

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K

ANNUAL REPORT PURSUANT TO SECTION 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, 2006

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)

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

(Address of Principal Executive Offices)

36-4415727

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

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 if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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 a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of June 30, 2006, 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 Global Select Market, was \$168,675,806.

The number of shares outstanding of the Registrant's Common Stock as of March 1, 2007 was 15,250,479.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's Proxy Statement for its 2007 Annual Meeting of Stockholders are incorporated by reference in this Form 10-K in response to Part II, Item 5 and Part III, Items 10, 11, 12, 13, and 14.

TRAVELZOO INC.

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Forward-Looking Statements

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 in this Report in Part II Item 1A 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.

PART I

Item 1. Business

Overview

Travelzoo Inc. (the “Company” or “Travelzoo”) is an Internet media company. We publish 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 sites (which includes www.travelzoo.com, www.travelzoo.ca, www.travelzoo.co.uk, www.travelzoo.de, among others), 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 600 companies purchase our advertising services, including American Airlines, ATA, Avis Rent A Car, British Airways, Caesars Entertainment, Expedia, Fairmont Hotels & Resorts, Interstate Hotels & Resorts, JetBlue Airways, Kimpton Hotels, Liberty Travel, Marriott Hotels, Royal Caribbean, Spirit Airlines, Starwood Hotels & Resorts Worldwide, United Airlines, and Vanguard Rent-A-Car.

Our revenues are generated from advertising sales. Our revenues have grown rapidly since we began operations in 1998. Our revenues increased from approximately \$84,000 for the period from May 21, 1998 (inception) to December 31, 1998, to approximately \$69.5 million for the year ended December 31, 2006.

We have two operating segments based on geographic regions: North America and Europe. North America consists of our operations in the U.S. and Canada. Europe consists of our operations in the U.K., Germany, and Spain. For the year ended December 31, 2006, European operations were 5% of revenues. Financial information with respect to our business segments and certain financial information about geographic areas appears in Note 7 “Segment Reporting and Significant Customer Information,” to the accompanying consolidated financial statements.

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 beneficially approximately 50.2% 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, 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 "Netsurfer stockholders" for no cash consideration. 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. Earnings per share calculations reflect this reduction of the number of shares reported as outstanding. As of December 31, 2006, there were 15,250,479 shares of common stock outstanding.

In October 2004, the Company announced a program under which it would 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.

In May 2005, we incorporated Travelzoo (Europe) Limited as a wholly-owned subsidiary in the U.K. and began operations in the U.K.

Travelzoo is listed on the NASDAQ Global Select Market under the symbol "TZOO."

Our Industry

According to the TNS Media Intelligence, travel companies spent \$1.3 billion in 2006 on advertising in newspapers (source: TNS Media Intelligence, 2007). 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: DoubleClick Touchpoints III consumer survey, 2005).

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" below.

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 their 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 profitability. 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 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 Internet users. Our publications include the *Travelzoo* Web sites (which includes www.travelzoo.com, www.travelzoo.ca, www.travelzoo.co.uk, www.travelzoo.de, among others), 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 sites	Web sites in the U.S., Canada, U.K., and Germany listing thousands of outstanding sales and specials from more than 600 travel companies	24/7	4.1 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	10.4 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	8.1 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	4.9 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 sites, reach information is based on internal *Travelzoo* calculations using comScore Media Metrix and Alexa data. For *Top 20*, *Newsflash*, and *SuperSearch*, reach/usage information is based on internal *Travelzoo* statistics as of December 31, 2006.

In 2006, 95% of our total revenues were generated from our North America operations, and 5% of our total revenues were generated from our European operations.

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 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 access to Internet users across the U.S., Canada, U.K., and Germany.

Benefits to Consumers

Our *Travelzoo* Web sites, 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 sites and our *Travelzoo Top 20* e-mail newsletter aggregate information on current special offers from more than 600 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.
- *Reliable Information.* We operate a Test Booking Center to check the availability of travel deals included in the *Travelzoo Top 20* before publishing.
- *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 online marketing and direct marketing to promote our brand to consumers. 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” below.
- *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, 2006, our client base included more than 600 travel companies, including airlines, hotels, cruise lines, vacations packagers, tour operators, car rental companies, and travel agents. Some of our clients are:

American Airlines	Interstate Hotels & Resort
Apple Vacations	JetBlue Airways
ATA	Kimpton Hotels
Avis Rent A Car	Liberty Travel
British Airways	Lufthansa
Budget Rent A Car	Marriott Hotels
Caesars Entertainment	Orbitz
CheapTickets	Pleasant Holidays
Expedia	Royal Caribbean
Fairmont Hotels and Resorts	Spirit Airlines
Frontier Airlines	Starwood Hotels & Resorts Worldwide
Funjet Vacations	United Airlines
Harrah's	Vanguard Rent-A-Car
Hawaiian Airlines	Virgin Atlantic
Hilton Hotels	

As discussed in Note 7 to the accompanying consolidated financial statements, two clients each accounted for 10% or more of our total revenues during the years ended December 31, 2006 and 2005. One client accounted for 10% or more of our total revenues during the year ended December 31, 2004. No other clients accounted for 10% or more of our total revenues during the years ended December 31, 2006, 2005, or 2004. The agreements with these clients are in the form of multiple insertion orders from groups of entities under common control. Management expects revenue concentration to remain at the current level in the foreseeable future because there is a high concentration in the online travel agency industry.

Sales and Marketing

As of December 31, 2006, our advertising sales force consisted of a Senior Vice President of Sales, four advertising sales directors, and nine advertising sales managers. We intend to grow our advertising client base by expanding the size of our sales force.

We currently utilize online marketing and direct marketing to promote our brand to consumers. In addition, we utilize an online marketing program to acquire new subscribers for our e-mail publications. 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 sites, our users are not required to download or upload large files from or to our Web sites, 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 for advertising dollars with large Internet portal sites, such as America Online, MSN and Yahoo!, that offer listings or other advertising opportunities for travel companies. We also compete with search engines like Google and Yahoo! Search 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 U.S. The directive may adversely affect our operations in Europe.

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, on an overall basis, benefit our business as we do not use spam techniques or practices and may 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, travelzoo.de, weekend.com, and weekends.com, and have registered "Travelzoo" as a trademark in both the United States and in the European Community. 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 names will not lose their value, or that we will not have to obtain entirely new domain names in addition to or in lieu of our current domain names 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.” 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 March 18, 2002, we filed with the PTO 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.

On September 26, 2002, we filed with the Office for Harmonization in the Internal Market (“OHIM”) of the European Community to register the trademark “Travelzoo” for “promoting the goods and services of others through the offer of travel goods and services, shopping club services and information on travel goods and services to members,” “providing information and news in the fields of travel and transportation via an on-line global communications network and making reservations and bookings for travel and transportation,” and “providing information and news in the field of temporary accommodation via an on-line global communications network and making reservations and bookings for temporary accommodation.” The mark was registered on May 11, 2004.

Employees

As of December 31, 2006, we had 82 employees, of whom 23 worked in sales and marketing, 41 in production, 7 in network operations and software engineering and 11 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.

Internet Access to Other Information

We make available free of charge, on or through our Web site (www.travelzoo.com), annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as well as proxy statements, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the U.S. Securities and Exchange Commission (SEC). Information included on our Web site does not constitute part of this Annual Report on Form 10-K.

Item 1A. 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

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 significantly accelerate expenditures relating to our sales and marketing efforts or otherwise increase our financial commitment to creating and maintaining brand awareness among Internet users and travel companies. 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. If our operations in Europe and our expected expansion into other regions in the future incur significant losses, this will result in a significant negative impact on our results of operations. In this case, the value of the shares of Travelzoo Inc. 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, including our acquisition of new subscribers and our expansion efforts in other regions;
- 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 sites;
- technical difficulties or system downtime affecting the Internet generally or the operation of our products and services specifically; and

- payments which we may make to previous stockholders of Travelzoo.com Corporation who failed to submit requests for shares in Travelzoo Inc. within the required time period.

We may significantly increase our operating expenses related to advertising campaigns for *Travelzoo* for a certain period if we see a unique opportunity for a brand marketing campaign, if we find it necessary to respond to increased brand marketing by a competitor, or if we decide to accelerate our acquisition of new subscribers.

If revenues fall below our expectations in any quarter and we are unable to quickly reduce our operating expenses in response, our operating results would be lower than expected and our stock price may fall.

We depend on two clients for a substantial part of our revenues.

In the fiscal year ended December 31, 2006, two clients accounted for 16% and 14% of our revenues. The agreements with these clients are in the form of multiple insertion orders from groups of entities under common control, in either the Company's standard form or in the client's form. The loss of either client may result in a significant decrease in our revenues, which could have a material adverse effect on our business.

Our business model 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 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. In case of another recession, 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, which could result 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. Any such event could reduce our revenue and harm our operating results and financial condition. We do not carry business interruption insurance to compensate us for losses that may occur as a result of any of these events.

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 U.S. 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 such 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.

Since the commencement of our operations, we have experienced a period of rapid growth. In order to execute our business plan, we must continue to grow significantly. As of December 31, 2006, we had 82 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 could otherwise have a material adverse effect on our business.

Our international operations are subject to increased risks which could harm our business, operating results and financial condition.

In May 2005, we began operations in the U.K. In February 2006, we began operations in Germany. In April 2006, we began operations in Canada. Our plan is to expand into other European and Asian countries in 2007. In addition to uncertainty about our ability to generate net income from our foreign operations and expand our international market position, there are certain risks inherent in doing business internationally, including:

- trade barriers and changes in trade regulations;
- difficulties in developing, staffing and simultaneously managing foreign operations as a result of distance, language and cultural differences;
- stringent local labor laws and regulations;
- currency exchange rate fluctuations;
- risks related to government regulation; and
- potentially adverse tax consequences.

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

We compete for advertising dollars with large Internet portal sites, such as America Online, 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 Yahoo! Search 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, and Chief Executive Officer. 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 2006, the sales price of our common stock on the NASDAQ Global Select Market ranged from \$16.50 to \$52.99. 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, and Chief Executive Officer, is our largest stockholder, holding beneficially approximately 50.2% of our outstanding shares with options to increase his percentage ownership to 56.4% on a fully-diluted basis. Through his share ownership, he is in a position to control Travelzoo Inc. 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. We do not carry general liability insurance.

Claims may be asserted against us relating to shares not issued in our 2002 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 shares in the Company. 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 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, 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 4,073,000 shares of common stock for no additional payment, which would result in substantial dilution of the ownership interests of the other stockholders, and in 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 would make cash payments to people who establish that they were former stockholders of Travelzoo.com Corporation, and who failed to submit requests to convert shares into Travelzoo Inc. within the required time period. The accompanying consolidated financial statements include a charge in general and administrative expenses of \$160,000 for these cash payments for the year ended December 31, 2006, of which \$10,000 remains as a liability as of December 31, 2006. The liability is based on the number of actual requests received from former stockholders through December 31, 2006 that remain unpaid. 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 4,073,000 shares had not submitted claims under the program as of December 31, 2006.

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 obligated to evaluate 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. In our 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 has been categorized as material weaknesses. 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. The Office for Harmonization in the Internal Market of the European Community registered the trademark for “Travelzoo” on May 11, 2004. 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 1B. *Unresolved Staff Comments*

None.

Item 2. *Properties*

We are headquartered in New York, New York, where we occupy approximately 3,000 square feet of leased office space. In addition to our New York office, we have several leased offices throughout the U.S. and Canada for our North America operations, including Chicago, Illinois, Las Vegas, Nevada, Miami, Florida, Mountain View, California and Toronto, Canada.

We also have leased offices for our European operations in various cities and locations in the U.K., Germany, Spain and France.

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 2006.

PART II

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

Since August 18, 2004, our common stock has been trading on the NASDAQ Global Select 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." The following table sets forth, for the periods indicated, the high and low sales prices per share of our common stock as reported by NASDAQ.

	<u>High</u>	<u>Low</u>
2006:		
Fourth Quarter	\$ 40.10	\$ 28.23
Third Quarter	\$ 37.87	\$ 26.17
Second Quarter	\$ 52.99	\$ 18.41
First Quarter	\$ 25.19	\$ 16.50
2005:		
Fourth Quarter	\$ 26.30	\$ 16.61
Third Quarter	\$ 34.27	\$ 21.31
Second Quarter	\$ 56.70	\$ 27.02
First Quarter	\$ 99.75	\$ 41.54

On February 28, 2007, the last reported sales price of the common stock on the NASDAQ Global Select Market was \$33.61 per share.

As of February 21, 2007, there were approximately 125,760 stockholders of record.

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.

Sales of Unregistered Securities

There were no unregistered sales of equity securities during fiscal 2006.

Repurchases of Equity Securities

We repurchased and retired 1 million shares of the Company's outstanding common stock in 2006.

Performance Graph

Information regarding performance graph is incorporated by reference to the information set forth under the caption "Performance Graph" in the definitive Proxy Statement relating to our 2007 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of our fiscal year ended December 31, 2006 and is incorporated herein by reference.

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,				
	2006	2005	2004	2003	2002
	(In thousands, except per share data)				
Revenues	\$ 69,525	\$ 50,772	\$ 33,679	\$ 17,991	\$ 9,848
Income from operations	29,753	14,870	11,033	3,739	1,422
Net income	16,803	7,963	6,037	2,050	853
Net income per share — basic	\$ 1.08	\$ 0.49	\$ 0.36	\$ 0.11	\$ 0.04
Net income per share — diluted	\$ 1.01	\$ 0.45	\$ 0.33	\$ 0.10	\$ 0.04
Shares used in per share calculation — basic	15,503	16,249	16,879	19,425	19,425
Shares used in per share calculation — diluted	16,712	17,731	18,475	20,527	19,896

Consolidated Balance Sheet Data:

	December 31,				
	2006	2005	2004	2003	2002
	(In thousands)				
Cash and cash equivalents	\$ 33,415	\$ 24,469	\$ 26,435	\$ 3,522	\$ 1,258
Short term investments	—	19,887	10,032	—	—
Working capital	36,472	48,136	40,027	3,460	1,340
Total assets	43,700	55,452	43,257	6,726	3,240
Stockholders' equity	36,817	48,533	40,263	3,841	1,791

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. We publish 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 sites, 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 600 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 sites, in the *Travelzoo Top 20* e-mail newsletter, in the *Newsflash* e-mail product, and in *SuperSearch*, a pay-per-click travel search engine. Revenues are principally generated from the sale of advertising in the U.S. Listing fees are based on placement, number of listings, number of impressions, or number of clickthroughs. Smaller advertising agreements — typically \$4,000 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.

We have two operating segments based on geographic regions: North America and Europe. North America consists of our operations in the U.S. and Canada. Europe consists of our operations in the U.K., Germany and Spain. As of December 31, 2006, European operations were 5% of revenues.

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 the homepages of the *Travelzoo* Web sites;
- Operating margin;
- Growth in revenues in the absolute and relative to the growth in reach of the Company's publications; and
- 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, 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 as described below. 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.* 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 click-throughs 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 deemed 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.

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

Allowance for Doubtful Accounts

We record a provision for doubtful accounts based on our historical experience of write-offs and 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.

Liability to Former Stockholders

On October 15, 2004, we announced a program under which we would make cash payments to people who establish that they were former stockholders of Travelzoo.com Corporation, and who failed to submit requests to convert shares into 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. We do not know how many of the requests for shares originally received by Travelzoo.com Corporation in 1998 were valid. We believe 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. Please refer to Note 2 to the consolidated financial statements for further details about our liabilities to former stockholders.

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, 2006, 2005 and 2004.

	Year Ended December 31,		
	2006	2005	2004
Revenues	100%	100%	100%
Cost of revenues	1	2	2
Gross profit	99	98	98
Operating expenses:			
Sales and marketing	42	51	47
General and administrative	14	18	18
Total operating expenses	56	69	65
Income from operations	43	29	33
Interest income	2	2	—
Income before income taxes	45	31	33
Income taxes	21	15	15
Net income	24%	16%	18%

For the year ended December 31, 2006, we reported income from operations of approximately \$29.8 million. As of December 31, 2006, we had retained earnings of approximately \$34.6 million. Our operating margin increased to 42.8% for the year ended December 31, 2006 from 29.3% in 2005. The main reason for this increase in operating margin is that our sales and marketing expenses as a percentage of revenue did not increase at the same rate as our revenues due primarily to a decrease in marketing expenses as a result of a lower cost of acquiring new subscribers and fewer new subscribers acquired (see "Subscriber Acquisition" below). Another reason for this increase in our operating margin is that our general and administrative expenses as a percentage of revenue did not increase at the same rate as our revenues due primarily to a decrease in the number of requests received related to a program in which the Company intends to make cash payments to people who establish that they were former stockholders of Travelzoo.com Corporation, and who failed to submit requests to convert shares into Travelzoo Inc. within the required time period.

We do not know whether our sales and marketing expenses as a percentage of revenue will continue to decrease in future periods. Increased competition in our industry may require us to increase advertising for our brand and for our products. Increases in the average cost of acquiring new subscribers (see "Subscriber Acquisition" below) may result in an increase of sales and marketing expenses as a percentage of revenue. We may decide to accelerate our subscriber acquisition for various strategic and tactical reasons and, as a result, increase our marketing expenses. We may see a unique opportunity for a brand marketing campaign that will result in an increase of marketing expenses. Further, our strategy to replicate our business model in selected foreign markets (see "Growth Strategy" below) may result in a significant increase in our sales and marketing expenses and have a material adverse impact on our results of operations. We expect fluctuations of sales and marketing expenses as a percentage of revenue from quarter to quarter. Some of the fluctuations may be significant and have a material impact on our results of operations.

We do not know what our general and administrative expenses as a percentage of revenue will be in future periods. There may be fluctuations that have a material impact on our results of operations. 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 absolute general and administrative expenses to continue to increase. In addition, we expect that we will incur significant expenses in 2007 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 ("SOX"). At this time, the total cost is not reliably estimable as it will be dependent on the number of areas requiring improvement and the extent of any required remediation efforts.

as well as growth of our international operations. We expect our planned expansion into foreign markets to result in a significant additional increase in our general and administrative expenses. Our general and administrative expenses as a percentage of revenue may also fluctuate depending on the number of requests received related to a program under which the Company intends to make cash payments to people who establish that they were former stockholders of Travelzoo.com Corporation, and who failed to submit requests to convert shares into Travelzoo Inc. within the required time period.

Reach

The following table sets forth the number of subscribers of each of our e-mail publications in both North America and Europe as of December 31, 2006 and 2005 and the total number of page views for the homepages of the *Travelzoo* Web sites in North America for the years ended December 31, 2006 and 2005 and the number of page views for the homepage of the *Travelzoo* Web sites in Europe for the year ended December 31, 2006 and the period from November 9, 2005 to December 31, 2005. Management considers page views for the *Travelzoo* homepages as indicators for the growth of 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 whether we are able to convert higher reach into higher revenues.

	Year Ended December 31,		Year-Over-Year Growth(2)
	2006	2005	
Subscribers:			
North America			
<i>Travelzoo Top 20</i>	9,751,000	9,057,000	+8%
<i>Newsflash</i>	7,545,000	6,163,000	+22%
Europe			
<i>Travelzoo Top 20</i>	625,000	295,000	+112%
<i>Newsflash</i>	551,000	206,000	+167%
Page views of homepages of <i>Travelzoo</i> Web sites:			
North America	40,983,000	38,170,000	+7%
Europe(1)	3,447,000	268,000	N/A

(1) For the year ended December 31, 2005, the data only includes information from November 9 to December 31, 2005. No information available for period before November 9, 2005.

(2) The comparability of year-over-year changes of page views of the homepages of *Travelzoo* Web sites may be limited due to the design and navigation of the Web sites. Additionally, we believe that the increased use of security software has adversely affected the tracking of page views.

The Company's revenues for North America for the year ended December 31, 2006 increased by 33% from the previous year. The number of subscribers of the *Travelzoo Top 20* e-mail newsletter increased by 8% for North America and page views of the homepages of the *Travelzoo* North America Web sites increased by 7%. Management believes that the data for the years ended December 31, 2006 and 2005 shows that the Company was able to generate higher revenues as reach increased.

Revenues

Our total revenues increased to \$69.5 million for the year ended December 31, 2006 from \$50.8 million for the year ended December 31, 2005. This represents an increase of 37%. Total revenues for the year ended December 31, 2005 increased to \$50.8 million from \$33.7 million for the year ended December 31, 2004. This represented an increase of 51%.

13% of our revenue growth in the year ended December 31, 2006 compared to the year ended December 31, 2005 came from our operations in Europe. The remaining 87% came from our operations in North America (i.e. *Travelzoo* Web sites, *Travelzoo Top 20* newsletter, *Newsflash* and *SuperSearch*) and is attributed to an increase in our advertising rates for our existing products and an increase in the number of clients and the volume of advertising

sold. Approximately 23% of our revenue growth in the year ended December 31, 2006 compared to the year ended December 31, 2005 is attributed to an increase in our advertising rates in North America for our existing products. Due to the increase in the reach of our publications, we increased the prices for advertising placements in our publications on average by approximately 13% as of January 1, 2006. Approximately 64% of our revenue growth in the year ended December 31, 2006 compared to the year ended December 31, 2005 is attributed to an increase in the number of clients in North America and an increase in the volume of advertising sold to existing clients in North America.

Approximately 68% of our revenue growth in the year ended December 31, 2005 compared to the year ended December 31, 2004 came from our new product, *SuperSearch*. Approximately 4% of our revenue growth came from our operations in Europe. The remaining 28% of our revenue growth came from our other products (i.e. *Travelzoo* Web sites, *Travelzoo Top 20* newsletter, and *Newsflash*) and is attributed to an increase in our advertising rates for our existing products and an increase in the number of clients and the volume of advertising sold.

As discussed in Note 7 to the accompanying consolidated financial statements, two clients accounted for 16% and 14% of our total revenues in the year ended December 31, 2006. In the year ended December 31, 2005, two clients accounted for 15% and 12% of our total revenues. In the year ended December 31, 2004, one client accounted for 12% of our total revenues. No other clients accounted for 10% or more of our total revenues during the years ended December 31, 2006, 2005, or 2004. The agreements with these clients are in the form of multiple insertion orders from groups of entities under common control. Management expects revenue concentration to remain at the current level in the foreseeable future because there is a high concentration in the online travel agency industry.

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 will be 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 have historically increased the number of clients in each year since inception. We do not know if we will be able to increase the number of clients in the future.

Over the last three years we increased advertising rates as of January 1 of each year. We intend to increase advertising rates once a year as of January 1. However, there is no assurance that there will be increases of advertising rates. Depending on the level of competition in the industry and the condition of the online advertising market, we may decide not to increase our advertising rates.

Average revenue per employee increased to \$848,000 for the year ended December 31, 2006 and \$725,000 for the year ended December 31, 2005 from \$678,000 for the year ended December 31, 2004.

Cost of Revenues

Cost of revenues consists primarily 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 \$1.0 million for the year ended December 31, 2006 and to \$878,000 for the year ended December 31, 2005 from \$695,000 for the year ended December 31, 2004. As a percentage of revenue, cost of revenues was 1% for the year ended December 31, 2006, down from 2% for the years ended December 31, 2005 and 2004. Cost of revenues as a percentage of revenues for the year ended December 31, 2006 decreased compared to the year ended December 31, 2005 because we did not need to increase our network operations staff significantly, and we did not have significant 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, salary expenses associated with sales and marketing staff, expenses related to our participation in industry conferences, and public relations expenses. Sales and marketing expenses for the year ended December 31, 2006 increased to \$29.4 million and to \$25.9 million for the year ended December 31, 2005 from \$15.7 million for the year ended December 31, 2004. The increase in sales and marketing expense for the year ended December 31, 2006 was primarily due to a \$1.8 million increase in salary expense and a \$765,000 increase in expenses related to our participation in industry conferences, public relations and the introduction of video content on our Web site. The increase in sales and marketing expenses for the year ended December 31, 2005 was primarily due to an increase of \$8.5 million in our advertising campaigns and a \$1.7 million increase in salary expense.

The goal of our advertising campaigns was to acquire new subscribers for our e-mail products, promote *SuperSearch* and increase brand awareness for *Travelzoo*. For the years ended December 31, 2006, 2005, and 2004, advertising expenses accounted for 70%, 78%, and 75% respectively, of sales and marketing expenses. Advertising activities during these three year periods consisted primarily of online advertising.

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 and continue to promote our brand. 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.

In May 2005, we began operations in the U.K. In February 2006, we began operations in Germany. In April 2006, we began operations in Canada. In July 2006, we opened a sales office in Spain. The start-up of our business in Europe and Canada and our plan to expand into other countries in 2007 is expected to result in a significant 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 \$9.4 million for the year ended December 31, 2006 and to \$9.1 million for the year ended December 31, 2005 from \$6.2 million for the year ended December 31, 2004. In 2006, general and administrative expenses increased primarily due to an increase of \$583,000 in office expenses and a \$377,000 increase in salary expense as headcount grew and with the expansion to foreign markets and a \$243,000 increase in legal and professional service expenses. These increases were offset by a \$1.0 million decrease in expenses related to a program under which the Company makes cash payments to people who establish that they were former stockholders of Travelzoo.com Corporation, and who failed to submit requests to convert their shares into Travelzoo Inc. within the required time period. In 2005, general and administrative expenses increased primarily due to expenses of \$1.0 million for SOX compliance and also due to an increase of \$536,000 in expenses for office space as headcount grew and with expansion to foreign markets.

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.

Our strategy to replicate our business model in foreign markets could result in a significant additional increase in our general and administrative expenses.

The Company recorded expenses of \$160,000, \$1.2 million and \$1.2 million in the years ended December 31, 2006, 2005 and 2004, respectively, related to a program under which we make cash payments to people who establish that they were former stockholders of Travelzoo.com Corporation, and who failed to submit requests to convert shares into Travelzoo Inc. within the required time period. The expenses are based on the number of actual

valid requests received and the Company's stock price. The Company expects expenses related to the program to decrease in future periods due to the expected decrease in the number of actual valid requests received.

Subscriber Acquisition

The table set forth below provides for each quarter in 2004, 2005, and 2006, an analysis of our average cost for acquisition of new subscribers for our *Travelzoo Top 20* newsletter and our *Newsflash* e-mail alert service for our operating segments, North America and Europe.

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.

North America:

<u>Period</u>	<u>Average Cost per Acquisition of a New Subscriber</u>	<u>New Subscribers</u>	<u>Unsubscribes</u>	<u>Balance</u>
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	(406,316)	8,145,737
Q1 2005	\$ 2.59	659,459	(475,938)	8,329,258
Q2 2005	\$ 2.62	806,734	(533,109)	8,602,883
Q3 2005	\$ 3.19	740,768	(422,868)	8,920,783
Q4 2005	\$ 2.41	729,460	(273,389)	9,376,854
Q1 2006	\$ 2.54	714,643	(317,947)	9,773,550
Q2 2006	\$ 2.11	737,735	(532,676)	9,978,609
Q3 2006	\$ 1.86	491,524	(327,471)	10,142,662
Q4 2006	\$ 1.56	373,559	(288,883)	10,227,338

Europe:

<u>Period</u>	<u>Average Cost per Acquisition of a New Subscriber</u>	<u>New Subscribers</u>	<u>Unsubscribes</u>	<u>Balance</u>
Q3 2005	\$ 1.65	127,857	(5,577)	140,153
Q4 2005	\$ 2.02	174,514	(16,898)	297,769
Q1 2006	\$ 2.15	143,666	(16,831)	424,604
Q2 2006	\$ 2.69	129,438	(34,070)	519,972
Q3 2006	\$ 1.23	126,566	(29,794)	616,744
Q4 2006	\$ 2.94	69,489	(30,943)	655,290

In North America, 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 for North America in Q3 2004 reflects the effect of new advertising campaigns which were tested at that time. The decline in new subscriber acquisition costs in North America in Q3 2006 was impacted by a credit received from a vendor in the amount of \$170,000. We do not consider these declines in new subscriber costs to be indicative of a longer-term trend or to indicate that our subscriber costs are likely to stay at this level or are likely to decline further.

Increasing average cost per subscriber is likely to result in 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 is necessary to continue to grow the reach of our publications. However, 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.

Segment Information

We have presented the business segments in this Form 10-K based on our organizational structure as of December 31, 2006.

North America

	Year Ended December 31,		
	2006	2005 (In thousands)	2004
Net revenues	\$ 66,509	\$ 50,161	\$ 33,679
Income from operations	31,337	16,000	11,033
Income from operations as a % of revenues	47%	32%	33%

In North America, revenues increased 33% in the year ended December 31, 2006 compared to the same period in 2005. The North America revenue growth was driven by the increase of advertising rates, additions of new clients and increased spending from existing clients.

North America revenues increased by 49% in the year ended December 31, 2005 compared to the same period in 2004. The North America revenue growth was driven by the revenues from our new product, *SuperSearch*, increased advertising rates, additions of new clients and increased spending from existing clients.

Income from operations for North America as a percentage of revenue in the year ended December 31, 2006 increased by 15 percentage points compared to the same period in 2005. This was primarily due to a 10 percentage point decrease in sales and marketing expenses as a percentage of revenue in the year ended December 31, 2006 compared to the same period in 2005. Sales and marketing expenses for North America increased to \$26.4 million in the year ended December 31, 2006 compared to \$24.7 million in the same period last year. This \$1.7 million increase was primarily due to a \$1.2 million increase in salary expense for sales and marketing staff and a \$419,000 increase in travel expenses. There was also a 5 percentage point decrease in general and administrative expenses as a percentage of revenue in the year ended December 31, 2006 compared to the same period last year. General and administrative expenses for North America decreased to \$7.8 million in the year ended December 31, 2006 compared to \$8.5 million in the same period last year. This \$700,000 decrease was primarily due to a \$1.0 million decrease in expenses related to a program under which the Company makes cash payments to people who establish that they were former stockholders of Travelzoo.com Corporation, and who failed to submit requests to convert their shares into Travelzoo Inc. within the required time period, offset by a \$242,000 increase in office expenses.

Income from operations for North America as a percentage of revenues in the year ended December 31, 2005 decreased by 1 percentage point compared to the same period in 2004. This was primarily due to a 3 percentage point increase in sales and marketing expenses as a percentage of revenue in the year ended December 31, 2005

compared to the same period in 2004 offset by a 1 percentage point decrease in general and administrative expenses as a percentage of revenue. Sales and marketing expenses for North America increased to \$24.7 million in the year ended December 31, 2005 compared to \$15.7 million in the same period in 2004. The \$9.0 million increase was primarily due to a \$7.6 million increase in advertising expense and a \$1.4 million increase in salary expense.

Europe

	Year Ended December 31,		
	2006	2005	2004
	(In thousands)		
Net revenues	\$ 3,232	\$ 757	\$ —
Loss from operations	(1,586)	(1,117)	—
Loss from operations as a % of revenues	49%	148%	n/a

In Europe, revenues increased to \$3.2 million in the year ended December 31, 2006 from \$757,000 for the same period in 2005. We began operations in Europe in May 2005.

Our loss from operations in Europe was \$1.6 million in the year ended December 31, 2006 compared to \$1.1 million in the year ended December 31, 2005. The \$2.5 million increase in revenues was offset by a \$2.9 million increase in operating expenses. The increase in operating expenses was primarily due to a \$1.1 million increase in expenses related to the acquisition of subscribers and Web site traffic and a \$1.1 million increase in salary expense due to an increase in headcount and a \$331,000 increase in office expenses.

Interest Income

Interest income consists primarily of interest earned on cash, cash equivalents and investments. Our interest income increased to \$1.2 million for the year ended December 31, 2006 from \$961,000 for the year ended December 31, 2005 due primarily to higher interest rates. Our interest income increased to \$961,000 for the year ended December 31, 2005 from \$126,000 for the year ended December 31, 2004 primarily as a result of increased interest income due to increased cash and short term investments from the issuance of common stock in a private placement transaction in 2004 and also from higher interest rates.

Income Taxes

For the year ended December 31, 2006, we recorded an income tax provision of \$14.2 million. For the years ended December 31, 2005 and 2004, we recorded income tax provisions of \$7.9 million and \$5.1 million, respectively. Our effective tax rates for 2006, 2005 and 2004 were 46%, 50% and 46%, 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, adjusted to take into account expenses that are treated as having no recognizable tax benefit. Our effective tax rate decreased in 2006 compared to 2005 due primarily to a decrease in the expenses related to the program to make cash payments to former stockholders which were treated as non tax deductible expenses for financial statement reporting purposes. Our effective tax rate increased in 2005 compared to 2004 due primarily to losses from our European operations in 2005 which were treated as having no recognizable tax benefit.

We expect that our effective tax rate in future periods may fluctuate depending on the total amount of expenses representing payments to former stockholders, losses or gains incurred by our European and Canadian operations, related European and Canadian tax liabilities and corresponding U.S. tax credits, if any.

During the years ended December 31, 2005 and 2004, the Company realized tax benefits of \$435,000 and \$1.9 million, respectively, 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, 2006 we had \$33.4 million in cash, cash equivalents and short-term investments. Cash, cash equivalents and short-term investments decreased from \$44.4 million on December 31, 2005 primarily as a result of cash provided by operating activities offset by cash used in financing activities as explained below. Cash,

cash equivalents and short-term investments increased to \$44.4 million on December 31, 2005 from \$36.5 million on December 31, 2004 primarily as a result of cash provided by operating activities 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, 2006 was \$17.3 million. Net cash provided by operating activities in the year ended December 31, 2005 was \$8.1 million. Net cash provided by operating activities in the year ended December 31, 2004 was \$4.5 million. In the year ended December 31, 2006, net cash provided by operating activities resulted primarily from net income and a net decrease in accounts receivable offset by a decrease in accrued expenses and an increase in deferred income taxes. In the year ended December 31, 2005, net cash provided by operating activities resulted primarily from net income and a net increase in accrued expenses and accounts payable offset by increases in accounts receivable and deferred income taxes. 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.

Net cash provided by investing activities was \$20.2 million during the year ended December 31, 2006. Net cash used in investing activities was \$10.0 million and \$10.1 million during the years ended December 31, 2005 and 2004, respectively. In 2006, net cash was provided primarily by the sale of short-term investments of \$35 million offset by the purchase of short-term investments of \$14.7 million. In 2005 and 2004, net cash was used primarily for purchases of short-term investments of \$49.5 million and \$10.0 million, respectively. In 2005, net cash used in investing activities was offset by sale of short-term investments of \$39.7 million.

Net cash used in financing activities was \$28.6 million and \$89,000 for the years ended December 31, 2006 and 2005, respectively. Net cash provided by financing activities was \$28.5 million in the year ended December 31, 2004. The net cash used in the year ended December 31, 2006 was due primarily to the repurchase of 1 million shares of common stock totaling \$28.6 million. The net cash used in the year ended December 31, 2005 was due primarily to additional costs from the issuance of common stock in 2004 offset by proceeds from stock option exercises. The net cash provided in the year ended December 31, 2004 was due primarily to the proceeds from issuance of common stock in a private placement transaction and upon exercises of stock options by directors.

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 new 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 program under which we would make cash payments to people who establish that they were former stockholders of Travelzoo.com Corporation, and who failed to submit requests to convert shares into Travelzoo Inc. within the required time period, we have incurred expenses of \$2.6 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 requests 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.

We expect that cash on hand will be sufficient to finance the expansion of our European operations.

The following summarizes our principal contractual commitments as of December 31, 2006 (in thousands):

	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>Thereafter</u>	<u>Total</u>
Operating leases	\$ 1,761	\$ 250	\$ 95	\$ —	\$ —	\$ 2,106
Purchase obligations	168	14	—	—	—	182
Total commitments	<u>\$ 1,929</u>	<u>\$ 264</u>	<u>\$ 95</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 2,288</u>

As of December 31, 2006, we have recorded a liability of \$10,000 for the estimated minimum liability that is probable to be paid under a program to make cash payments to former stockholders of Travelzoo.com Corporation based on claims received as of December 31, 2006. The total liability incurred under 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.

Growth Strategy

Our growth strategy has two main elements:

- Replicate our business model in selected foreign markets in Europe and the Asia Pacific region; and
- Expand the scope of our business model.

In March 2007, we announced the opening of an office in Paris and our expansion into France. We intend to create a third business segment, Asia Pacific, and begin operations in the Asia Pacific region, including Australia, Greater China (China, Hong Kong, Taiwan), India, Japan, and South Korea, in 2007 and 2008.

In 2007, we intend to list show ticket offers on our *Travelzoo* Web sites. Further, we intend to launch Travelzoo Network, a network of affiliate Web sites that list travel deals published by Travelzoo.

We do not know what impact this growth strategy will have on our results of operations because we cannot reliably estimate expenses and revenues. It is possible that the increase in expenses will have a material adverse impact on our results of operations.

Recent Accounting Pronouncements

In June 2006, the Financial Accounting Standards Board ("FASB") issued Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" ("FIN 48"). FIN 48 clarifies the accounting and reporting for income taxes recognized in accordance with SFAS No. 109, "Accounting for Income Taxes." FIN 48 prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return, and also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. FIN 48 is effective for the Company beginning in the first quarter of 2007. The Company is evaluating the potential impact of the implementation of FIN 48 on its financial position and results of operations.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We believe that our potential exposure to changes in market interest rates is not material. The Company has no outstanding debt and is not a party to any derivatives transactions. We invest in highly liquid investments with short maturities. Accordingly, we do not expect any material loss from these investments.

Our European operations expose us to foreign currency risk associated with agreements being denominated in British Sterling Pounds and Euros. Our Canadian operations expose us to foreign currency risk associated with agreements being denominated in Canadian Dollars. We are exposed to foreign currency risk associated with fluctuations of the British Sterling Pound as the financial position and operating results of our European subsidiary will be translated into U.S. Dollars for consolidation purposes. We are exposed to foreign currency risk associated with fluctuations of the Canadian Dollar as the financial position and operating results of our Canadian subsidiary will be translated into U.S. Dollars for consolidation purposes. We do not use derivative instruments to hedge these exposures.

TRAVELZOO INC.
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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 (the Company) as of December 31, 2006 and 2005, and the related consolidated statements of operations, stockholders' equity and comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2006. 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, 2006 and 2005, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2006, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of Travelzoo Inc.'s internal control over financial reporting as of December 31, 2006, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 14, 2007 expressed an unqualified opinion on management's assessment of, and the effective operation of, internal control over financial reporting.

/s/ KPMG LLP

Mountain View, California
March 14, 2007

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
Travelzoo Inc.:

We have audited management's assessment, included in the accompanying Management's Report on Internal Control over Financial Reporting appearing under Item 9A, that Travelzoo Inc. (the Company) maintained effective internal controls over financial reporting as of December 31, 2006, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of the Company's internal control over financial reporting based on our audit.

We conducted our audit 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 effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, management's assessment that Travelzoo Inc. maintained effective internal control over financial reporting as of December 31, 2006, is fairly stated, in all material respects, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Also, in our opinion, Travelzoo Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2006, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Travelzoo Inc. and subsidiaries as of December 31, 2006 and 2005, and the related consolidated statements of operations, stockholders' equity and comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2006, and our report dated March 14, 2007 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Mountain View, California
March 14, 2007

TRAVELZOO INC.
CONSOLIDATED BALANCE SHEETS

	December 31,	
	2006	2005
	(In thousands, except per share amounts)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 33,415	\$ 24,469
Short term investments	—	19,887
Accounts receivable, less allowance for doubtful accounts of \$726 and \$418 at 2006 and 2005, respectively	7,274	9,020
Deposits	177	28
Prepaid expenses and other current assets	506	631
Deferred tax assets	1,980	1,020
Total current assets	43,352	55,055
Deposits, less current portion	142	190
Deferred tax assets, less current portion	—	28
Property and equipment, net	172	159
Intangible assets, net	34	20
Total assets	\$ 43,700	\$ 55,452
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 2,839	\$ 2,373
Accrued expenses	2,149	3,394
Deferred revenue	750	296
Income tax payable	1,142	856
Total current liabilities	6,880	6,919
Deferred tax liabilities	3	—
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$0.01 par value per share (5,000 shares authorized; none issued)	—	—
Common stock, \$0.01 par value per share (40,000 shares authorized; 15,250 and 16,250 shares issued and outstanding at 2006 and 2005, respectively)	153	163
Additional paid-in capital	2,076	30,645
Retained earnings	34,566	17,763
Accumulated other comprehensive income (loss)	22	(38)
Total stockholders' equity	36,817	48,533
Total liabilities and stockholders' equity	\$ 43,700	\$ 55,452

See accompanying notes to consolidated financial statements

TRAVELZOO INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

	Years Ended December 31,		
	2006	2005	2004
	(In thousands, except per share amounts)		
Revenues	\$ 69,525	\$ 50,772	\$ 33,679
Cost of revenues	1,038	878	695
Gross profit	<u>68,487</u>	<u>49,894</u>	<u>32,984</u>
Operating expenses:			
Sales and marketing	29,378	25,915	15,731
General and administrative	9,356	9,109	6,220
Total operating expenses	<u>38,734</u>	<u>35,024</u>	<u>21,951</u>
Income from operations	29,753	14,870	11,033
Interest income	1,249	961	126
Gain (loss) on foreign currency	3	(15)	—
Income before income tax expense	31,005	15,816	11,159
Income tax expense	14,202	7,853	5,122
Net income	<u>\$ 16,803</u>	<u>\$ 7,963</u>	<u>\$ 6,037</u>
Net income per share:			
Basic net income per share	<u>\$ 1.08</u>	<u>\$ 0.49</u>	<u>\$ 0.36</u>
Diluted net income per share	<u>\$ 1.01</u>	<u>\$ 0.45</u>	<u>\$ 0.33</u>
Shares used in computing basic net income per share	<u>15,503</u>	<u>16,249</u>	<u>16,879</u>
Shares used in computing diluted net income per share	<u>16,712</u>	<u>17,731</u>	<u>18,475</u>

See accompanying notes to consolidated financial statements

TRAVELZOO INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
AND COMPREHENSIVE INCOME
Years Ended December 31, 2006, 2005, and 2004

	Common Stock		Treasury Stock	Additional Paid-In Capital (In thousands)	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
	Shares	Amount					
Balances, December 31, 2003	19,425	\$ 194	\$ —	\$ (116)	\$ 3,763	\$ —	\$ 3,841
Reduction of reported shares outstanding upon expiration of merger exchange period	(4,116)	(41)	—	41	—	—	—
Proceeds from exercises of options	174	2	—	369	—	—	371
Tax benefit of non-qualified stock options exercise	—	—	—	1,932	—	—	1,932
Recovery of profit from purchase and sale of stock by employees	—	—	—	34	—	—	34
Proceeds from issuance of common stock, net of related issuance costs	750	7	—	28,040	—	—	28,047
Comprehensive Income:							
Net income	—	—	—	—	6,037	—	6,037
Total comprehensive income	—	—	—	—	—	—	6,037
Balances, December 31, 2004	16,233	162	—	30,300	9,800	—	40,262
Proceeds from exercises of options	17	1	—	34	—	—	35
Tax benefit of non-qualified stock options exercise	—	—	—	435	—	—	435
Additional issuance costs related to Q4 2005	—	—	—	(124)	—	—	(124)
Comprehensive income:							
Foreign currency translation adjustment	—	—	—	—	—	(38)	(38)
Net income	—	—	—	—	7,963	—	7,963
Total comprehensive income	—	—	—	—	—	—	7,925
Balances, December 31, 2005	16,250	163	—	30,645	17,763	(38)	48,533
Repurchase of common stock	(1,000)	—	(28,579)	—	—	—	(28,579)
Retirement of common stock	—	(10)	28,579	(28,569)	—	—	—
Comprehensive income:							
Foreign currency translation adjustment	—	—	—	—	—	60	60
Net income	—	—	—	—	16,803	—	16,803
Total comprehensive income	—	—	—	—	—	—	16,863
Balances, December 31, 2006	<u>15,250</u>	<u>\$ 153</u>	<u>\$ —</u>	<u>\$ 2,076</u>	<u>\$ 34,566</u>	<u>\$ 22</u>	<u>\$ 36,817</u>

See accompanying notes to consolidated financial statements

TRAVELZOO INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2006	2005 (In thousands)	2004
Cash flows from operating activities:			
Net income	\$ 16,803	\$ 7,963	\$ 6,037
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	131	167	161
Deferred income taxes	(929)	(676)	(181)
Provision for losses on accounts receivable	304	317	121
Tax benefit of stock option exercises	—	435	1,932
Accrued income for short-term investments	(449)	(49)	—
Changes in operating assets and liabilities:			
Accounts receivable	1,511	(4,019)	(3,078)
Deposits	(95)	(55)	(24)
Prepaid expenses and other current assets	136	40	(543)
Accounts payable	440	1,940	216
Accrued expenses	(1,278)	938	1,136
Deferred revenue	449	205	69
Income tax payable	285	919	(1,311)
Net cash provided by operating activities	<u>17,308</u>	<u>8,125</u>	<u>4,535</u>
Cash flows from investing activities:			
Purchases of property and equipment	(119)	(156)	(40)
Purchase of short-term investments	(14,663)	(49,500)	(10,032)
Sale of short-term investments	35,000	39,693	—
Purchases of intangible assets	(34)	—	(2)
Net cash provided by (used in) investing activities	<u>20,184</u>	<u>(9,963)</u>	<u>(10,074)</u>
Cash flows from financing activities:			
Proceeds from issuance of common stock, net of related costs	—	(124)	28,047
Proceeds from stock option exercises	—	35	371
Recovery of profit from purchase and sale of stock by employees	—	—	34
Repurchase of common stock	(28,579)	—	—
Net cash provided by (used in) financing activities	<u>(28,579)</u>	<u>(89)</u>	<u>28,452</u>
Effect of exchange rate changes on cash and cash equivalents	33	(39)	—
Net increase (decrease) in cash and cash equivalents	8,946	(1,966)	22,913
Cash and cash equivalents at beginning of year	24,469	26,435	3,522
Cash and cash equivalents at end of year	<u>\$ 33,415</u>	<u>\$ 24,469</u>	<u>\$ 26,435</u>
Supplemental disclosure of cash flow information:			
Cash paid for income taxes, net of refunds received	<u>\$ 14,845</u>	<u>\$ 7,176</u>	<u>\$ 4,683</u>

See accompanying notes to consolidated financial statements

TRAVELZOO INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2006, 2005, and 2004

(1) Summary of Significant Accounting Policies

(a) *The Company and Basis of Presentation*

Travelzoo Inc. (the "Company" or "Travelzoo") is an Internet media company. Travelzoo's products include the *Travelzoo* Web sites (which includes www.travelzoo.com, www.travelzoo.ca, www.travelzoo.co.uk, www.travelzoo.de, among others), the *Travelzoo Top 20* e-mail newsletter, the *Newsflash* e-mail product, and the *SuperSearch* pay-per-click travel search engine.

Travelzoo is controlled by Ralph Bartel, who held beneficially approximately 50.2% of the outstanding shares as of December 31, 2006.

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. All foreign subsidiaries use the local currency of their respective countries as their functional currency. Assets and liabilities are translated at exchange rates prevailing at the balance sheet dates. Revenues, costs and expenses are translated into U.S. dollars at average exchange rates for the period.

The Company was formed as a result of a combination and merger of entities founded by the Company's majority stockholder, 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 "Netsurfer stockholders" for no cash consideration. 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. Earnings per share calculations reflect this reduction of the number of shares reported as outstanding. As of December 31, 2006, there were 15,250,479 shares of common stock outstanding.

TRAVELZOO INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

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 approximately 4,073,000 shares of common stock for no additional payment.

On October 15, 2004, the Company announced a program under which it would make cash payments to people who establish that they were former stockholders of Travelzoo.com Corporation, and who failed to submit requests to convert shares into Travelzoo Inc. within the required time period. The accompanying consolidated financial statements included a charge in general and administrative expenses of \$160,000 for the year ended December 31, 2006 of which \$10,000 remains as a liability as of December 31, 2006. The liability is based on the number of actual requests received from former stockholders through the reporting date which had not yet been processed for payment. 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 4,073,000 shares had not submitted claims under the program.

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.

(b) Revenue Recognition

All revenue consists of advertising sales. Advertising revenues are principally derived from the sale of advertising in the U.S. on the *Travelzoo* Web site, in the *Travelzoo Top 20* e-mail newsletter, in *Newsflash* and in *SuperSearch*. Revenues generated from the Company's operations in Europe were approximately \$3.2 million for the year ended December 31, 2006.

TRAVELZOO INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

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 as described below. 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 condition, bankruptcy filing, or previously billed amounts that are past due.

The Company's standard payment terms are net 30 days. Insertion orders that include fixed-fee advertising are invoiced upon acceptance of the insertion order and on the first day of each month over the term of the insertion order, with the exception of *Travelzoo Top 20* or *Newsflash* listings, which are invoiced upon delivery. 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 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.

Revenues from 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 Statement of Accounting Standards ("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 INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

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 (in thousands, except per share amounts):

	Year Ended December 31,		
	2006	2005	2004
Basic net income per share:			
Net income	\$ 16,803	\$ 7,963	\$ 6,037
Weighted average common shares	15,503	16,249	16,879
Basic net income per share	\$ 1.08	\$ 0.49	\$ 0.36
Diluted net income per share:			
Net income	\$ 16,803	\$ 7,963	\$ 6,037
Weighted average common shares	15,503	16,249	16,879
Effect of dilutive securities — stock options	1,209	1,482	1,596
Weighted average common and potential common shares	16,712	17,731	18,475
Diluted net income per share	\$ 1.01	\$ 0.45	\$ 0.33

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

(e) **Property and Equipment**

Property and equipment consisted of the following (in thousands):

	December 31,	
	2006	2005
Computer hardware and software	\$ 372	\$ 351
Office equipment	442	352
	814	703
Less accumulated depreciation	642	544
Total	\$ 172	\$ 159

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 all classifications of property and equipment.

Depreciation expense was \$111,000, \$104,000, and \$95,000 for the years ended December 31, 2006, 2005 and 2004, respectively.

TRAVELZOO INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

(f) **Intangible Assets**

Intangible assets consist of the following (in thousands):

	<u>December 31,</u>	
	<u>2006</u>	<u>2005</u>
Acquired amortized intangible assets:		
Internet domain names	\$ 382	\$ 348
Less accumulated amortization	<u>348</u>	<u>328</u>
Total	<u>\$ 34</u>	<u>\$ 20</u>

Intangible assets have a useful life of 5 years.

Amortization expense was \$20,000, \$64,000 and \$66,000 for the years ended December 31, 2006, 2005 and 2004, respectively.

Future amortization expense related to intangible assets at December 31, 2006 is as follows (in thousands):

Year ended December 31,	
2007	\$ 7
2008	7
2009	7
2010	7
Thereafter	6
	<u>\$ 34</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, 2006 and 2005, cash equivalents are comprised of \$20.3 million and \$19.2 million, respectively, held in money market accounts.

Short-term investments consist of highly liquid investments with remaining maturities of greater than three months and less than one year on date of purchase. There are no short-term investments as of December 31, 2006. Short-term investments as of December 31, 2005 are comprised of U.S. Treasury bonds in the amounts of \$19.9 million, 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, 2006 or 2005.

(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 \$20.5 million, \$20.3 million and \$11.8 million for the years ended December 31, 2006, 2005, and 2004, respectively. In the years ended December 31, 2006, 2005 and 2004, there were no advertising services that were purchased from the Company's clients under any 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

TRAVELZOO INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

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) Comprehensive Income

Comprehensive income consists of two components, net income and other comprehensive income (loss). Other comprehensive income (loss) refers to gains and losses that under generally accepted accounting principles are recorded as an element of stockholders' equity but are excluded from net income. The Company's other comprehensive income (loss) is comprised of foreign currency translation adjustments.

(k) Impairment of Long-Lived Assets

The Company accounts for long-lived assets in accordance with the provisions of SFAS No. 144, "Impairment of Long-Lived Assets" ("SFAS No. 144"). 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.

(l) Stock-Based Compensation

On January 1, 2006, the Company adopted SFAS No. 123 (revised 2004), "Share-Based Payment" ("SFAS 123R"), which addresses the accounting for stock-based payment transactions whereby an entity receives employee services in exchange for equity instruments, including stock options. SFAS 123R eliminates the ability to account for stock-based compensation transactions using the intrinsic value method under Accounting Principles Board ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees", and instead generally requires that such transactions be accounted for using a fair-value based method. The Company has elected the modified prospective transition method as permitted under SFAS 123R, and accordingly prior periods have not been restated to reflect the impact of SFAS 123R. The modified prospective transition method requires that stock-based compensation expense be recorded for all new and unvested stock options that are ultimately expected to vest as the requisite service is rendered beginning on January 1, 2006. Stock-based compensation for awards granted prior to January 1, 2006 is based upon the grant-date fair value of such compensation as determined under the pro forma provisions of SFAS No. 123, "Accounting for Stock-Based Compensation."

The Company did not provide any stock-based compensation in fiscal years 2004, 2005, or 2006. In addition, all previously issued options vested prior to January 1, 2003. See Note 6 for a further discussion on stock-based compensation.

(m) Web Site Development Costs

The Company accounts for Web site development costs in accordance with Emerging Issues Task Force 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, 2006, 2005 and 2004.

(n) Foreign Currency

All foreign subsidiaries use the local currency of their respective countries as their functional currency. Assets and liabilities are translated at exchange rates prevailing at the balance sheet dates. Revenues, costs and expenses

TRAVELZOO INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

are translated into U.S. dollars at average exchange rates for the period. Gains and losses resulting from translation are recorded as a component of accumulated other comprehensive income (loss).

Realized gains and losses from foreign currency transactions are recognized as gain or loss on foreign currency.

(o) **Recent Accounting Pronouncements**

In June 2006, the Financial Accounting Standards Board ("FASB") issued Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" ("FIN 48"). FIN 48 clarifies the accounting and reporting for income taxes recognized in accordance with SFAS No. 109, "Accounting for Income Taxes." FIN 48 prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return, and also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. FIN 48 is effective for the Company beginning in the first quarter of 2007. The Company is evaluating the potential impact of the implementation of FIN 48 on its financial position and results of operations.

(2) **Commitments and Contingencies**

The Company leases office space in the U.S., Canada, U.K., Germany and Spain under operating leases which expire between April 30, 2007 and December 31, 2009. The future minimum rental payments under these operating leases as of December 31, 2006, total \$1,761,000, \$250,000 and \$95,000 for 2007, 2008, and 2009, respectively. Rent expense was \$1,839,000, \$1,570,000 and \$1,133,000 for the years ended December 31, 2006, 2005, and 2004, 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 approximately 4,073,000 shares of common stock for no additional payment.

On October 15, 2004, the Company announced a program under which it would make cash payments to people who establish that they were former stockholders of Travelzoo.com Corporation, and who failed to submit requests to convert shares into Travelzoo Inc. within the required time period. The accompanying consolidated financial statements include a charge in general and administrative expenses of \$160,000 for the year ended December 31, 2006 of which \$10,000 remains as a liability as of December 31, 2006. The liability is based on the number of actual

TRAVELZOO INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

requests received from former stockholders through the reporting date which had not yet been processed for payment. 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 4,073,000 shares had not submitted claims under the program.

(3) Allowance for Doubtful Accounts and Accrued Expenses

The details of changes to the allowance for doubtful accounts are as follows (in thousands):

Balance at December 31, 2003	\$ 71
Additions — charged to costs and expenses, net	121
Deductions — write-offs	(65)
Balance at December 31, 2004	127
Additions — charged to costs and expenses, net	317
Deductions — write-offs	(26)
Balance at December 31, 2005	418
Additions — charged to costs and expenses, net	308
Balance at December 31, 2006	<u>\$ 726</u>

The details of accrued expenses as of December 31, 2006 and 2005 were as follows (in thousands):

	December 31,	
	2006	2005
Accrued compensation expense	\$ 456	\$ 199
Accrued advertising expense	1,257	2,847
Accrued professional services expense	215	149
Other accrued expenses	221	199
Total accrued expenses	<u>\$ 2,149</u>	<u>\$ 3,394</u>

(4) Income Taxes

The components of income (loss) before income tax expense for the years ended December 31, 2006, 2005 and 2004 were as follows (in thousands):

	2006	2005	2004
U.S.	\$ 33,196	\$ 16,950	\$ 11,159
Foreign	(2,191)	(1,134)	—
	<u>\$ 31,005</u>	<u>\$ 15,816</u>	<u>\$ 11,159</u>

Income tax expense (benefit) for the years ended December 31, 2006, 2005, and 2004 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

TRAVELZOO INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

estimated payments of these amounts during the year. The deferred tax provision results 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>(In thousands)</u>	<u>Total</u>
2006:			
Federal	\$ 11,372	\$ (866)	\$ 10,506
State	3,759	(63)	3,696
	<u>\$ 15,131</u>	<u>\$ (929)</u>	<u>\$ 14,202</u>
2005:			
Federal	\$ 6,536	\$ (595)	\$ 5,941
State	1,993	(81)	1,912
	<u>\$ 8,529</u>	<u>\$ (676)</u>	<u>\$ 7,853</u>
2004:			
Federal	\$ 4,117	\$ (349)	\$ 3,768
State	1,367	(13)	1,354
	<u>\$ 5,484</u>	<u>\$ (362)</u>	<u>\$ 5,122</u>

During 2005 and 2004, an income tax benefit of \$435,000 and \$1.9 million was recorded in stockholders' equity for the tax benefit of stock option exercises.

Income tax expense for the years ended December 31, 2006, 2005 and 2004 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 (in thousands):

	<u>2006</u>	<u>2005</u>	<u>2004</u>
Federal tax at statutory rates	\$ 10,852	\$ 5,536	\$ 3,794
State taxes, net of federal income tax benefit	2,402	1,243	894
Foreign loss	767	397	—
Non-deductible expenses and other	181	677	434
Total income tax expense	<u>\$ 14,202</u>	<u>\$ 7,853</u>	<u>\$ 5,122</u>

Losses incurred in the foreign subsidiaries were treated as having no recognizable tax benefit.

TRAVELZOO INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

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, 2006 and 2005, are as follows (in thousands):

	<u>2006</u>	<u>2005</u>
Deferred tax assets:		
Accruals and allowances	\$ 665	\$ 361
State income taxes	1,253	619
Intangible assets	98	100
Gross deferred tax assets	<u>\$ 2,016</u>	<u>\$ 1,080</u>
Deferred tax liabilities:		
Property and equipment	\$ (39)	\$ (32)
Gross deferred tax liabilities	<u>(39)</u>	<u>(32)</u>
Net deferred tax assets	<u>\$ 1,977</u>	<u>\$ 1,048</u>

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, 2006, the authorized capital stock of Travelzoo Inc. comprised of 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, 2006, there were 15,250,479 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.

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 were intended to be used for general corporate purposes, including new product development and marketing expenditures, and potential acquisitions or strategic investments. In 2005, the Company incurred issuance costs of \$123,729 related to the registration of these shares of common stock with the SEC.

In February 2006, Travelzoo announced a share repurchase program authorizing the repurchase of up to 1.0 million shares of common stock in the open market or in private transactions. During the year ended December 31, 2006, the Company purchased and retired 1.0 million shares of common stock for aggregate

TRAVELZOO INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

consideration of \$28.6 million and completed the share repurchase under this program. There were no shares repurchased during the years ended December 31, 2005 and 2004.

(6) Stock-based Compensation

Effective January 1, 2006, the Company adopted the fair value recognition provisions of SFAS 123R, using the modified prospective transition method and therefore has not restated prior periods' results. Prior to the adoption of SFAS 123R, the Company presented all tax benefits of deductions resulting from the exercise of stock options as operating cash flows in the Consolidated Statements of Cash Flows. SFAS 123R requires the cash flows resulting from the tax benefits resulting from tax deductions in excess of the compensation cost recognized for those options (excess tax benefits) to be reclassified as financing cash flows. For fiscal 2006, no excess tax benefit was recorded.

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 per share, are outstanding as of December 31, 2006, 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 per share for their services as a director in 2000 and 2001. A total of 210,000 options were granted. The options expire in October 2011. 150,000 options and 17,275 options were exercised during the years ended December 31, 2004 and 2005, respectively. As of December 31, 2006, 42,725 options are vested and remain outstanding.

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 per share 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 cancelled upon the resignation of a director. The options expire in March 2012. 23,589 of these options were exercised during the year ended December 31, 2004. As of December 31, 2006, 10,000 options are vested and remain outstanding.

The Company did not provide any stock-based compensation in fiscal years 2004, 2005, or 2006. In addition, all previously issued options vested prior to January 1, 2003.

Option activity as of December 31, 2006 and changes during the fiscal year ended December 31, 2006 were as follows:

	<u>Shares</u>	<u>Weighted-Average Exercise Price</u>	<u>Weighted-Average Remaining Contractual Life</u>	<u>Aggregate Intrinsic Value (In thousands)</u>
Outstanding at December 31, 2005	2,211,074	\$ 1.03		
Outstanding at December 31, 2006	2,211,074	\$ 1.03	4.11 years	\$ 63,948
Exercisable and fully vested at December 31, 2006	2,211,074	\$ 1.03	4.11 years	\$ 63,948

The aggregate intrinsic value in the table above represents the total pretax intrinsic value (the difference between the Company's closing stock price on the last trading day of fiscal 2006 and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on December 31, 2006. This amount changes based on the fair market value of the Company's stock. The Company's policy is to issue shares from the authorized shares to fulfill stock option exercises.

TRAVELZOO INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Exercise Price	Shares Outstanding and Exercisable	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price
\$1.00	2,158,349	4.09 years	\$ 1.00
\$2.00	42,725	4.83 years	2.00
\$3.00	10,000	5.25 years	3.00
	2,211,074	4.11 years	\$ 1.03

(7) Segment Reporting and Significant Customer Information

The Company manages its business geographically and has two operating segments: North America and Europe. North America consists of the Company's operations in the U.S. and Canada. Europe consists of the Company's operations in the U.K., Germany, and Spain. The Company began operations in Europe in May 2005.

Management relies on an internal management reporting process that provides revenue and segment operating income (loss) for making financial decisions and allocating resources. Management believes that segment revenues and operating income (loss) are appropriate measures of evaluating the operational performance of the Company's segments.

The following is a summary of operating results and assets (in thousands) by business segment:

	North America	Europe	Elimination	Consolidated
Year ended December 31, 2006:				
Revenues from unaffiliated customers	\$ 66,303	\$ 3,222	\$ —	\$ 69,525
Intersegment revenues	206	10	(216)	—
Total net revenues	66,509	3,232	(216)	69,525
Operating income (loss)	31,337	(1,586)	2	29,753
Year ended December 31, 2005:				
Revenues from unaffiliated customers	\$ 50,016	\$ 756	\$ —	\$ 50,772
Intersegment revenues	145	1	(146)	—
Total net revenues	50,161	757	(146)	50,772
Operating income (loss)	16,000	(1,117)	(13)	14,870
As of December 31, 2006				
Property and equipment, net:	\$ 126	\$ 46	\$ —	\$ 172
Total assets	45,922	3,093	(5,315)	43,700
As of December 31, 2005				
Property and equipment, net:	\$ 139	\$ 20	\$ —	\$ 159
Total assets	56,191	748	(1,487)	55,452

Revenue for each segment is recognized based on the customer location within the designated geographic region. Property and equipment are attributed to the geographic region in which the assets are located.

TRAVELZOO INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Significant customer information is as follows:

Customer	Percent of Revenues			Percent of Accounts Receivable	
	Year Ended December 31,			December 31,	December 31,
	2006	2005	2004	2006	2005
Travelport Limited	16%	12%	*	16%	15%
Expedia, Inc.	14%	*	*	16%	*
Sabre Holdings Corporation	*	15%	12%	*	13%

* Less than 10%

The agreements with these customers are in the form of multiple insertion orders from groups of entities under common control, in either the Company's standard form or in the customer's form.

(8) 401(k) Plan

The Company maintains a 401(k) Profit Sharing Plan & Trust (the "401(k) Plan") for its employees in the United States. The 401(k) Plan allows employees of the Company to contribute up to 80% of their eligible compensation, subject to certain limitations. Starting in 2006, the Company matches employee contributions up to \$1,500 per year. Employee contributions are fully vested, whereas the Company's matching contributions are fully vested after the first year of service. The Company's contributions to the 401(k) Plan were approximately \$82,000 during 2006. There were no Company contributions to the 401(k) Plan in 2005 and 2004.

(9) Unaudited Quarterly Information

The following represents unaudited quarterly financial data for 2006 and 2005.

	Quarters Ended							
	Dec 31, 2006	Sept 30, 2006	June 30, 2006	Mar 31, 2006	Dec 31, 2005	Sept 30, 2005	June 30, 2005	Mar 31, 2005
	(In thousands, except per share amounts)							
Revenues	\$ 17,652	\$ 17,586	\$ 17,358	\$ 16,929	\$ 13,901	\$ 13,384	\$ 12,258	\$ 11,228
Cost of revenues	256	232	286	264	249	225	224	179
Gross profit	17,396	17,354	17,072	16,665	13,652	13,159	12,034	11,049
Operating expenses:								
Sales and marketing	7,331	6,975	7,973	7,099	7,632	7,101	6,152	5,030
General and administrative	2,394	2,249	2,112	2,601	2,496	1,878	2,127	2,608
Total operating expenses	9,725	9,224	10,085	9,700	10,128	8,979	8,279	7,638
Income from operations	7,671	8,130	6,987	6,965	3,524	4,180	3,755	3,411
Interest income	323	280	302	344	304	279	218	160
Foreign currency gain (loss)	(10)	7	13	(7)	(6)	(4)	(4)	—
Income before income taxes	7,984	8,417	7,302	7,302	3,822	4,455	3,969	3,571
Income tax expense	3,699	3,866	3,452	3,185	2,168	2,156	1,791	1,739
Net income	\$ 4,285	\$ 4,551	\$ 3,850	\$ 4,117	\$ 1,654	\$ 2,299	\$ 2,178	\$ 1,832
Basic net income per share	\$.28	\$.30	\$.25	\$.26	\$.10	\$.14	\$.13	\$.11
Diluted net income per share	\$.26	\$.28	\$.23	\$.24	\$.10	\$.13	\$.12	\$.10

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

None.

Item 9A. Controls and Procedures

As of December 31, 2006, we carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's President and Chief Executive Officer along with the Company's Chief Financial 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 and Chief Executive Officer along with the Company's Chief Financial 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, 2006.

During the quarter ended December 31, 2006, 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.

Management's Report on Internal Control Over Financial Reporting

Travelzoo's management is responsible for establishing and maintaining adequate internal control over financial reporting for Travelzoo Inc. Travelzoo's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. Travelzoo's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of Travelzoo; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of Travelzoo are being made only in accordance with authorizations of management and directors of Travelzoo; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of Travelzoo's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Travelzoo's management assessed the effectiveness of Travelzoo's internal control over financial reporting as of December 31, 2006, utilizing the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control — Integrated Framework*. Based on the assessment by Travelzoo's management, we determined that Travelzoo's internal control over financial reporting was effective as of December 31, 2006. Travelzoo management's assessment of the effectiveness of Travelzoo's internal control over financial reporting as of December 31, 2006 has been audited by KPMG LLP, Travelzoo's independent registered public accounting firm, as stated in their report which appears in Part II, Item 8 of this Annual Report on Form 10-K.

/s/ RALPH BARTEL

Ralph Bartel

Chairman of the Board and Chief Executive Officer

/s/ WAYNE LEE

Wayne Lee

Chief Financial Officer

March 14, 2007

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 2007 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of Travelzoo's fiscal year ended December 31, 2006 and is incorporated herein by reference.

The following table sets forth certain information with respect to the executive officers of Travelzoo as of March 1, 2007.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Ralph Bartel, Ph.D.	41	President and Chief Executive Officer
Holger Bartel, Ph.D.	40	Executive Vice President
Steven M. Ledwith	49	Chief Technology Officer
Wayne Lee	35	Chief Financial Officer
Christopher Loughlin	33	Executive Vice President, Europe
Raymond Ng	45	Executive Vice President, Asia
Shirley Tafoya	43	Senior Vice President of Sales

Ralph Bartel, Ph.D., founded Travelzoo in 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 was a 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., was elected Executive Vice President in 2001 after serving as Vice President of Sales and Marketing since 1999. From 1995 to 1998, Mr. Bartel was 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.

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

Wayne Lee, CPA, was elected Chief Financial Officer in September 2006. Since joining the Company in 2005, Mr. Lee has served as Director of Finance and most recently as Vice President of Finance. From 2003 to 2005, Mr. Lee was Business Group Controller and North American Sales Controller of Novellus Systems, Inc. From 1998 to 2003 he was Assistant Controller of Allegis Corporation. Mr. Lee is a Certified Public Accountant who received his B.S. in Business Administration from the Walter A. Haas School of Business at the University of California, Berkeley.

Christopher Loughlin was elected Executive Vice President, Europe in May 2005 after serving as Vice President of Business Development since 2001. From 1999 to 2001, he was Chief Operating Officer of Weekends.com. Mr. Loughlin holds a BSc(Hons) in Technology Management from Staffordshire University and an MBA from Columbia University Graduate School of Business in New York City.

Raymond Ng was elected Executive Vice President, Asia in March 2007. From 1998 to 2006, Mr. Ng was the head of North Asia Business Development at Yahoo! Inc. Mr. Ng graduated from Hong Kong Shue Yan University with a Diploma of Journalism.

Shirley Tafoya has served as Senior Vice President of Sales since 2001. From 1999 to 2001, Ms. Tafoya was the Director of Western Sales at Walt Disney Internet Group. From 1998 to 1999, Ms. Tafoya was a Sales Manager at IDG/International Data Group. 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 the definitive Proxy Statement relating to our 2007 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of our fiscal year ended December 31, 2006 and is incorporated herein by reference.

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 the definitive Proxy Statement relating to our 2007 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of our fiscal year ended December 31, 2006 and is incorporated herein by reference.

Item 13. *Certain Relationships and Related Transactions*

Information regarding certain relationships and related transactions is incorporated by reference to the information set forth in the definitive Proxy Statement relating to our 2007 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of our fiscal year ended December 31, 2006 and is incorporated herein by reference.

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 definitive Proxy Statement relating to our 2007 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:*

- Reports of Independent Registered Public Accounting Firm
- Consolidated Balance Sheets
- Consolidated Statements of Operations
- Consolidated Statements of Stockholders' Equity and Comprehensive Income
- 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.

By: /s/ WAYNE LEE
Wayne Lee
Chief Financial Officer

Date: March 14, 2007

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Wayne Lee 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 below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title(s)</u>	<u>Date</u>
<u>/s/ RALPH BARTEL</u> Ralph Bartel	Chairman of the Board and Chief Executive Officer	March 14, 2007
<u>/s/ WAYNE LEE</u> Wayne Lee	Chief Financial Officer	March 14, 2007
<u>/s/ HOLGER BARTEL</u> Holger Bartel	Executive Vice President and Director	March 14, 2007
<u>/s/ DAVID J. EHRLICH</u> David J. Ehrlich	Director	March 14, 2007
<u>/s/ DONOVAN NEALE-MAY</u> Donovan Neale-May	Director	March 14, 2007
<u>/s/ KELLY M. URSO</u> Kelly M. Urso	Director	March 14, 2007

EXHIBIT INDEX

Exhibit Number	Description
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)
10.3	— 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)
10.4*	— Christopher Loughlin Service Agreement, dated as of May 16, 2005, between Travelzoo UK Ltd and Christopher Loughlin (Incorporated by reference to Exhibit 10.1 to our Form 10-K (File No. 000-50171), filed August 15, 2005)
10.5*	— Revised Executive Bonus Plan, effective July 1, 2006. (Incorporated by reference to Exhibit 10.1 on Form 10-Q (File No. 000-50171), filed August 9, 2006)
10.6*	— Christopher Loughlin amended Service Agreement, effective as of July 1, 2006, between Travelzoo (Europe) Limited and Christopher Loughlin. (Incorporated by reference to Exhibit 10.2 on Form 10-Q (File No. 000-50171), filed August 9, 2006)
10.7*‡	— Wai Ming (Raymond) Ng Service Agreement, dated February 5, 2007, between Travelzoo Inc. and Wai Ming Ng.
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 of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2‡	— Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1†	— Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2†	— 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.

† Furnished herewith.

DATED 5th day of February 2007

Travelzoo Inc.

and

NG, Wai Ming

SERVICE AGREEMENT

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THIS AGREEMENT is dated the 5th day of February 2007

BETWEEN:

- (1) **Travelzoo Inc.**, a company incorporated in the State of Delaware in the United States of America whose principal business office is situated at 590 Madison Avenue, 21st Floor, New York, New York 10022 (the "Company"); and
- (2) **NG, Wai Ming**, holder of Hong Kong Identity Card No. (the "Executive").

RECITAL:

The Company has agreed to employ the Executive and the Executive has agreed to serve the Company as an employee of the Company on the terms and conditions set out below.

NOW IT IS AGREED as follows:

1. **INTERPRETATION**

1.1 In this Agreement, unless the context otherwise requires, the following expressions shall bear the following meanings:

"this Agreement"	this Agreement as may from time to time be amended, modified or supplemented pursuant to Clause 16;
"Appointment"	the employment of the Executive pursuant to this Agreement;
"Board"	the Board of Directors of the Company from time to time;
"Business"	the business presently carried on by the Company, including but not limited to the publishing of travel offers through the Travelzoo Web sites, the Top 20 newsletter, and the Newsflash e-mail alert service;
"Commencement Date"	1st March February 2007;
"Companies Ordinance"	the Companies Ordinance, Chapter 32, Laws of Hong Kong;
"Confidential Information"	any information of, developed, used or applied or which may be developed, used or applied by the Company or any Group Company in relation to the Business, or which the Company or any Group Company has obtained from any third party on terms that restrict its disclosure or use, other

confidential technical information, any of the trade secrets, clients' lists, accounts, financial or trading information or other confidential or personal information which the Executive may receive or obtain in relation to the business, finances, dealings or affairs of the Company or any Group Company, including any information regarding the products, services, research programme, projects or other technical data, know-how or specifications, whether in human or machine readable form, and whether stored electronically or otherwise, or the finances, proposals, contractual arrangements, principals, joint venture partners, contracting parties, employees or agents of the Company or any Group Company;

"Documents"	documents, disks, memory, notebooks, tapes or any other medium on which information (whether confidential or otherwise) may from time to time be referred to, written or recorded;
"Employment Ordinance"	the Employment Ordinance, Chapter 57, Laws of Hong Kong;
"Group"	the Company and any company which is for the time being a subsidiary or holding company of the Company and the terms 'subsidiary' and 'holding company' shall have the meanings ascribed thereto by section 2 of the Companies Ordinance;
"Group Company"	any company within the Group;
"Guaranteed Bonus"	the guaranteed bonus payable to the Executive pursuant to Clause 5.1.1;
"HK\$"	Hong Kong dollars, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"month"	calendar month;
"Performance Bonus"	the quarterly performance based bonus to which the Executive may be entitled pursuant to Clause 5.1.2;
"PRC"	the People's Republic of China and for the purpose of this Agreement, excluding Hong Kong, Macau Special Administrative Region and Taiwan;

“Prohibited Area”	Australia, Hong Kong, India, Japan, the PRC, South Korea and Taiwan;
“Relevant Territory”	China, Hong Kong, Taiwan, South Korea;
“Restricted Period”	the period of 12 months from the Termination Date;
“Salary”	the salary payable to the Executive pursuant to Clause 4.1;
“Term”	the period from the Commencement Date until the Termination Date;
“Termination Date”	the date of termination of the Executive’s employment pursuant to Clause 11;
“U.S.”	United States of America; and
“Working Days”	Monday to Friday except where such day falls on a statutory holiday.

1.2 In this Agreement:

- 1.2.1 References to Clauses and Sub-Clauses are respectively to clauses and sub-clauses in this Agreement;
- 1.2.2 reference to any Ordinance, regulation or other statutory provision include reference to such Ordinance, regulation or provision as may be modified, consolidated or re-enacted from time to time;
- 1.2.3 unless the context otherwise requires, words denoting the singular include the plural and vice versa, words denoting gender include both genders and the neuter and words denoting a person include a corporation, sole proprietorship, firm, joint venture or syndicate and, in each case, vice versa; and
- 1.2.4 the rule known as ejusdem generis shall not apply, so that words and phrases in general terms following or followed by specific examples shall be construed in the widest possible sense and shall not be construed as limited or related to the examples given.

1.3 The headings in this Agreement are for ease of reference only and do not form part of the Agreement.

2. APPOINTMENT

2.1 Subject to the terms set out in this Agreement, the Company appoints the Executive and the Executive accepts his employment as an employee of the Company with the duties described in Clause 3.

2.2 The Executive's employment shall commence on the Commencement Date and shall continue unless terminated by the Company pursuant to Clause 11.2 or terminated by the parties hereto pursuant to Clause 11.1.

3. DUTIES

3.1 The Executive shall during the Term:

3.1.1 serve the Company in his capacity as Vice President and Managing Director, Asia, of the Company with such executive and management responsibilities and duties with regard to the operations of the Group in the Relevant Territory and the development and expansion of the Business as the Board may direct, including but not limited to the following:

- (a) launch and develop the Travelzoo business in the Relevant Territory in accordance with the Company's strategy and operating budgets;
- (b) assume profit and loss responsibility; and
- (c) represent the Company in the Relevant Territory.

3.1.2 devote the whole of his working time, attention and abilities during normal business hours and such additional hours as may reasonably be required to administer the duties associated with his position; and

3.1.3 use his best endeavors to promote and protect the interests of the Company and shall at all times keep the Board promptly and fully informed of all matters relating to or in connection with the performance and exercise of his duties under the Agreement.

3.2 The Executive shall work in Hong Kong or any other part of the world (including but not limited to the Relevant Territory) which the Board may require for the proper performance and exercise of his duties under this Agreement.

3.3 The normal business hours of the Company are 9:00 a.m. to 5:30 p.m., with one hour's break for lunch, Monday to Friday. However, the Executive shall be required to work such hours as are necessary to fulfil his duties under this Agreement.

3.4 The Executive shall attend a one-month training programme organised by the Company in the U.S. upon commencement of the Executive's employment with the Company.

4. REMUNERATION AND EXPENSES

4.1 As remuneration for his services, the Executive shall be entitled to a salary at the rate of HK\$ 2,185,249 per calendar year (or such other rate as may from time to time be agreed in writing). The Salary shall accrue from day to day and be payable by equal monthly installments in arrears on or before the last day of each month, provided that if the employment terminates on a date before the end of a month, the Salary for that month shall be in proportion to the number of days for which the Executive was employed that month.

- 4.2 If applicable at any time and notwithstanding anything to the contrary contained in the constitutional documents of the Company or of any other Group Company, the Salary shall be inclusive of any other fees or remuneration of any description which the Executive might be entitled to receive from the Company or any Group Company or any other company or association in which he holds office as a nominee or representative of the Company or any Group Company (and the Executive shall, at the discretion of the Board, either waive his right to any such remuneration or account to the Company for the same forthwith upon receipt).
- 4.3 The Salary shall be reviewed by the Board not less than annually, the first review being in June 2007.
- 4.4 The Executive hereby authorises the Company to deduct from any remuneration accrued and due to him under the terms of this Agreement (whether or not actually paid during the Appointment) or from any pay in lieu of notice:
- 4.4.1 any overpayment of salary or expenses or payment made to the Executive by mistake or through any misrepresentation;
- 4.4.2 any undisputed debt presently payable by the Executive to the Company or any Group Company; and
- 4.4.3 any employee's contribution to pension fund or provident fund as adopted by the Company from time to time, including without limitation any provident fund scheme adopted by the Company pursuant to the Mandatory Provident Fund Scheme Ordinance, Chapter 485, Laws of Hong Kong.
- 4.5 The Company shall repay to the Executive all reasonable travelling, hotel and other expenses properly incurred by the Executive in connection with the performance of the duties of the Executive under this Agreement, subject to the Executive having delivered to the Company vouchers or evidence of payment of such expenses as the Board may from time to time require.
- 4.6 The Executive shall be entitled to fly Business Class when the duration of the flight exceeds eight hours and otherwise Economy Class whilst travelling by air on Company duty or otherwise in accordance with the travel policy determined by the Board from time to time. Where the Company makes any credit card available to the Executive the Executive shall:
- 4.6.1 take good care of such card and forthwith report any loss of such card to the Board;
- 4.6.2 use the card only for the purposes of the relevant Group Company's business and in accordance with any Company policy applicable thereto; and
- 4.6.3 return the card forthwith to the relevant Group Company on request and in any event upon the determination of his employment hereunder.
5. **OTHER BENEFITS**
- 5.1 In addition to the Salary, the Executive shall be entitled to:-

- 5.1.1 a Guaranteed Bonus at a rate of HK\$ 780,469 which shall be payable to the Executive on or before the last day of each calendar year, provided that the Executive shall not be entitled to the Guaranteed Bonus for a particular calendar year or any part thereof if the Executive's employment is terminated on or before the last day of such calendar year; and
- 5.1.2 a quarterly Performance Bonus that ranges between HK\$ 0 and HK\$ 234,140 per quarter and that is based on the Executive's performance as described below. The calculation of the Performance Bonus for the quarter will be based on the official budget for the Company (to be approved by the Board) for the Relevant Territory, which will include quarterly targets for revenues, operating income and subscribers, and a quarterly assessment of the Executive's performance by the Group CEO of Travelzoo Inc., which will consider the Executive's motivation and the quality of the Company's publications and products and advertiser base in his Relevant Territory.

The following criteria will apply in relation to the quarterly performance bonus plan:

Criteria	Bonus for a particular calendar quarter	
Revenue goal as defined in official budget for Relevant Territory met?	HK\$	58,535
Operating income goal as defined in official budget for Relevant Territory met?	HK\$	58,535
Subscriber goal as defined in official budget for Relevant Territory met?	HK\$	58,535
Performance evaluation by the Group CEO of Travelzoo Inc.	Up to HK\$	58,535
Total	Up to HK\$	234,140

The calculation of the Performance Bonus will be made by the Chief Financial Officer of Travelzoo Inc.

The Performance Bonus will be paid less statutory deductions, if any, within 45 days after the end of the calendar quarter, provided that the Executive shall not be entitled to the Performance Bonus for a particular calendar quarter or any part thereof if the Executive's employment is terminated by the Executive pursuant to Clause 11.1 or by the Company pursuant to Clause 11.2 on or before the payment date of the Performance Bonus for such calendar quarter. If the Executive's employment is terminated by the Company pursuant to Clause 11.1, the Executive shall be entitled to a pro-rata amount of the Performance Bonus for the relevant calendar quarter which shall be payable within 45 days after the end of the relevant calendar quarter.

For the first twelve months from the Commencement Date, the Company guarantees the Executive the full Performance Bonus of HK\$ 234,140 per quarter.

Any bonus payments for periods beginning after the first day of a calendar quarter or ending before the last day of a calendar quarter will be pro rata.

6. SICK LEAVE ENTITLEMENT AND MEDICAL BENEFITS

- 6.1 The Executive shall be entitled to his full Salary during periods of absence due to ill-health or sickness properly vouched for in accordance with the requirements of the Board, provided that the aggregate period of absence of in any 12 month period shall not exceed the maximum number of Working Days as prescribed by the Employment Ordinance (Chapter 57, Laws of Hong Kong) from time to time.
- 6.2 If at any time required by the Board, the Executive shall at the expense of the Company undergo a medical examination by such doctor or doctors, as the Board shall nominate.
- 6.3 The Executive, his spouse and children under the age of 18 shall be covered by the Company's medical benefits scheme or medical insurance scheme in accordance with the Company's prevailing medical benefits arrangements. The Executive shall comply with the reasonable procedural requirements of the Company or the underwriter of the relevant insurance policy when submitting claims for the medical benefits or under the medical insurance.

7. HOLIDAY ENTITLEMENT

- 7.1 The Executive shall during the Term be entitled to paid leave of absence of 25 Working Days (in addition to the usual public holidays) in each complete holiday year worked (and pro-rata for part of each holiday year worked), which shall be taken by the Executive at such time or times as shall be mutually convenient to the Executive and the Company. Accrued paid leave may be carried forward up to a maximum of 25 Working Days.
- 7.2 For the purposes of the Employment Ordinance, the holiday year of the Executive shall run from 1st January each year to 31st December of that year.

8. RETIREMENT FUND AND PENSION SCHEME PARTICIPATION

- 8.1 The Executive shall be entitled during the Term to participate in and the Company shall procure that the Executive be offered participation in the Company's retirement or provident fund scheme (if any, and/or such scheme as may from time to time be supplemental thereto or for the replacement thereof).
- 8.2 For the purposes of section 32 of the Employment Ordinance and Clause 4.4.3, it is agreed that the Company may deduct from the Salary the amount of any contribution payable by the Executive under any retirement of provident fund scheme in which the Executive may elect to participate.

9. CONFIDENTIALITY

- 9.1 The Executive shall not at any time during or after the Term use, divulge or communicate to or cause or enable any third party (other than any officer or employee of the Company whose province it is to know the same) to become aware of or use, take away, conceal, destroy or retain for his own or some other person's advantage or to the detriment of the Company or the Group any of the Confidential Information.
- 9.2 The Executive acknowledges that all Documents containing or referring to Confidential Information at any time in his control or possession are and shall at all times remain the

absolute property of the Company and/or Group Company and the Executive undertakes, both during the Appointment and after the Termination Date:

9.2.1 to exercise due care and diligence to avoid any unauthorised publication, disclosure or use of Confidential Information and any Documents containing or referring to it;

9.2.2 at the direction of the Board, to deliver up any Confidential Information (including all copies of all Documents whether or not lawfully made or obtained) or to delete Confidential Information from any re-usable medium; and

9.2.3 to do such things and sign such documents at the expense of the Company as shall be reasonably necessary to give effect to this Clause and/or to provide evidence that it has been complied with.

9.3 The restrictions in Clauses 9.1 and 9.2:

9.3.1 will not restrict the Executive from disclosing (but only to the proper recipient) any Confidential Information which the Executive is required to disclose by law or any order of the court or any relevant regulatory body, provided that where practicable the Executive shall have given prior written notice to the Board of the requirement and of the information to be disclosed and allow the Board an opportunity to comment on the requirement before making the disclosure; and

9.3.2 will not apply to Confidential Information which is or which comes into the public domain otherwise than as a result of an unauthorised disclosure by the Executive.

9.4 The Executive agrees that the restrictions set out in this Clause 9 are without prejudice to any other duties of confidentiality owed to the Company and the Group, whether express or implied and are to survive the termination of the Appointment.

10 RESTRICTIONS DURING EMPLOYMENT

10.1 The Executive shall not at any time during the Appointment, save with the prior written notification and sanction of the Board, be directly or indirectly engaged, concerned or interested in any other company (including any consultancy or advisory work) which carries on a business of a similar nature to the Business.

10.2 The Executive shall not during the Appointment (save in a purely social capacity or with the prior written consent of the Board) make any contact, whether formal or informal, written or oral, with any of the Company's past, current or prospective suppliers, customers or clients with whom the Executive has had business dealings (directly or indirectly) for any purpose (including but not limited to an intention to set up a competing business or to seek employment) other than for the legitimate business interests of the Company.

10.3 The Executive shall not during the Appointment either on his own behalf or on behalf of any person, firm or company:

10.3.1 solicit or endeavour to entice away from the Company an actual employee, or discourage from being employed by the Company any person who, to the

knowledge of the Executive, is an employee or a prospective employee of the Company; or

10.3.2 employ or procure another person to employ any such person.

10.4 The restrictions set out in this Clause 10 are without prejudice to any other duties or obligations owed to the Company or any Group Company whether express or implied.

11. TERMINATION

11.1 Without prejudice to any other rights or causes of action available, this Agreement can be terminated by either the Company or the Executive without having to give any good cause on or after twelve months from the Commencement Date by either:

11.1.1 giving to the other party hereto three months' notice in writing expiring at any time on or after twelve months from the Commencement Date; or

11.1.2 giving to the other party hereto notice in writing expiring at any time on or after twelve months from the Commencement Date less than that required by Clause 11.1.1 provided that the party serving the notice shall pay to the other party a sum equal to the Salary in respect of that part of the period of notice required by Clause 11.1.1 which has not been given to the other party; or

11.1.3 making payment to the other party hereto of a sum representing three months' Salary in lieu of the notice required by Clause 11.1.1.

11.2 Without prejudice to any other rights or causes of action available to the Company, this Agreement shall be subject to immediate termination by the Company by summary notice in writing without compensation if:

11.2.1 the Executive at the time the notice is given is prevented by reason of ill-health or accident or other incapacity from properly performing his duties and has been so prevented (whether by the same or another reason) for at least a continuous period of 180 days or for an aggregate period of at least 180 days (whether or not, in either case, Working Days) in the preceding 52 consecutive weeks;

11.2.2 (a) the Executive shall be guilty of any gross misconduct or wilful neglect of his duties hereunder;

(b) the Executive shall commit any material breach or non-observance or, after having been given warning in writing, any repeated or continued breach (after receipt of prior notification of the previous breach(es) from the Company) or non-observance of any of his duties or any of his express or implied obligations arising from the Appointment or otherwise;

(c) the Executive shall be guilty of conduct or shall permit or suffer events, which, in the opinion of the Board, is likely to bring the Company or any Group Company into disrepute;

(d) the Executive shall commit any act of fraud or dishonesty (whether or not connected with the Appointment) or any act which, in the opinion of the Board, adversely affects his ability properly to carry out his duties;

- (e) the Executive shall become unable to pay his debts for the purposes of Sections 6 and 6A of the Bankruptcy Ordinance, Chapter 6, Laws of Hong Kong, shall claim the benefit of any Ordinance for the time being in force for the relief of insolvent debtors or proposed or shall make any arrangement or composition with his creditors;
- (f) the Executive is convicted of a criminal offence (other than an offence which in the opinion of the Board does not affect his position in the Company);
- (g) the Executive persistently refuses to carry out any lawful order given to him in the course of his employment or persistently fails to diligently attend to his duties under this Agreement; or
- (h) the Executive shall become of mental disorder or a patient as defined in Section 7 of the Mental Health Ordinance, Chapter 136, Laws of Hong Kong or been admitted to a hospital in pursuance of an application made under Part III of that Ordinance.

11.3 Upon termination of the Appointment however arising:

11.3.1 if applicable the Executive shall, without prejudice to any claim he may have arising out of the termination of this employment hereunder, forthwith at the request of the Board and without further claim for compensation resign from all offices held by him in any Group Company and from all other appointments or offices which he holds as nominee or representative of the Company or any Group Company and, if he fails so to do, the Company is irrevocably authorised by the Executive to appoint some person in his name and on his behalf to execute such documents and to do such other things as are reasonably necessary to give effect to such resignations; and

11.3.2 the Executive (or, if he shall be dead, of unsound mind or bankrupt, his personal representatives or such other persons as shall be appointed to administer his estate and affairs) shall deliver up to the Company in accordance with the directions of the Board, all keys, security passes, credit cards, the Documents and other property (including the company car provided pursuant to Clause 5) belonging to or relating to the businesses or affairs of the Company or any Group Company, including all copies of all Documents containing or referring to Confidential Information which may be in his possession or under his control (or that of his personal representatives or such other persons), and shall not retain copies, extracts or notes of any of the same.

11.4 The Executive shall have no claim against the Company in respect of the termination of the Appointment by reason of the liquidation of the Company for the purpose of amalgamation or reconstruction or as part of any arrangements for the amalgamation or demerger of the undertaking of the Company or any Group Company not involving liquidation, provided that the Executive shall have been offered employment with the amalgamated or reconstructed or de-merged company or companies on terms no less favourable to him than under this Agreement.

- 11.5 The Board, if it has reason to suspect that any one or more of the events set out in Clause 11.2 has or may have occurred, may suspend the Executive pending the making and completion of such investigation(s) as the Board thinks fit. While the suspension continues, the Company shall pay the Salary to the Executive and provide to him the other benefits set out in this Agreement. During the period of suspension the Company and relevant Group Companies shall not be obliged to provide work to the Executive and may require the Executive to comply with such conditions as the Company may reasonably specify in relation to attending at or remaining away from the places of business of the Company and/or the Group Companies. The Company may later terminate the Appointment, pursuant to the terms of this Agreement, on the grounds of the same or any other event.
- 11.6 Once notice to terminate the Executive's employment has been given by the Company or the Executive in accordance with Clause 11.1, or in the event that the Executive purports to terminate in breach of those obligations, the Company:
- 11.6.1 shall be under no obligation to vest in or assign to the Executive any powers or to provide any work for the Executive and the Executive shall have no right to perform any services for the Company or any Group Company;
- 11.6.2 may prohibit contact and/or dealings between the Executive and clients and/or suppliers and/or personnel of or investors in the Company or any Group Company; and
- 11.6.3 may exclude the Executive from any premises of the Company or any Group Company provided always that Salary and all other contractual benefits under this Agreement shall not cease to be payable or provided by reason only of the Company exercising its rights pursuant to Clause 11.6.
- This Clause 11.6 shall not affect the general right of the Company to suspend in accordance with Clause 11.5 nor affect the rights and obligations of the parties hereto prior to the service of notice.
- 11.7 Where this Agreement is terminated pursuant to Clause 11.2, the Executive shall not be entitled to receive the Guaranteed Bonus provided for in Clause 5.1.1 for the calendar year where the termination occurs and the Performance Bonus provided for in Clause 5.1.2 for the quarter of the calendar year where the termination occurs. When this Agreement is terminated by the Company pursuant to Clause 11.1, the Performance Bonus for the relevant calendar quarter shall be paid on a pro-rata basis and payable within 45 days after the end of the relevant calendar quarter.

12 RESTRICTIONS AFTER EMPLOYMENT

- 12.1 The Executive shall not, save with the prior written consent of the Board, during the Restricted Period, carry on or be concerned or engaged or interested directly or indirectly (whether as principal, shareholder, partner, employee, officer, agent or otherwise) within the Prohibited Area in any part of any trade or business which competes with any part of any trade or business carried on by the Company at any time during the period of 12 months prior to the Termination Date, in which the Executive shall have been actively engaged or involved, in any country in which the Company has traded during the period of 12 months prior to the Termination Date.

- 12.2 The Executive shall not during the Restricted Period and within the Prohibited Area either on his own behalf or on behalf of any person, firm or company in relation to the business activities of the Company in which the Executive has been engaged or involved, directly or indirectly:
- 12.2.1 solicit, approach or offer goods or services to or entice away from the Company any person, firm or company who at the Termination Date (or at any time during 12 months prior to the Termination Date) was a client or customer of the Company and in each case with whom the Executive (or any other employee on his behalf or under his direct instruction) has been actively engaged or involved by virtue of his duties hereunder; or
 - 12.2.2 deal with or accept custom from any person, firm or company who at the Termination Date (or at any time during 12 months prior to the Termination Date) was a client or customer of the Company and in each case with whom the Executive (or any other employee on his behalf or under his direct instruction) has been actively engaged or involved by virtue of his duties hereunder; or
 - 12.2.3 solicit or approach or offer goods or services to or entice away from the Company any person, firm or company who at the Termination Date (or at any time during 12 months prior to the Termination Date) was a supplier, agent or distributor of the Company and in each case with whom the Executive (or any other employee on his behalf or under his direct instruction) has been actively engaged or involved by virtue of his duties hereunder; or
 - 12.2.4 deal with or interfere with any person, firm or company who at the Termination Date (or at any time during 12 months prior to the Termination Date) was a supplier, agent or distributor of the Company and in each case with whom the Executive (or any other employee on his behalf or under his direct instruction) has been actively engaged or involved by virtue of his duties hereunder;
- PROVIDED THAT nothing contained in these Sub-Clauses 12.2.1 to 12.2.4 shall prohibit the Executive from carrying out any activities which are not in competition with any part of the business of the Company with which the Executive was involved in 12 months prior to the Termination Date.
- 12.3 The Executive shall during the Restricted Period and within the Prohibited Area either on his own behalf or on behalf of any person, firm or company in relation to the business activities of the Company in which the Executive has been engaged or involved, directly or indirectly, approach, solicit, endeavour to entice away, employ, offer employment to or procure the employment of any person who is or was a key employee belonging to the management grade or in a senior capacity with whom the Executive has had dealings within a period of 12 months prior to the Termination Date) whether or not such person would commit any breach of his contract of employment by reason of so leaving the service of the Company or otherwise.
- 12.4 The Executive shall not, at any time after the Termination Date, either on his own behalf or on behalf of any other person, firm or company directly or indirectly, within the Prohibited Area:
- 12.4.1 interfere or seek to interfere with the continuance, or any of the terms, of the supply of goods or services to the Company; or

12.4.2 represent himself as being in any way connected with or interested in the business of the Company (other than as a consultant or a member if such be the case) or use any name which is identical or similar to or likely to be confused with the name of the Company or any product or service produced or provided by the Company or which might suggest a connection with the Company.

12.5 The Executive (who acknowledges that, in the course of the Appointment, he is likely to have dealings with the clients, customers, suppliers and other contacts of the Company) agrees that each of the restrictions in Sub-Clauses 12.1, 12.2.1, 12.2.2, 12.2.3, 12.2.4, 12.3, 12.4.1 and 12.4.2 is separate and distinct, is to be construed separately from the other restrictions, and is reasonable as regards its duration, extent and application for the protection of the legitimate business interests of the Company. However, in the event that any such restriction shall be found to be void or unenforceable but would be valid or enforceable if some part or parts of it were deleted, the Executive agrees that such restriction shall apply with such deletions as may be necessary to make it valid and effective.

13. EMPLOYMENT WITH NEW GROUP COMPANY

For the conduct of the Business in Asia, the Company may incorporate a new Group Company (the "New Group Company") in Hong Kong or elsewhere in the world. If considered proper and if allowed by the law of the place where the New Group Company is incorporated, the Board may direct that such New Group Company takes up the employment of the Executive hereunder on the same terms and conditions set out in this Agreement, and the Executive undertakes that he will enter into a new employment agreement with the New Group Company on the same terms and conditions set out in this Agreement. Upon signing of the new employment agreement with the New Group Company, the continuity of employment of the Executive hereunder will not be affected by virtue of his employment being transferred to the New Group Company, so far as this is permitted by the law of the place where the New Group Company is incorporated.

14. INDEMNITY

Each of the Company and the Executive agrees to indemnify and hold harmless the other on demand from and against any and all losses, claims, damages, liabilities and expenses, including but without limitation any proceedings brought against it/him arising from the performance of its/his duties pursuant to this Agreement, so far as permitted by law, except in any case where the matter in respect of which indemnification is sought under this Clause was caused by the wilful neglect of the party to be indemnified.

15. NOTICES

Notices by either party hereto:

15.1 must be in writing addressed:

15.1.1 to the Company at its principal business office for the time being; and

15.1.2 to the Executive at his place of work or at the address set out in this Agreement or such other address as the Executive may from time to time have notified to the Company for the purpose of this Clause; and

15.2 will be effectively served:

15.2.1 on the day of receipt, where any hand-delivered letter or a facsimile transmission is received on a Working Day before or during normal working hours;

15.2.2 on the following Working Day, where any hand-delivered letter or facsimile transmission is received either on a Working Day after normal working hours or on any other day;

15.2.3 on the second Working Day following the day of posting from within Hong Kong of any letter sent by first class prepaid mail; or

15.2.4 on the fifth Working Day following the day of posting to an overseas address of any prepaid airmail letter.

16. ENTIRE AGREEMENT

16.1 This Agreement embodies all the terms and provisions of and relating to the employment of the Executive by the Company.

16.2 The terms of this Agreement may only be varied in writing by the parties hereto or their duly authorised agents.

17. PRIOR AGREEMENTS

This Agreement is in substitution for and shall supersede all former and existing agreements or arrangements made orally or in writing for the employment of the Executive by the Company or any Group Company, which shall be deemed to have been cancelled with effect from the date of this Agreement, and no party hereto shall have any claim in respect of any such superseded agreements or arrangements.

18. PROPER LAW AND FORUM

This Agreement shall in all respects be interpreted and construed in accordance with and governed by Hong Kong law and each party hereto irrevocably submits to the non-exclusive jurisdiction of the Hong Kong courts and waives all defences to any action arising hereunder brought in the courts of Hong Kong on the ground that such an action is brought in an inconvenient forum.

19. PROCESS AGENT

The Company irrevocably appoints Messrs. Stephenson Harwood & Lo of 35th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong to act as its agent to receive and acknowledge on its behalf any writ, summon, order, judgment or other notice of legal process in Hong Kong. If such agent (or its successor) no longer serves as agent of the Company for this purpose, the Company shall promptly appoint a successor agent and notify the Executive. The Company agrees that any legal process shall be sufficiently served on it if delivered to its agent at the address mentioned herein or such other address as may have been notified by the agent to the Executive.

IN WITNESS whereof the parties hereto entered into this Agreement the day and year first written above.

SIGNED for and on behalf of)
Travelzoo Inc.)
by Ralph Bartel (Director))
in the presence of:-)

SIGNED, SEALED AND DELIVERED)
by NG, Wai Ming)
in the presence of:-)

SUBSIDIARIES OF TRAVELZOO INC.

Subsidiaries	Jurisdiction
Travelzoo (Canada) Inc.	Canada
Travelzoo (Europe) Limited	United Kingdom
Travelzoo Kabushiki Kaisha	Japan

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 March 14, 2007, with respect to the consolidated balance sheets of Travelzoo Inc. and subsidiaries as of December 31, 2006 and 2005, and the related consolidated statements of operations, stockholders' equity and comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2006, management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2006 and the effectiveness of internal control over financial reporting as of December 31, 2006, which reports appear in the December 31, 2006 annual report on Form 10-K of Travelzoo Inc.

/s/ KPMG LLP

Mountain View, California
March 14, 2007

**CERTIFICATION OF CHIEF EXECUTIVE 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. 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
 - d. 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 and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely 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.

Date: March 14, 2007

/s/ RALPH BARTEL

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

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

I, Wayne Lee, 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. 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
 - d. 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 and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely 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.

Date: March 14, 2007

/s/ WAYNE LEE
Wayne Lee
Chief Financial Officer

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.

Date: March 14, 2007

/s/ RALPH BARTEL
Ralph Bartel
*Chairman of the Board and
Chief Executive Officer*

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.

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.

Date: March 14, 2007

/s/ WAYNE LEE

Wayne Lee
Chief Financial Officer

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.