shares more than once. The Netsurfer stockholders were required to confirm their compliance with these conditions, and were advised that failure to comply could result in cancellation of their shares in Travelzoo.com Corporation. Travelzoo.com Corporation was not able to verify that the applicants met the requirements referred to above at the time of their applications for issuance of shares. If claims are asserted by persons claiming to be former stockholders of Travelzoo.com Corporation, the Company intends to assert that their rights to receive their shares expired two years following the effective date of the merger, as provided in the merger agreement. The Company also expects to take the position, if escheat or similar claims are asserted in respect of the unissued shares in the future, that it is not required to issue such shares. Further, even if it were established that unissued shares were subject to escheat claims, the Company would assert that the claimant must establish that the original Netsurfer stockholders complied with the conditions to issuance of their shares. The Company is not able to predict the outcome of any future claims which might be asserted relating to the unissued shares. If such claims were asserted, and were fully successful, that could result in the Company's being required to issue up to an additional 4,115,532 shares of common stock for no additional payment.

On October 15, 2004, the Company announced a program under which it will make cash payments to persons who establish that they were former stockholders of Travelzoo.com Corporation, and who failed to submit requests for shares in Travelzoo Inc. within the required time period. The accompanying consolidated

TRAVELZOO INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

financial statements include a charge in general and administrative expenses of \$1.2 million for these cash payments for the year ended December 31, 2004 of which \$525,000 remains as a liability as of December 31, 2004. The liability is based on the number of actual requests received from former stockholders through the reporting date. The total cost of this program is not reliably estimable because it is based on the ultimate number of valid requests received and future levels of the Company's common stock price. The Company's common stock price affects the liability because the amount of cash payments under the program is based in part on the recent level of the stock price at the date valid requests are received. The Company does not know how many of the requests for shares originally received by Travelzoo.com Corporation in 1998 were valid, but the Company believes that only a portion of such requests were valid. As noted above, in order to receive payment under the program, a person is required to establish that such person validly held shares in Travelzoo.com Corporation. Assuming 100% of the requests from 1998 were valid, former stockholders of Travelzoo.com Corporation holding approximately 4,103,000 shares had not submitted claims under the program as of December 31, 2004.

(3) Allowance for Doubtful Accounts and Accrued Expenses

The details of changes to the allowance for doubtful accounts are as follows:

Balance at December 31, 2001	\$ 55,228
Additions — charged to costs and expenses, net	14,571
Deductions — write-offs	<u>(13,874)</u>
Balance at December 31, 2002	55,925
Additions — charged to costs and expenses, net	<u>15,534</u>
Balance at December 31, 2003	71,459
Additions — charged to costs and expenses, net	121,088
Deductions — write-offs	<u>(65,000)</u>
Balance at December 31, 2004	<u>\$127,547</u>

The details of accrued expenses as of December 31, 2004 and 2003 were as follows:

	December 31,	
	<u>2004</u>	<u>2003</u>
Liability to former stockholders	\$ 525,467	\$ —
Accrued compensation	104,592	81,705
Accrued advertising	1,460,127	1,083,493
Accrued professional services	146,904	112,295
Other accrued expenses	<u>227,179</u>	<u>51,045</u>
Total accrued expenses	<u>\$2,464,269</u>	<u>\$1,328,537</u>

(4) Income Taxes

Income tax expense (benefit) for the years ended December 31, 2004, 2003, and 2002 consisted of the following current and deferred components categorized by federal and state jurisdictions. The current provision is generally that portion of income tax expense that is currently payable to the taxing authorities. The Company makes estimated payments of these amounts during the year. The deferred tax provision results

TRAVELZOO INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

from changes in the Company's deferred tax assets (future deductible amounts) and tax liabilities (future taxable amounts), which are presented in the last table of this footnote.

	<u>Current</u>	<u>Deferred</u>	<u>Total</u>
2004:			
Federal	\$4,116,617	\$(348,285)	\$3,768,332
State	<u>1,367,429</u>	<u>(13,316)</u>	<u>1,354,113</u>
	<u>\$5,484,046</u>	<u>\$(361,601)</u>	<u>\$5,122,445</u>
2003:			
Federal	\$1,342,087	\$(127,594)	\$1,214,493
State	<u>499,267</u>	<u>(11,861)</u>	<u>487,406</u>
	<u>\$1,841,354</u>	<u>\$(139,455)</u>	<u>\$1,701,899</u>
2002:			
Federal	\$ 453,851	\$ (26,836)	\$ 427,015
State	<u>151,777</u>	<u>(6,182)</u>	<u>145,595</u>
	<u>\$ 605,628</u>	<u>\$ (33,018)</u>	<u>\$ 572,610</u>

During 2004, an income tax benefit of \$1,931,924 was recorded in stockholders' equity for the tax benefit of stock options exercises.

Income tax expense for the years ended December 31, 2004, 2003, and 2002, differed from the amounts computed by applying the U.S. federal statutory tax rate applicable to the Company's level of pretax income as a result of the following:

	<u>2004</u>	<u>2003</u>	<u>2002</u>
Federal tax at statutory rates	\$3,794,340	\$1,275,097	\$485,714
State taxes, net of federal income tax benefit	893,714	321,688	96,093
Non-deductible expenses and other	<u>434,391</u>	<u>105,114</u>	<u>(9,197)</u>
Total income tax expense	<u>\$5,122,445</u>	<u>\$1,701,899</u>	<u>\$572,610</u>

The tax effects of temporary differences that give rise to significant portions of the Company's deferred tax assets and liabilities as of December 31, 2004, and 2003, are as follows:

	<u>2004</u>	<u>2003</u>
Deferred tax assets:		
Accruals and allowances	\$126,597	\$ 55,519
State income taxes	250,362	169,751
Intangible assets	75,987	57,674
Gross deferred tax assets	<u>\$452,946</u>	<u>\$282,944</u>
Deferred tax liabilities:		
State income taxes	\$ —	\$ (9,409)
Property and equipment	<u>(18,814)</u>	<u>(20,713)</u>
Gross deferred tax liabilities	<u>(18,814)</u>	<u>(30,122)</u>
Net deferred tax assets	<u>\$434,132</u>	<u>\$252,822</u>

TRAVELZOO INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

No valuation allowance has been recorded for the deferred tax assets because management believes that the Company is more likely than not to generate sufficient future taxable income to realize the related tax benefits.

(5) Stockholders' Equity

As of December 31, 2004 the authorized capital stock of Travelzoo Inc. comprised 40,000,000 shares of \$.01 par value common stock and 5,000,000 shares of \$.01 par value preferred stock. As of December 31, 2004, there were 16,233,204 shares outstanding of common stock and no shares of preferred stock issued or outstanding. During January 2001, the Board of Directors of Travelzoo.com Corporation proposed that Travelzoo.com Corporation be merged with Travelzoo Inc. whereby Travelzoo Inc. would be the surviving entity. On March 15, 2002, the stockholders of Travelzoo.com Corporation approved the merger with Travelzoo Inc. On April 25, 2002, the certificate of merger was filed in Delaware upon which the merger became effective and Travelzoo.com Corporation ceased to exist. Each outstanding share of common stock of Travelzoo.com Corporation was converted into the right to receive one share of common stock of Travelzoo Inc. Under and subject to the terms of the merger agreement, stockholders were allowed a period of two years following the effective date of the merger to receive shares of Travelzoo Inc. The records of Travelzoo.com Corporation showed that, assuming all of the shares applied for by the Netsurfer stockholders were validly issued, there were 11,295,874 shares of Travelzoo.com Corporation outstanding. As of April 25, 2004, two years following the effective date of the merger, 7,180,342 shares of Travelzoo.com Corporation had been exchanged for shares of Travelzoo Inc. Prior to that date, the remaining shares which were available for issuance pursuant to the merger agreement were included in the issued and outstanding common stock of Travelzoo Inc. and included in the calculation of basic and diluted earnings per share. After April 25, 2004, the Company ceased issuing shares to the former stockholders of Travelzoo.com Corporation, and no additional shares are reserved for issuance to any former stockholders, because their right to receive shares has now expired. On April 25, 2004, the number of shares reported as outstanding was reduced from 19,425,147 to 15,309,615 to reflect actual shares issued as of the expiration date.

As described in note 1(a), as part of the consideration exchanged for the outstanding shares of Silicon Channels Corporation, the Company also issued to the majority stockholder in January 2001 fully vested and exercisable options to acquire 2,158,349 shares of common stock. The options have an exercise price of \$1.00, are outstanding as of December 31, 2004, and expire in January 2011.

In October 2001, the Company granted to each director fully vested and exercisable options to purchase 30,000 shares of common stock with an exercise price of \$2.00 for their services as a director in 2000 and 2001. A total of 210,000 options were granted. The options expire in October 2011. As of December 31, 2004, 60,000 options remain outstanding. 150,000 of these options were exercised during the year ended December 31, 2004.

In March 2002, Travelzoo Inc. granted to each director options to purchase 5,000 shares of common stock with an exercise price of \$3.00 that vested in connection with their services as a director in 2002. A total of 35,000 options were granted. In October 2002, 1,411 options were forfeited upon the resignation of a director. All other options are vested as of December 31, 2004. The options expire in March 2012. As of December 31, 2004, 10,000 options remain outstanding. 23,589 of these options were exercised during the year ended December 31, 2004.

TRAVELZOO INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The following table presents the activity related to stock options granted by the Company for the years ended December 31, 2002, 2003, and 2004.

	<u>Year Ended December 31,</u>		
	<u>2004</u>	<u>2003</u>	<u>2002</u>
Outstanding at beginning of year	2,401,938	2,401,938	2,368,349
Granted	—	—	35,000
Exercised	(173,589)	—	—
Cancelled	—	—	(1,411)
Outstanding at end of year	2,228,349	2,401,938	2,401,938
Exercisable at end of year	2,228,349	2,401,938	2,401,938
Weighted-average fair value of options granted during the year	—	—	\$ 0.06

The following table summarizes information about stock options outstanding as of December 31, 2004:

<u>Exercise Price</u>	<u>Shares Outstanding and Exercisable</u>	<u>Weighted-Average Remaining Contractual Life</u>	<u>Weighted-Average Exercise Price</u>
\$1.00	2,158,349	7.08 years	\$1.00
\$2.00	60,000	7.83 years	2.00
\$3.00	<u>10,000</u>	<u>8.25 years</u>	<u>3.00</u>
	2,228,349	7.11 years	1.04

In October 2003, the Company completed an underwritten secondary offering of 402,500 shares of common stock sold by the Company's Chief Executive Officer and principal stockholder. The offering was intended primarily to allow the Company to satisfy the requirement for listing on the NASDAQ SmallCap Market that the Company have 300 round lot holders. The costs of the offering of \$328,000 were paid for by the Company and were included in general and administrative expenses.

In October 2004, the Company completed a private placement offering of 750,000 newly-issued shares of common stock for gross proceeds of \$30.0 million to a group of investors. The proceeds from the offering are intended to be used for general corporate purposes, including new product development and marketing expenditures, and potential acquisitions or strategic investments.

(6) Significant Customer Information and Segment Reporting

SFAS No. 131, *Disclosure about Segments of an Enterprise and Related Information*, establishes standards for the reporting by business enterprises of information about operating segments, products and services, geographic areas, and major customers. The method for determining what information to report is based on the way that management organizes the operating segments within a company for making operational decisions and assessing performance. As of December 31, 2004, the Company had one operating segment: online advertising.

TRAVELZOO INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Significant customer information is as follows:

Customer	Percentage of Total Revenue			Percent of Accounts Receivable	
	Year Ended December 31,			December 31,	
	2004	2003	2002	2004	2003
A	12%	*	*	19%	*
B	*	10%	15%	13%	14%
C	*	11%	14%	11%	*

All of the above customers are located in the United States of America.

* Less than 10%

All sales during the years ended December 31, 2004, 2003, and 2002 were made in the United States of America. All tangible assets as of December 31, 2004 and 2003 were located in the United States of America.

(7) Unaudited Quarterly Information

The following represents unaudited quarterly financial data for 2004 and 2003.

	Quarters Ended							
	Dec 31, 2004	Sept 30, 2004	June 30, 2004	Mar 31, 2004	Dec 31, 2003	Sept 30, 2003	June 30, 2003	Mar 31, 2003
	(In thousands)							
Revenues	\$10,509	\$9,507	\$7,201	\$6,462	\$5,201	\$4,785	\$4,291	\$3,714
Cost of revenues	166	183	166	179	141	93	81	83
Gross profit	10,343	9,324	7,035	6,283	5,060	4,692	4,210	3,631
Operating expenses:								
Sales and marketing	4,268	4,339	3,667	3,457	2,821	2,526	2,295	1,924
General and administrative	2,348	1,657	1,101	1,115	1,214	1,115	903	1,057
Merger expenses	—	—	—	—	—	—	—	—
Total operating expenses	6,616	5,996	4,768	4,572	4,035	3,641	3,198	2,981
Income from operations	3,727	3,328	2,267	1,711	1,025	1,051	1,012	650
Interest income	106	9	6	5	5	3	3	2
Income before income taxes	3,833	3,337	2,274	1,716	1,030	1,054	1,015	652
Income tax expense	2,104	1,371	940	707	577	437	419	267
Net income	<u>\$ 1,729</u>	<u>\$1,966</u>	<u>\$1,334</u>	<u>\$1,009</u>	<u>\$ 453</u>	<u>\$ 617</u>	<u>\$ 596</u>	<u>\$ 385</u>
Basic net income per share ..	<u>\$.11</u>	<u>\$.13</u>	<u>\$.08</u>	<u>\$.05</u>	<u>\$.03</u>	<u>\$.03</u>	<u>\$.03</u>	<u>\$.02</u>
Diluted net income per share	<u>\$.09</u>	<u>\$.11</u>	<u>\$.08</u>	<u>\$.05</u>	<u>\$.02</u>	<u>\$.03</u>	<u>\$.03</u>	<u>\$.02</u>

The quarterly data presented above for the three months ended September 30, 2004 reflects a reclassification to general and administrative expenses of \$220,000 of expenses previously reported as other non-operating expenses.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

As of December 31, 2004, we carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's President, Chief Executive Officer and Chief Financial Officer along with the Company's Controller (Chief Accounting Officer), of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(e). Based upon that evaluation, the Company's President, Chief Executive Officer and Chief Financial Officer along with the Company's Controller (Chief Accounting Officer) concluded that our disclosure controls and procedures were effective in timely alerting them to material information relating to the Company (including its consolidated subsidiaries) required to be included in our periodic SEC filings as of December 31, 2004.

During the quarter ended December 31, 2004, there was no change in our internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)) that materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. Other Information

Not applicable.

PART III

Item 10. Directors and Executive Officers of the Registrant

Information required by this item is incorporated by reference to the sections entitled "Election of Directors" and "Section 16(a) Beneficial Ownership Reporting Compliance" appearing in Travelzoo's Definitive Proxy Statement for the Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of Travelzoo's fiscal year ended December 31, 2004.

The following table sets forth certain information with respect to the executive officers of Travelzoo as of March 21, 2005.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Ralph Bartel, Ph.D.	39	President, Chief Executive Officer, and Chief Financial Officer
Holger Bartel, Ph.D. . . .	38	Executive Vice President
Kelly N. Ford	37	Vice President of Marketing
Steven M. Ledwith	47	Chief Technology Officer
Lisa Su	29	Controller (Chief Accounting Officer)
Shirley Tafoya	41	Senior Vice President of Sales

Ralph Bartel founded Travelzoo in May 1998 and has served as our President, Chief Executive Officer and Chairman of the Board of Directors since inception. Prior to his founding of Travelzoo, from 1996 to 1997, Mr. Bartel served as Managing Assistant at Gruner + Jahr AG, the magazine division of Bertelsmann AG. Mr. Bartel holds a Ph.D. in Communications from the University of Mainz, Germany, a Ph.D. in Economics from the University of St. Gallen, Switzerland, an MBA in Finance and Accounting from the University of St. Gallen, Switzerland, and a Master's degree in Journalism from the University of Eichstaett, Germany.

Holger Bartel has served as Executive Vice President since September 1999. From 1995 to 1998, Mr. Bartel worked as an Engagement Manager at McKinsey & Company in Los Angeles. From 1992 to 1994, Mr. Bartel was a research fellow at Harvard Business School. Mr. Bartel holds an MBA in Finance and Accounting and a Ph.D. in Economics from the University of St. Gallen, Switzerland. He is the brother of Ralph Bartel.

Kelly N. Ford has served as Vice President of Marketing since December 2002. From February 2001 to December 2002, Mr. Ford worked as Director of Media Strategy and Development at America Online Inc. From January 2000 to November 2000, Mr. Ford worked as Vice President of Marketing at ISalvage.com, Inc. From 1992 to 2000, Mr. Ford worked at Campbell Soup Company as Marketing Director. Mr. Ford holds a bachelor's degree in Electrical Engineering with Computer Science Specialty from Stanford University and an MBA from INSEAD.

Steven M. Ledwith has served as our Chief Technology Officer since January 2000. From January 1998 to January 2000, Mr. Ledwith worked as Senior Mechanical Engineer at Radix Technologies, Inc. Mr. Ledwith holds a bachelor's degree in Thermomechanical Engineering from University of Illinois at Chicago Circle.

Lisa Su has served as Controller (Chief Accounting Officer) since October 1, 2000. From April 1999 to September 2000, Ms. Su was a Treasury Accountant for Webvan Group, Inc. Ms. Su holds a bachelor's degree in economics/accounting from Claremont McKenna College and an MBA in Finance from California State University, Hayward.

Shirley Tafoya has served as Senior Vice President of Sales since May 2001. From August 1999 to March 2001, Ms. Tafoya worked as Director of Western Sales at Walt Disney Internet Group. From 1998 to 1999, Ms. Tafoya worked as Sales Manager at IDG/ International Data Group. From 1994 to 1998, Ms. Tafoya worked as Director, Global Accounts, at CMP Media. Ms. Tafoya holds a bachelor's degree in Business Administration from Notre Dame de Namur University.

Item 11. *Executive Compensation*

Information regarding executive compensation is incorporated by reference to the information set forth under "Executive Compensation" in our Definitive Proxy Statement for the Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of Travelzoo's fiscal year ended December 31, 2004.

Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*

Information regarding security ownership of certain beneficial owners and management is incorporated by reference to the information set forth under the caption "Stock Ownership by Directors and Executive Officers" and "Security Ownership of Certain Beneficial Owners" in Travelzoo's Definitive Proxy Statement for the Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of Travelzoo's fiscal year ended December 31, 2004.

Item 13. *Certain Relationships and Related Transactions*

Information regarding certain relationships and related transactions is incorporated by reference to the information set forth in our Definitive Proxy Statement for the Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of Travelzoo's fiscal year ended December 31, 2004.

Item 14. *Principal Accountant Fees and Services*

Information regarding principal auditor fees and services is set forth under "Principal Accountant Fees and Services" in the Proxy Statement relating to our 2005 Annual Meeting of Stockholders and is incorporated herein by reference.

PART IV

Item 15. *Exhibits and Financial Statement Schedules*

The following documents are filed as part of this report:

- (1) Our Consolidated Financial Statements are included in Part II, Item 8:

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets

Consolidated Statements of Operations

Consolidated Statements of Stockholders' Equity

Consolidated Statements of Cash Flows

Notes to Consolidated Financial Statements

- (2) Supplementary Consolidated Financial Statement Schedules:

All schedules are omitted because of the absence of conditions under which they are required or because the required information is included in the consolidated financial statements or notes thereto.

- (3) Exhibits:

See attached Exhibit Index.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TRAVELZOO INC.
(Registrant)

By: /s/ RALPH BARTEL
 Ralph Bartel
 Chairman of the Board,
 Chief Executive Officer, and
 Chief Financial Officer

Date: March 30, 2005

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Ralph Bartel as his or her attorney-in-fact, with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Form 10-K, with all exhibits and any and all documents required to be filed with respect thereto, with the Securities and Exchange Commission or any regulatory authority, granting unto such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully to all intents and purposes as he or she might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact and agent or his substitute or substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u> /s/ RALPH BARTEL </u> Ralph Bartel	Chairman of the Board, Chief Executive Officer, and Chief Financial Officer	March 30, 2005
<u> /s/ LISA SU </u> Lisa Su	Controller (Chief Accounting Officer)	March 30, 2005
<u> /s/ DAVID J. EHRLICH </u> David J. Ehrlich	Director	March 31, 2005
<u> /s/ SUZANNA MAK </u> Suzanna Mak	Director	March 29, 2005
<u> /s/ DONOVAN NEALE-MAY </u> Donovan Neale-May	Director	March 31, 2005
<u> /s/ KELLY M. URSO </u> Kelly M. Urso	Director	March 29, 2005

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
3.1	— Certificate of Incorporation of Travelzoo Inc. (Incorporated by reference to our Pre-Effective Amendment No. 6 to our Registration Statement on Form S-4 (File No. 333-55026), filed February 14, 2002)
3.2	— By-laws of Travelzoo Inc. (Incorporated by reference to our Pre-Effective Amendment No. 6 to our Registration Statement on Form S-4 (File No. 333-55026), filed February 14, 2002)
10.1	— Employment Agreement, dated as of April 1, 2000, between Silicon Channels Corporation and Ralph Bartel (Incorporated by reference to our Pre-Effective Amendment No. 6 to our Registration Statement on Form S-4 (File No. 333-55026), filed February 14, 2002)*
10.2	— Stock Option Agreement dated January 22, 2001, between Ralph Bartel and Travelzoo Inc. (Incorporated by reference to our Pre-Effective Amendment No. 6 to our Registration Statement on Form S-4 (File No. 333-55026), filed February 14, 2002)*
10.5	— Form of Director and Officer Indemnification Agreement (Incorporated by reference to our Pre-Effective Amendment No. 6 to our Registration Statement on Form S-4 (File No. 333-55026), filed February 14, 2002)
10.6	— Agreement with Click Here, Inc. dated January 28, 2005
10.7	— Agreement with Click Here, Inc. dated November 11, 2004
10.8	— Agreement with Click Here, Inc. dated July 1, 2004
10.9	— Agreement with Click Here, Inc. dated January 21, 2005
21.1	— Subsidiaries of Travelzoo Inc.**
23.1	— Consent of Independent Registered Public Accounting Firm**
24.1	— Power of Attorney (included on signature page)
31.1	— Certification pursuant to Rule 13a-14(a) and Rule 15d-14(a), under the Securities Exchange Act of 1934, as amended**
32.1	— Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

* This exhibit is a management contract or a compensatory plan or arrangement.

** Filed herewith.

Subsidiaries of Travelzoo Inc.

Travelzoo USA, Inc., a California corporation*

Travelzoo.com Canada, Inc., a corporation formed under the Business Corporations Act of Canada

* Formerly Silicon Channels Corporation

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Travelzoo Inc.:

We consent to the incorporation by reference in the registration statements on Form S-3 (Nos. 333-121076 and 333-119700) and on Form S-8 (No. 333-116093) of Travelzoo Inc. of our report dated January 22, 2005, with respect to the consolidated balance sheets of Travelzoo Inc. and subsidiaries as of December 31, 2003 and 2004, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2004, which report appears in the December 31, 2004 Annual Report on Form 10-K of Travelzoo Inc.

/s/ KPMG LLP

Mountain View, California
March 30, 2005

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Ralph Bartel, certify that:

1. I have reviewed this annual report on Form 10-K of Travelzoo Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this annual report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the Registrant and we have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - b. evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this annual report based on such evaluation; and
 - c. disclosed in this report any change in the Registrants' internal control over financial reporting that occurred during the Registrants' fourth quarter that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting;
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of Registrant's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies in the design or operation of internal control over financial reporting which affect the Registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

TRAVELZOO INC.

By: /s/ RALPH BARTEL
Ralph Bartel
Chairman of the Board,
Chief Executive Officer, and
Chief Financial Officer

Date: March 30, 2005

CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized and the undersigned hereby certifies, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, to the best of his knowledge, that (1) this Report complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 and (2) the information contained in this report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

TRAVELZOO INC.

By: /s/ RALPH BARTEL

Ralph Bartel
*Chairman of the Board,
Chief Executive Officer, and
Chief Financial Officer*

Date: March 30, 2005

The foregoing certification is being furnished solely pursuant to 18 U.S.C. §1350 and is not being filed as part of this Report or as a separate disclosure document.

Investors Relations:

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