

Edgar Filing: EXPEDIA INC - Form RW

EXPEDIA INC  
Form RW  
February 21, 2002

[Letterhead of Expedia, Inc.]

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VIA EDGAR

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549  
Division of Corporation Finance

Re: Expedia, Inc.: Withdrawal of Registration Statement on Form S-3  
(File No. 333-81646)

Ladies and Gentlemen:

Pursuant to Rule 477(a) under the Securities Act of 1933, as amended (the "Act"), Expedia, Inc. (the "Registrant") hereby respectfully requests that the Securities and Exchange Commission consent to the withdrawal of the Registrant's Registration Statement on Form S-3 (File No. 333-81646), together with all exhibits and amendments thereto (the "Registration Statement"). The Registrant is requesting such withdrawal because the selling security holders named in the Registration Statement (CVGI and GVI) will not be issued the securities whose resale was to be registered under the Registration Statement. As a result, such selling security holders no longer need to have such securities registered for resale under the Registration Statement. No securities were sold or will be sold under the Registration Statement.

The filing fee of \$4,384 for the Registration Statement was paid by electronic wire transfer to the account of the Securities and Exchange Commission at the time of the initial filing, and the Registrant understands that, pursuant to Rule 457(p) of the Act, such fee may be offset against the total filing fee(s) due for subsequent registration statements filed by the Registrant prior to January 30, 2007.

If you have any questions on this request for withdrawal, please do not hesitate to contact me on (425) 564-7200.

Very truly yours,

By: /s/ Richard N. Barton

Name: Richard N. Barton  
Title: President and Chief Executive Officer

CC: James Lopez  
Securities and Exchange Commission  
David Compton  
The Nasdaq Stock Market, Inc.  
Peter Lyons  
Shearman & Sterling  
David Bernstein  
Clifford Chance Rogers & Wells  
Terrance Bessey  
Kirkland & Ellis

