10 January 2008

The Manager
Company Announcements Office
Australia Stock Exchange Limited
4th Floor, 20 Bridge Street
SYDNEY NSW 2000

By Electronic Lodgement

Dear Sir,

Re: Change in Substantial Holding for TVL

Please find attached a Form 604 - Notice of Change of Interests of Substantial Holder from Wotif.com Holdings Limited with respect to its takeover bid for travel.com.au Limited in accordance with section 671B(1) of the *Corporations Act*.

Yours faithfully

Erin Dadswell
Assistant Company Secretary
Wotif.com Holdings Limited

Encl.

Wotif.com Holdings Limited • ABN 41 093 000 456 • 13 Railway Terrace, Milton QLD 4064
T: +61 7 3512 9965 • F: +61 7 3512 9914 • E: robbie.cooke@wotif.com

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme travel.com.au Limited

ACN/ARSN 079 010 772

1. Details of substantial holder (1)

Name Wotif.com Holdings Limited (**Wotif.com**) and its controlled entities listed in Annexure A to the notice (**Wotif.com Group Entities**)

ACN/ARSN (if applicable) 093 000 456

There was a change in the interests of the substantial holder on see Annexure B

The previous notice was given to the company on 31/12/2007

The previous notice was dated 31/12/2007

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	83,814,535	83.313%	84,819,323	84.312%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Annexure B	Wotif.com Holdings Limited	Increase of relevant interest as a result of acceptances of offers (the **Offers**) dated 15 November 2007 made under Wotif.com Holdings Limited's off-market bid for ordinary shares in travel.com.au Limited on the terms set out in the Bidder's Statement dated 7 November 2007. See Annexures B and C for details.	(a) If Wotif.com Holdings Limited receives acceptances from travel.com.au Limited shareholders holding at least 75.1% of all travel.com.au Limited shares, the consideration is either: - 55 cents in cash for each travel.com.au Limited share; or - between 0.0982 and 0.1146 Wotif.com Holdings Limited shares per travel.com.au Limited share. (b) If Wotif.com Holdings Limited receives acceptances from travel.com.au Limited shareholders holding 90% of all travel.com.au Limited shares, the consideration is either: - 57 cents in cash for each travel.com.au Limited share; or - between 0.1018 and 0.1188 Wotif.com Holdings shares per travel.com.au Limited share. The consideration will be provided in accordance with the terms of the Offers, if the conditions precedent and subsequent to the agreements to be formed by acceptances of the Offers are satisfied or waived. See Annexure C for details.	See Annexure B	See Annexure B

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
In respect of 3 above, Wotif.com Holdings Limited and each Wotif.com Group Entity	Persons to whom the Offers were made who have accepted the Offers.	Wotif.com Holdings Limited (upon the conditions of the Offers being satisfied or waived).	Relevant interest under section 608(1) of the *Corporations Act* pursuant to acceptances of the Offers. Wotif.com Holdings Limited's power to vote or dispose of the travel.com.au Limited shares is qualified until Wotif.com Holdings Limited becomes the registered holder of those shares. Wotif.com Holdings Limited will not become the registered holder of those shares unless the conditions subsequent to the agreements to be formed by acceptances of the Offers are satisfied or waived.	64,802,922 ordinary shares	64,802,922
Wotif.com Holdings Limited	Wotif.com Holdings Limited	Wotif.com Holdings Limited	Legal and beneficial	20,016,401 ordinary shares	20,016,401

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Wotif.com Holdings Limited	13 Railway Terrace, Milton, Queensland, Australia, 4064
Each Wotif.com Group Entity	13 Railway Terrace, Milton, Queensland, Australia, 4064

Signature

print name Robert Michael Sean **COOKE** capacity Director

sign here date 10 / 01 / 2008

DIRECTIONS

(1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.

(2) See the definition of "associate" in section 9 of the Corporations Act 2001.

(3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

(4) The voting shares of a company constitute one class unless divided into separate classes.

(5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(6) Include details of:

(a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

(b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

(7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

(8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown'".

(9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is Annexure A of 1 page referred to in the Form 604 (Notice of Change of Interests of Substantial Holder) in relation to travel.com.au Limited ACN 079 010 772)

Signed:

Name: Robert Michael Sean **COOKE**

Date: 10 January 2008

The following bodies corporate are controlled by Wotif.com Holdings Limited (each a Wotif.com Group Entity):

- Wotif.com Pty Ltd
- Standby Holdings Pty Ltd
- Wotif.com Ltd
- Wotif.com Inc
- Wotif.com Pte Ltd
- Wotif.com LLC
- Wotif.com Sdn Bhd

This is Annexure B of 1 page referred to in the Form 604 (Notice of Change of Interests of Substantial Holder) in relation to travel.com.au Limited ACN 079 010 772)

Signed:

Name: Robert Michael Sean **COOKE**

Date: 10 January 2008

Details of changes in relevant interests pursuant to acceptance of the Offers:

Date of change	Class and number of securities affected	Person's votes affected
31 December 2007	1,500 ordinary shares	1,500
02 January 2008	8,143 ordinary shares	8,143
03 January 2008	57,500 ordinary shares	57,500
04 January 2008	514,633 ordinary shares	514,633
07 January 2008	50,191 ordinary shares	50,191
08 January 2008	173,951 ordinary shares	173,951
09 January 2008	198,870 ordinary shares	198,870

This is Annexure C of 1 page referred to in the Form 604 (Notice of Change of Interests of Substantial Holder) in relation to travel.com.au Limited ACN 079 010 772)

Signed:

Name: Robert Michael Sean **COOKE**

Date: 10 January 2008

Offer terms

The following documents contain the terms of the Offers:

1. Bidder's Statement dated 7 November 2007
2. Acceptance Form
3. Notice of Variation dated 6 December 2007
4. Notice of Variation dated 3 January 2008