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enumerated above or subsequently filed by the Registrant pursuant to Sections 13

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statute, provision of the Charter, the bylaws of the Registrant, agreement, vote of st st st,





(a) The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in this registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

*Provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filing with or furnished to the Commission.

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(h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion issued by the Commission, such indemnification is not enforceable under the Securities Act of 1933.

It is hereby certified that the foregoing information is true and correct.

Witness my hand and the seal of the Commission this 1st day of January, 1964.







**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Christopher W. Shean and Richard N. Baer his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including pre-effective and post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power ~~and authority~~ to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to s to s 1

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**Name**



Exhibit No.

Description

- 4.1 Specimen Certificate for shares of Series B Liberty Ventures common stock, par value \$0.001 per share, of the Registrant (incorporated by reference to Exhibit 4.4 to the Registrant's Registration Statement on Form S-4 (File No. 333-180543) filed on April 3, 2012).





30 ROCKEFELLER PLAZA  
NEW YORK, NEW YORK  
10112-4498

TEL +1 212.4





**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Liberty Interactive Corporation:

We consent to the incorporation by reference in the registration statement on this Form S-8 of our report dated February 26

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