Mr. Diller, a n d (ii) 12,799,999 s h ares o f Clas s B C o mmon Stock. Such shares co n stitute 1 4 .7% o f the out st anding s h are s o f Com mon Sto ck and 100% of t h e o u ts tan d ing

shares of C lass B Comm o n Stoc k , r es p ec tive ly. Pursuant to the Governance a n d S toc k h o lder A g r eem ents, subje ct to ce r tai n limitat ions , M r. Dille r hold s an irrev o cabl e p r o x y

wఀ ఀec t

19. Agreeme n t a n d Pla n of Exchange and M erger, da ted as o f August 25, 1996, by and a mong the Compa n y , Hom e Shoppin g Network, Inc., House A cquisition

Corp., a n d L ibert y HS N, Inc.*

20. T erm in ation Agre eme n t, da ted as o f August 25, 1996, among the Compa n y , B D TV Inc ., L iberty Program Inve st me n ts, I n c., and Libe r ty HSN , I n c.*

6

21. Voti n g Agreeme n t, dat ed as of A u g u st 25, 1996, by and among Certain Stoc k h o lders o f Hom e Shopping N etwork, Inc. and t h e C o mpany.*

22. Voti n g Agreeme n t, dat ed as of A u g u st 25, 1996, by and among Barry D iller, L ibert y Medi a C o r p o r ation, A r r o w H o ldings, L LC, BD TV Inc ., a n d Home Shopping

Net w o r k , I n c.*

23. L ett er Agreeme n t, dat ed as of A u g u st 25, 1996, by and b etween L iberty Medi a Corporatio n and Barry D ill er. *

24. Sec o nd Am en d ed and R esta ted Jo int Fi ling A g r eement by and b etween T C I , Mr. D iller, BDT V I n c. a n d BDTV II Inc.*

25. Stoc k E x change Agre eme n t, dated as of D ecembe r 20, 1996, by and b etween t h e Com p any and Libe r ty HSN , I n c.*

26. L ett er Agreeme n t, dat ed as of February 3, 1997, by a n d be tw ee n BDTV INC. a n d Davi d Geffen.*

27. Stoc k E x change Agre eme n t, dated as of M ay 2 0 , 1 9 9 7 , b y and bet w een HS N , In c. and M r . Al len.*

28. Stoc k h o lders Agreeme n t, dat ed as of M ay 20, 1997, by and am o n g , Mr. Dil ler, Mr. A llen a n d L ibert y Medi a C o r p o r ation.*

29. L ett er Agreeme n t, dat ed as of M ay 20, 1997, by and betwe en M r. Dille r an d L ibert y Medi a C o r p o r ation.*

30. T h ird Am en d ed and R esta ted Jo int Fi ling A g r eement by and b etween T C I , Mr. D iller, BDT V I n c., B D TV II I n c. and BD TV III Inc.*

31. Ce r tifica te of Incorpora tion of B DT V III In c.*

32. Inve stme n t Agreeme n t among U niversal Studio s, Inc ., HS N , Inc., Hom e Shopping Net w o r k , I n c. and Lib erty M edia Corporatio n , d ate d a s o f Octob er 1 9 , 1 9 9 7 a s

a mended a n d re st ated as of De ce mber 18, 1997.*

33. Governance Agreeme n t among H SN, Inc., U n iversal Studi o s, Inc., L iberty Med ia Corporatio n and Barry D ill er, da ted as of O ctober 19, 1997.*

34. Stoc k h o lders Agreeme n t among U niversal Studio s, Inc ., L ibert y Medi a C o r p o r ation, Ba r ry Dil ler, HSN , I n c. a n d T he Seagram Com p any Ltd. da ted as of

Oct o ber 1 9 , 1 9 9 7 .*

35. Spinoff Agreeme n t among Liberty M edia Corpora tion, Universal Studios, Inc. a n d HS N , In c. dat ed as of O ctobe r 19, 1997. *

36. E x change Agreeme n t among H SN, Inc., U n iversal Studi o s, Inc. and Lib erty Medi a C o r p o r ation, dated as of O ctobe r 19, 1997.*

37. Am e nd ed a n d Re st ated L LC O perating Agre em ent o f US ANi LL C , b y a n d a mong USA Net w o r k s, Inc ., Home Shopping N etwork, Inc., U n iversa l Studi o s, Inc.,

L iberty Medi a C o r p o r ation a n d Ba r ry Dil ler, d ate d a s of February 12, 1998.*

38. L ett er Agreeme n t betwee n L ibert y HS N , In c. and H SN, Inc., dat ed as of Oct o b er 1 9 , 1 9 9 7 .*

39. Fourth Am e n d ed and R es ta ted Jo int Fi ling A g r eement betw een Te le- Com munic ations, I n c., Univ ers al S tudios, Inc ., T he Seagram Com p any L td. and Barry

Dil ler, d ate d a s o f February 23, 1998.*

40. Ce r tifica te of Inc o r p o r ation of BD TV IV I N C.*

7

41. Fift h Am e n ded and R es ta ted Jo int Fi ling A g r eement by and among Te le- Com munic ations, I n c., Libe r ty Me d ia Corporat ion, Ba r r y Diller, Univers al

Studi o s, Inc., T h e Se agra m Com p any Ltd., BD TV INC. , B D TV II I N C ., BDTV III IN C . and B D TV IV INC, da ted as of J u ly 1 9 , 1 9 9 9 .*

42. Sixt h Am e n d ed and R esta ted Jo int Fi ling A g r eement by and among Liberty M edia Corporatio n , B arry Dille r , U n iversal Studio s, Inc ., T h e Se agram Com p any

L td., Viv endi U n iversal, BD TV INC., B D TV II I N C., BD TV III IN C. and BD TV IV INC. da ted as of J u n e 2 2 , 2 0 0 1 . *

43. L ett er Agreeme n t, dat ed Jul y 15, 2001, by and am ong U SA Ne tw orks, I n c., Ba r ry Dil ler, Univ ers al S tudios, Inc . and Libe r ty Me d ia Corporat ion.*

44. Am e nd ed a n d Re st ated T ransac tion A g r eement, d ate d a s of De cem b er 1 6 , 2 0 0 1 , b y a n d a mong Viv endi U n iversal , S.A ., Unive r sal St u d ios, Inc. , U SA

Net w o r k s, Inc ., US A Ni LL C, Lib erty M edia Corpora tion and Barry D iller.*

45. Agreeme n t a n d Pla n of M e rger and Exchange, da ted as o f Dec em be r 16, 2001, by and a mong Viv endi U n iversa l, S .A., Universal Studios, Inc., Lig h t Fra n ce

Acquisitio n 1, S .A.S. , the M erger S u b si d iaries liste d on the s ignat u r e pa g e there to, L iberty Media C o r p o r ati o n , Liberty Programm ing Company L LC, L iberty

Program ming F r ance, Inc., LMC USA VI, Inc., LMC USA VII, Inc ., LMC U SA VIII, Inc ., L MC U SA X, Inc ., L ibert y HS N L LC Hol d ings , I n c. , and the Lib erty

Holdi n g e n tit ies liste d on the signa ture page t h ere to.*

46. Am e nd ed a n d Re st ated Gove r n ance Agreeme n t, dat ed as of D ece mber 16, 2001, by and a mong USA Net w ork s, Inc ., Unive r sal St u d ios , I n c. , Liberty M edia

Corporatio n , B arry Dille r , and V i v endi U n iversa l, S .A.*

47. Am e nd ed a n d Re st ated Stockholde r s A g r eem ent, d ate d a s o f Decem b er 1 6 , 2 0 0 1 , b y a n d a mong Univ ers al S tudios, Inc., Li b erty M edia Corporatio n and Barry

Dil ler.*

48. Am e nd ed a n d Re st ated L im i te d Li ability Li mit ed Pa rtne r shi p Agree men t of V ivendi Unive rsal Enterta inm e n t LLL P, date d as o f May 7, 2002, by a n d a mong USI

E n tertain ment Inc ., USANI Hold ings XX , I n c., Uni v ersal Pic tures Int ernationa l Hold ings BV, U n iversa l Picture s Inte r n ati o n al H o ldings 2 BV, NY CS p irit Corp.

II, USA N etworks, Inc., U SANI Sub LLC, Ne w-U St u d ios Holdi n g s, Inc. and M r. Dille r (in cludi n g Ame n d ment No. 1 th ereto da ted as o f Novem b er 2 5 , 2 0 0 2) .*

49. E q u ity W arra n t Agre em e n t, dated as of M ay 7 , 2 0 0 3 , b etween US A Net w o r k s, Inc . and The Bank of Ne w Y o r k , as e q u ity w arrant a g ent.*

50. E x change Agreeme n t by and am o n g the Com p any, L ibert y Medi a C o r p o r ati on , Lib erty H SN II, Inc . and Liberty H SN, Inc., dated as of June 27, 2002. *

51. Purchase Agreeme n t, dat ed as of February 12, 2003, betwe en D eutsche Ba n k AG a n d Vive n di Uni v ersal, S.A .*

52. L o ck-Up Agreeme n t, dat ed as of February 12, 2003, betwe en V i v endi U n iversa l, S.A. a n d Deutsc h e B ank Se curitie s, Inc .*

53. L ett er Agreeme n t, dat ed M a r ch 3 1 , 2 0 0 3 , f r o m Vi v endi U n iversa l, S .A. and Unive rsal Studios, Inc. t o Ba r r y Diller.*

54. Am e nd ed and R es ta ted G o v ernanc e A greem ent, by and a mong I AC/ I n terAc tive Corp, a D ela w are corpora tion, L iberty Media C o rporation, a Del aware

c o r p o r ation a n d Mr. Barry D iller, da ted as o f August 9, 2005. *

8

55. Am e nd ed a n d Re st ated Stockholde r s A g r eem ent, b y and bet w een Liberty M edia Corporatio n , a De laware corporation and Mr. Ba r r y Diller, da te d as o f Augus t 9 ,

2005. *

56. Joint Fil ing Agre em ent, by and am ong Lib erty M edia Corpora tion, a Delaware c o r p o r ation, M r . B arry Di ller, BD TV INC., a De lawa r e corporat ion, BDTV II

INC., a De lawa r e corporat ion, BDTV I I I INC., a De laware c o rporation, a n d BDTV I V IN C ., a Del aware c o r p o r ati o n , d ated a s of August 19, 2005. *

57. Sta n d st ill Agreeme n t, by and be twee n L ibert y Medi a C o r p o r ati on , a D ela wa r e corpora tion, a n d IAC/Int erAct iveC o rp , a De laware corporat ion, dat ed Jan u ary 1 0 ,

2008.*

58. Noti ce , da ted J anuary 29, 2008, of term inat ion o f Joint F ili n g Agreeme n t.*

59. Spinc o Agreeme n t, dat ed M a y 13, 2008, be tw ee n IAC/InterActiveCorp, L ibe r ty Medi a C o r p o ration, LMC Silver K ing, Inc., Lib erty H SN I I , I n c., LM C US A

VIII, Inc ., L MC U SA IX, Inc ., L MC U SA XI, Inc ., L MC U SA XII, Inc ., LMC U SA XIII, Inc ., L MC U SA XIV, Inc., LMC USA XV , Inc. , Liberty Twee ty, Inc.,

BDT V I n c. , B D TV II I n c., B D T V III Inc ., BDTV I V Inc. a n d Ba rry Dil ler (incorporated b y referenc e to E x h ibit 10. 1 to the Com p any’s Current R eport on

Form 8-K a s f iled on M ay 16, 2008).*

60. As sistant Sec r etary’s Ce r tifica te of Libe r ty Me d ia Corporat ion.*

* Previ o u sly fi led.

9