UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2

ON FORM S-8 TO FORM S-4

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

IAC/INTERACTIVECORP

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

(State or Other Jurisdiction of Incorporation or Organization)

555 West 18th Street New York, New York 10011

(Address of Principal Executive Offices Including Zip Code)

59-2712887 (I.R.S. Employer Identification No.)

Ticketmaster 1999 Stock Plan, as amended, Ticketmaster Online-Citysearch, Inc. 1998 Stock Plan, Ticketmaster Online-Citysearch, Inc. 1996 Stock Option Plan and Ticketweb, Inc. 2000 Stock Plan (Full Title of the Plan)

GREGG WINIARSKI, ESQ. Senior Vice President, General Counsel and Secretary IAC/InterActiveCorp 555 West 18th Street New York, New York 10011

(Name and Address of Agent For Service)

(212) 314-7300

(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer x Non-accelerated filer o (Do not check if a smaller reporting company) Accelerated filer o Smaller reporting company o

EXPLANATORY NOTE

Reference is made to Post-Effective Amendment No. 1 on Form S-8 to Form S-4 (SEC File No. 333-101199) filed by IAC/InterActiveCorp (formerly known as USA Interactive) ("IAC") with the U.S. Securities and Exchange Commission on January 22, 2003 (the "2003 Ticketmaster Registration Statement") to register 8,946,000 shares of IAC Common Stock (the "Securities") issuable upon the exercise of stock options assumed in connection with the merger (the "Merger") of T Merger Corp., a Delaware corporation and a wholly-owned subsidiary of IAC, with and into Ticketmaster, a Delaware corporation "Old Ticketmaster"), pursuant to the Agreement and Plan of Merger, dated as of October 9, 2002, by and among USA, T Merger Corp. and Old Ticketmaster (the "Merger Agreement").

Pursuant to the Merger Agreement, among other things, at the time the Merger, IAC assumed the outstanding stock options granted under the Ticketmaster 1999 Stock Plan, as amended, the Ticketmaster Online-Citysearch, Inc. 1998 Stock Plan, the Ticketmaster Online-Citysearch, Inc. 1996 Stock Option Plan and the Ticketweb, Inc. 2000 Stock Plan (collectively, the "Old Ticketmaster Plans"). As a result, the assumed options became exercisable for shares of IAC Common Stock, based on the formula set forth in the Merger Agreement, and remain subject to the same terms and conditions set forth in the applicable Old Ticketmaster Plan(s) and related agreements.

In connection with the one-for-two reverse stock split and spin-off of Expedia, Inc. on August 9, 2005 (the "Expedia Spin-Off"), IAC registered the Securities by way of a Post-Effective Amendment No. 2 on Form S-8 to Form S-4 (SEC File Nos. 333-124303 and 333-127411) (together, the "2005 Registration Statement"). Since the Securities are covered by the 2005 Registration Statement, IAC no longer needs to maintain the effectiveness of the 2003 Ticketmaster Registration Statement. Accordingly, IAC is hereby filing this Post-Effective Amendment No. 2 to the 2003 Ticketmaster Registration Statement to remove the Securities from registration under the 2003 Ticketmaster Registration Statement.

Information regarding the number and nature of Securities registered does not reflect the impact of (i) the Expedia Spin-Off, (ii) the one-for-two reverse stock split and spin-off of HSN, Inc., Interval Leisure Group, Inc., Ticketmaster and Tree.com, Inc. on August 20, 2008 and (iii) the exercise and expiration of awards granted under the Old Ticketmaster Plans following the filing of the 2003 Ticketmaster Registration Statement and the 2005 Registration Statement

PART II — INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS

EXHIBIT INDEX

| Exhibit No. | | Description |
|-------------|---------------------|-------------|
| 24.1 | Powers of Attorney. | |
| | 2 | |

ITEM 9. UNDERTAKINGS

- (a) The undersigned 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 to:
 - (i) include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effect amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the 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 a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
 - (iii) include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;
 - *provided*, *however*; that paragraphs (a)(1)(i) and (a) (1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement;
 - (2) that, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof; and
 - (3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering; and
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of a registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof; and
- (c) 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 of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act, and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 25th day of February, 2010.

By: /s/ GREGG WINIARSKI

Name:

Gregg Winiarski Senior Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated as of February 25, 2010:

| Name and Signature | Title |
|---|---|
| | Chairman of the Board and Chief Executive Officer (Principal |
| /s/ BARRY DILLER* | Executive Officer) |
| Barry Diller | |
| /s/ VICTOR A. KAUFMAN* | Vice Chairman and Director |
| Victor A. Kaufman | Vice Ghumhan and Breetor |
| 7.000 1.0 7.000 | |
| /s/ THOMAS J. MCINERNEY* | Executive Vice President and Chief Financial Officer (Principal |
| Thomas J. McInerney | Financial Officer) |
| /s/ MICHAEL H. SCHWERDTMAN* | Vice President and Controller (Principal Accounting Officer) |
| Michael H. Schwerdtman | Vice President and Controller (Principal Accounting Officer) |
| Wichael II. Schwerdman | |
| /s/ EDGAR BRONFMAN, JR.* | Director |
| Edgar Bronfman, Jr. | |
| (/ DONALD D VEOLICH* | Pinte |
| /s/ DONALD R. KEOUGH* Donald R. Keough | Director |
| Zoniia IV. Iveolgii | |
| | 4 |
| | |
| /s/ BRYAN LOURD* | Director |
| Bryan Lourd | |
| | |
| /s/ JOHN MALONE* | Director |
| John Malone | |
| /s/ ARTHUR C. MARTINEZ* | Director |
| Arthur C. Martinez | |
| | |
| /s/ DAVID ROSENBLATT* | Director |
| David Rosenblatt | |
| /c/ AL AN C. CROON'S | Director |
| /s/ ALAN G. SPOON* Alan G. Spoon | Director |
| | |
| /s/ ALEXANDER VON FURSTENBERG* | Director |
| Alexander Von Furstenberg | |
| /s/ RICHARD F. ZANNINO* | Director |
| Richard F. Zannino | Direction |
| | |
| /s/ MICHAEL P. ZEISSER* | Director |
| Michael P. Zeisser | |
| /s/ GREGG WINIARSKI | |
| Gregg Winiarski | |
| Attorney-in-Fact | |

Attorney-in-Fact

POWER OF ATTORNEY for Registration Statement of IAC/InterActiveCorp

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, being a director and officer of IAC/InterActiveCorp, a Delaware corporation (the "Company"), which proposes to file with the U.S. Securities and Exchange Commission (the "SEC") under the provisions of the Securities Act of 1933, as amended (the "Act"), one or more post-effective amendments to certain registration statements on Form S-4 and/or Form S-8 (specifically, SEC File Nos. 333-118724, 333-10247, 333-105876, 333-105014, 333-104973, 333-101199, 333-37286, 333-37284, 333-65335, 333-57669, 333-57667, 333-48869, 333-48863, 333-34146, 333-03717, 333-18763 and 033-53909 (collectively, the "S-8 Registration Statements)) and Form S-3 (specifically, SEC File No. 333-105095 (the "S-3 Registration Statement," and together with the S-8 Registration Statements, the "Registration Statements") and constitutes and appoints Thomas J. McInerney and Gregg Winiarski, and each of them, his true and lawful attorneys-in-fact and agents, with full power to act, together or each without the others, for him and in his name, place and stead, in any and all capacities, to sign, or cause to be signed electronically, any and all of said Registration Statements and any and all amendments (including post-effective amendments) to the aforementioned Registration Statements and to file said Registration Statements and amendments thereto so signed with all exhibits thereto, and with any and all other documents with the SEC, hereby granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform any and all acts and things requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be executed in counterparts and all such duly executed counterparts shall together constitute the same instrument. This Power of Attorney shall not revoke any powers of attorney previously executed by the undersigned. This Power of Attorney shall not be revoked by any subsequent power of attorney that the undersigned may execute, unless such subsequent power of attorney expressly provides that it revokes this Power of Attorney by referring to the date of the undersigned's execution of this Power of Attorney and subject hereof.

The "CAUTION TO THE PRINCIPAL" and "IMPORTANT INFORMATION FOR THE AGENT" statement below is required under New York State General Obligations Law. Notwithstanding anything to the contrary contained therein, this Power of Attorney is limited to the powers granted as described above and DOES NOT grant the attorneys-in-fact and agents the authority to spend the undersigned's money or sell or dispose of the undersigned's property.

CAUTION TO THE PRINCIPAL: Your Power of Attorney is an important document. As the "principal," you give the person whom you choose (your "agent") authority to spend your money and sell or dispose of your property during your lifetime without telling you. You do not lose your authority to act even though you have given your agent similar authority. When your agent exercises this authority, he or she must act according to any instructions you have provided, or, where there are no specific instructions, in your best interest. "Important Information for the Agent" at the end of this document describes your agent's responsibilities. Your agent can act on your behalf only after signing the Power of Attorney before a notary public. You can request information from your agent at any time. If you are revoking a prior Power of Attorney by executing this Power of Attorney, you should provide written notice of the revocation to your prior agent(s) and to the financial institutions where your accounts are located. You can revoke or terminate your Power of Attorney at any time for any reason as long as you are of sound mind. If you are no longer of sound mind, a court can remove an agent for acting improperly. Your agent cannot make health care decisions for you. You may execute a "Health Care Proxy" to do this. The law governing Powers of Attorney is contained in the New York General Obligations Law, Article 5, Title 15. This law is available at a law library, or online through the New York State Senate or Assembly websites, www.senate.state.ny.us or www.assembly.state.ny.us. If there is anything about this document that you do not understand, you should ask a lawyer of your own choosing to explain it to you.

IN WITNESS WHEREOF, the undersigned principal, has executed this Power of Attorney on the date indicated opposite his name.

| | | /s/ Barry Diller | | |
|--------------------------------|--|------------------|---|--|
| Date: February 23, 2010 | | Name: | Barry Diller | |
| | | Title: | Chairman of the Board, Chief Executive Officer and Director | |
| State of |) | | | |
| County of |) ss.: | | | |
| basis of satisfactory evidence | e to be the individual whose name is subscribed to | the within | eared Barry Diller, personally known to me or proved to me on the n instrument and acknowledged to me that he executed the same in on behalf of which the individuals acted, executed the instrument. | |
| /s/ Authorized Signatory | | | | |
| Notary Public | | | | |
| | | | | |

IMPORTANT INFORMATION FOR THE AGENT:

When you accept the authority granted under this Power of Attorney, a special legal relationship is created between you and the principal. This relationship imposes on you legal responsibilities that continue until you resign or the Power of Attorney is terminated or revoked. You must:

- (1) act according to any instructions from the principal, or, where there are no instructions, in the principal's best interest;
- (2) avoid conflicts that would impair your ability to act in the principal's best interest;

- (3) keep the principal's property separate and distinct from any assets you own or control, unless otherwise permitted by law;
- (4) keep a record of all receipts, payments, and transactions conducted for the principal; and
- disclose your identity as an agent whenever you act for the principal by writing or printing the principal's name and signing your own name as "agent" in either of the following manner: (Principal's Name) by (Your Signature) as Agent, or (your signature) as Agent for (Principal's Name).

You may not use the principal's assets to benefit yourself or give gifts to yourself or anyone else unless the Principal has specifically granted you that authority in this Power of Attorney or in a Statutory Major Gifts Rider attached to this Power of Attorney. If you have that authority, you must act according to any instructions of the principal or, where there are no such instructions, in the principal's best interest. You may resign by giving written notice to the principal and to any co-agent, successor agent, monitor if one has been named in this document, or the principal's guardian if one has been appointed. If there is anything about this document or your responsibilities that you do not understand, you should seek legal advice.

Liability of agent:

The meaning of the authority given to you is defined in New York's General Obligations Law, Article 5, Title 15. If it is found that you have violated the law or acted outside the authority granted to you in the Power of Attorney, you may be liable under the law for your violation.

[REMAINDER OF PAGE LEFT BLANK]

| | | /s/ Thom | as J. McInerney |
|---|---|--|---|
| Date: February 23, 2010 | | Name: | Thomas J. McInerney |
| | | Title: | Agent and Attorney-in-Fact |
| State of |) | | |
| County of |) ss.: | | |
| on the basis of satisfactory e | vidence to be the individual whose name is subscr | eared Thomas J. McInerney, personally known to me or proved to me within instrument and acknowledged to me that he executed the erson upon behalf of which the individuals acted, executed the | |
| /s/ Authorized Signatory Notary Public | | | |
| | | /s/ Gregg | Winiarski |
| Date: February 23, 2010 | | Name: Title: | Gregg Winiarski Agent and Attorney-in-Fact |
| State of |) | | |
| County of |) ss.: | | |
| the basis of satisfactory evid | ence to be the individual whose name is subscribe | d to the w | eared Gregg Winiarski, personally known to me or proved to me on ithin instrument and acknowledged to me that he executed the same upon behalf of which the individuals acted, executed the instrument. |
| /s/ Authorized Signatory Notary Public | | | |

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KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, being a director and officer of IAC/InterActiveCorp, a Delaware corporation (the "Company"), which proposes to file with the U.S. Securities and Exchange Commission (the "SEC") under the provisions of the Securities Act of 1933, as amended (the "Act"), one or more post-effective amendments to certain registration statements on Form S-4 and/or Form S-8 (specifically, SEC File Nos. 333-118724, 333-110247, 333-105876, 333-105014, 333-104973, 333-101199, 333-37286, 333-37284, 333-65335, 333-57669, 333-57669, 333-48869, 333-48863, 333-34146, 333-03717, 333-18763 and 033-53909 (collectively, the "S-8 Registration Statements)) and Form S-3 (specifically, SEC File No. 333-105095 (the "S-3 Registration Statement," and together with the S-8 Registration Statements, the "Registration Statements") and constitutes and appoints Thomas J. McInerney and Gregg Winiarski, and each of them, his true and lawful attorneys-in-fact and agents, with full power to act, together or each without the others, for him and in his name, place and stead, in any and all capacities, to sign, or cause to be signed electronically, any and all of said Registration Statements and any and all amendments (including post-effective amendments) to the aforementioned Registration Statements and to file said Registration Statements and amendments thereto so signed with all exhibits thereto, and with any and all other documents with the SEC, hereby granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform any and all acts and things requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them may lawfully do or cause to be done by virtue hereof.

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IN WITNESS WHEREOF, the undersigned principal, has executed this Power of Attorney on the date indicated opposite his name.

/s/ Victor A. Kaufman

| 1 | | | |
|-----------------------------|---|--------------|--|
| Date: February 23, 2010 | | Name: | Victor A. Kaufman |
| | | Title: | Vice Chairman and Director |
| | | | |
| State of |) | | |
| | , | | |
| County of |) ss.: | | |
| County of |) 33 | | |
| On the 23rd day of February | in the year 2010 before me, the undersigned, person | onally ann | peared Victor A. Kaufman, personally known to me or proved to me |
| 5 | , J | , , , | · 1 5 |
| | | | e within instrument and acknowledged to me that he executed the |
| • | t by his signature on the instrument, the individua | I, or the po | erson upon behalf of which the individuals acted, executed the |
| instrument. | | | |
| | | | |
| /s/ Authorized Signatory | | | |
| Notary Public | | | |
| | | | |

IMPORTANT INFORMATION FOR THE AGENT:

When you accept the authority granted under this Power of Attorney, a special legal relationship is created between you and the principal. This relationship imposes on you legal responsibilities that continue until you resign or the Power of Attorney is terminated or revoked. You must:

- (1) act according to any instructions from the principal, or, where there are no instructions, in the principal's best interest;
- (2) avoid conflicts that would impair your ability to act in the principal's best interest;
- (3) keep the principal's property separate and distinct from any assets you own or control, unless otherwise permitted by law;
- (4) keep a record of all receipts, payments, and transactions conducted for the principal; and
- (5) disclose your identity as an agent whenever you act for the principal by writing or printing the principal's name and signing your own name as "agent" in either of the following manner: (Principal's Name) by (Your Signature) as Agent, or (your signature) as Agent for (Principal's Name).

You may not use the principal's assets to benefit yourself or give gifts to yourself or anyone else unless the Principal has specifically granted you that authority in this Power of Attorney or in a Statutory Major Gifts Rider attached to this Power of Attorney. If you have that authority, you must act according to any instructions of the principal or, where there are no such instructions, in the principal's best interest. You may resign by giving written notice to the principal and to any co-agent, successor agent, monitor if one has been named in this document, or the principal's guardian if one has been appointed. If there is anything about this document or your responsibilities that you do not understand, you should seek legal advice.

Liability of agent:

The meaning of the authority given to you is defined in New York's General Obligations Law, Article 5, Title 15. If it is found that you have violated the law or acted outside the authority granted to you in the Power of Attorney, you may be liable under the law for your violation.

| | | /s/ Thoma | ıs J. McInerney |
|------------------------------|---|-------------|--|
| Date: February 23, 2010 | | Name: | Thomas J. McInerney |
| | | Title: | Agent and Attorney-in-Fact |
| State of |) | | |
| County of |) ss.: | | |
| on the basis of satisfactory | evidence to be the individual whose name is subscr | ibed to the | ared Thomas J. McInerney, personally known to me or proved to me within instrument and acknowledged to me that he executed the cson upon behalf of which the individuals acted, executed the |
| /s/ Authorized Signatory | | | |
| Notary Public | | | |
| | | /s/ Gragg | Winiarski |
| Date: February 23, 2010 | | Name: | Gregg Winiarski |
| | | Title: | Agent and Attorney-in-Fact |
| State of |) | | |
| County of |) ss.: | | |
| the basis of satisfactory ev | idence to be the individual whose name is subscribe | d to the wi | ared Gregg Winiarski, personally known to me or proved to me on thin instrument and acknowledged to me that he executed the same pon behalf of which the individuals acted, executed the instrument. |
| /s/ Authorized Signatory | | | |
| Notary Public | | | |

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revocation to your prior agent(s) and to the financial institutions where your accounts are located. You can revoke or terminate your Power of Attorney at any time for any reason as long as you are of sound mind. If you are no longer of sound mind, a court can remove an agent for acting improperly. Your agent cannot make health care decisions for you. You may execute a "Health Care Proxy" to do this. The law governing Powers of Attorney is contained in the New York General Obligations Law, Article 5, Title 15. This law is available at a law library, or online through the New York State Senate or Assembly websites, www.senate.state.ny.us or www.assembly.state.ny.us. If there is anything about this document that you do not understand, you should ask a lawyer of your own choosing to explain it to you.

IN WITNESS WHEREOF, the undersigned principal, has executed this Power of Attorney on the date indicated opposite his name.

| | | | /s/ Thom | as J. McInerney |
|-----------------------|--|---|---|--|
| Date: F | ebruary 23, 2010 | | Name: Title: | Thomas J. McInerney EVP & CFO (Principal Financial Officer) |
| State of | |) | | |
| County | of |) ss.: | | |
| on the b | asis of satisfactory his capacity, and t | evidence to be the individual whose name is subscr | ibed to the | eared Thomas J. McInerney, personally known to me or proved to me within instrument and acknowledged to me that he executed the erson upon behalf of which the individuals acted, executed the |
| /s/ Auth | orized Signatory | | | |
| Notary I | | | | |
| | | | | |
| IMPOR' | TANT INFORMA | TION FOR THE AGENT: | | |
| relations | | | | egal relationship is created between you and the principal. This ower of Attorney is terminated or revoked. You must: |
| (1) | act according to a | any instructions from the principal, or, where there a | re no instr | uctions, in the principal's best interest; |
| (2) | avoid conflicts th | at would impair your ability to act in the principal's | best intere | est; |
| (3) | keep the principa | l's property separate and distinct from any assets yo | u own or o | control, unless otherwise permitted by law; |
| (4) | keep a record of | all receipts, payments, and transactions conducted fo | or the princ | cipal; and |
| (5) | | | | or printing the principal's name and signing your own name as re) as Agent, or (your signature) as Agent for (Principal's Name). |
| to any ir principa | y in this Power of astructions of the p l and to any co-ag | Attorney or in a Statutory Major Gifts Rider attached or incipal or, where there are no such instructions, in | d to this Po the princip in this do | olf or anyone else unless the Principal has specifically granted you that ower of Attorney. If you have that authority, you must act according pal's best interest. You may resign by giving written notice to the cument, or the principal's guardian if one has been appointed. If there should seek legal advice. |
| Liability | of agent: | | | |
| violated | | he authority given to you is defined in New York's C utside the authority granted to you in the Power of A | | oligations Law, Article 5, Title 15. If it is found that you have ou may be liable under the law for your violation. |
| | | [REMAINDER OF I | PAGE LEI | FT BLANK] |
| | | | | |
| | | | | |
| Date: F | ebruary 23, 2010 | | /s/ Gregg Name: Title: | g Winiarski Gregg Winiarski Agent and Attorney-in-Fact |
| State of | |) | | |
| County | of |) ss.: | | |
| | | | | eared Gregg Winiarski, personally known to me or proved to me on ithin instrument and acknowledged to me that he executed the same |

in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individuals acted, executed the instrument.

/s/ Authorized Signatory

Notary Public

| Date: February 23, 2010 | | Name: | Joanne Hawkins |
|-----------------------------|--|-------------|--|
| | | Title: | Agent and Attorney-in-Fact |
| State of |) | | |
| County of |) ss.: | | |
| the basis of satisfactory e | vidence to be the individual whose name is subscribe | ed to the w | eared Joanne Hawkins, personally known to me or proved to me on ithin instrument and acknowledged to me that he executed the same upon behalf of which the individuals acted, executed the instrument. |
| /s/ Authorized Signatory | | | |
| Notary Public | - | | |
| | | | |

/s/ Joanne Hawkins

POWER OF ATTORNEY for Registration Statement of IAC/InterActiveCorp

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, being an officer of IAC/InterActiveCorp, a Delaware corporation (the "Company"), which proposes to file with the U.S. Securities and Exchange Commission (the "SEC") under the provisions of the Securities Act of 1933, as amended (the "Act"), one or more post-effective amendments to certain registration statements on Form S-4 and/or Form S-8 (specifically, SEC File Nos. 333-118724, 333-10247, 333-105876, 333-105014, 333-104973, 333-101199, 333-37286, 333-37284, 333-65335, 333-57669, 333-57667, 333-48869, 333-48863, 333-34146, 333-03717, 333-18763 and 033-53909 (collectively, the "S-8 Registration Statements)) and Form S-3 (specifically, SEC File No. 333-105095 (the "S-3 Registration Statement," and together with the S-8 Registration Statements, the "Registration Statements") and constitutes and appoints Thomas J. McInerney and Gregg Winiarski, and each of them, his true and lawful attorneys-in-fact and agents, with full power to act, together or each without the others, for him and in his name, place and stead, in any and all capacities, to sign, or cause to be signed electronically, any and all of said Registration Statements and any and all amendments (including post-effective amendments) to the aforementioned Registration Statements and to file said Registration Statements and amendments thereto so signed with all exhibits thereto, and with any and all other documents with the SEC, hereby granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform any and all acts and things requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be executed in counterparts and all such duly executed counterparts shall together constitute the same instrument. This Power of Attorney shall not revoke any powers of attorney previously executed by the undersigned. This Power of Attorney shall not be revoked by any subsequent power of attorney that the undersigned may execute, unless such subsequent power of attorney expressly provides that it revokes this Power of Attorney by referring to the date of the undersigned's execution of this Power of Attorney and subject hereof.

The "CAUTION TO THE PRINCIPAL" and "IMPORTANT INFORMATION FOR THE AGENT" statement below is required under New York State General Obligations Law. Notwithstanding anything to the contrary contained therein, this Power of Attorney is limited to the powers granted as described above and DOES NOT grant the attorneys-in-fact and agents the authority to spend the undersigned's money or sell or dispose of the undersigned's property.

CAUTION TO THE PRINCIPAL: Your Power of Attorney is an important document. As the "principal," you give the person whom you choose (your "agent") authority to spend your money and sell or dispose of your property during your lifetime without telling you. You do not lose your authority to act even though you have given your agent similar authority. When your agent exercises this authority, he or she must act according to any instructions you have provided, or, where there are no specific instructions, in your best interest. "Important Information for the Agent" at the end of this document describes your agent's responsibilities. Your agent can act on your behalf only after signing the Power of Attorney before a notary public. You can request information from your agent at any time. If you are revoking a prior Power of Attorney by executing this Power of Attorney, you should provide written notice of the revocation to your prior agent(s) and to the financial institutions where your accounts are located. You can revoke or terminate your Power of Attorney at any time for any reason as long as you are of sound mind. If you are no longer of sound mind, a court can remove an agent for acting improperly. Your agent cannot make health care decisions for you. You may execute a "Health Care Proxy" to do this. The law governing Powers of Attorney is contained in the New York General Obligations Law, Article 5, Title 15. This law is available at a law library, or online through the New York State Senate or Assembly websites, www.senate.state.ny.us or www.assembly.state.ny.us. If there is anything about this document that you do not understand, you should ask a lawyer of your own choosing to explain it to you.

IN WITNESS WHEREOF, the undersigned principal, has executed this Power of Attorney on the date indicated opposite his name.

| | | /s/ Micha | el H. Schwerdtman |
|-------------------------|--------|-----------|---|
| Date: February 23, 2010 | | Name: | Michael H. Schwerdtman |
| | | Title: | SVP & Controller (Principal Accounting Officer) |
| State of |) | | |
| County of |) ss.: | | |

On the 23rd day of February in the year 2010 before me, the undersigned, personally appeared Michael H. Schwerdtman, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the

| | thorized Signatory y Public | | | |
|--|--|--|--|---|
| IMPO | ORTANT INFORMA | ΓΙΟΝ FOR THE AGENT: | | |
| relatio | | | | al legal relationship is created between you and the principal. This Power of Attorney is terminated or revoked. You must: |
| (1) | act according to a | any instructions from the princ | cipal, or, where there are no in | nstructions, in the principal's best interest; |
| (2) | avoid conflicts that would impair your ability to act in the principal's best interest; | | | |
| (3) | keep the principa | l's property separate and disti | inct from any assets you own | or control, unless otherwise permitted by law; |
| (4) | keep a record of a | all receipts, payments, and tra | nsactions conducted for the p | rincipal; and |
| (5) | | | | ing or printing the principal's name and signing your own name as ature) as Agent, or (your signature) as Agent for (Principal's Name). |
| to any princi _] | rity in this Power of A rinstructions of the p pal and to any co-ago | Attorney or in a Statutory Marincipal or, where there are no ent, successor agent, monitor | ijor Gifts Rider attached to thi o such instructions, in the prir | arself or anyone else unless the Principal has specifically granted you use Power of Attorney. If you have that authority, you must act accordinacipal's best interest. You may resign by giving written notice to the document, or the principal's guardian if one has been appointed. If the ou should seek legal advice. |
| | | | | |
| Liabil | ity of agent: | | | |
| | The meaning of the | | | Obligations Law, Article 5, Title 15. If it is found that you have y, you may be liable under the law for your violation. |
| | The meaning of the | | | y, you may be liable under the law for your violation. |
| | The meaning of the | | o you in the Power of Attorne | y, you may be liable under the law for your violation. |
| | The meaning of the | | o you in the Power of Attorne | y, you may be liable under the law for your violation. |
| violate | The meaning of the ded the law or acted or | | o you in the Power of Attorne [REMAINDER OF PAGE I /s/ Tho | y, you may be liable under the law for your violation. LEFT BLANK] mas J. McInerney |
| violate | The meaning of the | | o you in the Power of Attorne | y, you may be liable under the law for your violation. LEFT BLANK] |
| violate | The meaning of the ded the law or acted or second s | | p you in the Power of Attorne [REMAINDER OF PAGE I /s/ Tho Name: | mas J. McInemey Thomas J. McInerney |
| violate | The meaning of the detailed the law or acted of the law or acted or acted of the law or acted or acte | | p you in the Power of Attorne [REMAINDER OF PAGE I /s/ Tho Name: | mas J. McInemey Thomas J. McInerney |
| Date: State of Count on the conthern the count on the cou | The meaning of the ded the law or acted or seek the law or acted or acted or seek the law or acted or |)) ss.: y in the year 2010 before me, evidence to be the individual | [REMAINDER OF PAGE 1] /s/ Tho Name: Title: | mas J. McInemey Thomas J. McInerney |
| Date: State of Count On the same instruit/s/ Au | The meaning of the detailed the law or acted or seed the law of seed the law or acted to seed the law or acted the |)) ss.: y in the year 2010 before me, evidence to be the individual | [REMAINDER OF PAGE 1] /s/ Tho Name: Title: | mas J. McInerney Thomas J. McInerney Agent and Attorney-in-Fact appeared Thomas J. McInerney, personally known to me or proved to the within instrument and acknowledged to me that he executed the |
| Date: State of Count On the same instruit/s/ Au | The meaning of the detection of the law or acted or seek the law of the law or acted or seek the law or acted or acted or law or acted or law or acted or ac |)) ss.: y in the year 2010 before me, evidence to be the individual | [REMAINDER OF PAGE In Section 1985] /s/ Tho Name: Title: the undersigned, personally and the strument, the individual, or the strument, the individual, or the strument. | mas J. McInerney Thomas J. McInerney Agent and Attorney-in-Fact appeared Thomas J. McInerney, personally known to me or proved to the within instrument and acknowledged to me that he executed the experson upon behalf of which the individuals acted, executed the |
| Date: State of Count on the same in instrument of the count of the cou | The meaning of the detailed the law or acted or seed the law of seed the law or acted to seed the law or acted the |)) ss.: y in the year 2010 before me, evidence to be the individual | [REMAINDER OF PAGE In Section 1985] /s/ Tho Name: Title: the undersigned, personally and the strument, the individual, or the strument, the individual, or the strument. | mas J. McInerney Thomas J. McInerney Agent and Attorney-in-Fact appeared Thomas J. McInerney, personally known to me or proved to the within instrument and acknowledged to me that he executed the |
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| Date: State of Count On the same is instruit Date: Count On the count On the count On the ba | The meaning of the detailed the law or acted or seed the law of February 23, 2010 of seed the law of February 23, 2010 of seed the law of February 23, 2010 of seed the law of February 23 of seed the law of February 23 of seed the law of February 23, 2010 of seed the law or acted or o |)) ss.: y in the year 2010 before me, evidence to be the individual nat by his signature on the ins)) ss.: y in the year 2010 before me, idence to be the individual wl | /s/ Tho Name: Title: /s/ Gre Name: Title: | mas J. McInerney Thomas J. McInerney Agent and Attorney-in-Fact appeared Thomas J. McInerney, personally known to me or proved to the within instrument and acknowledged to me that he executed the experson upon behalf of which the individuals acted, executed the gg Winiarski Gregg Winiarski Gregg Winiarski |

POWER OF ATTORNEY for Registration Statement of IAC/InterActiveCorp

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, being a director of IAC/InterActiveCorp, a Delaware corporation (the "Company"), which proposes to file with the U.S. Securities and Exchange Commission (the "SEC") under the provisions of the Securities Act of 1933, as amended (the "Act"), one or more post-effective amendments to certain registration statements on Form S-4 and/or Form S-8 (specifically, SEC File Nos. 333-118724, 333-10247, 333-105876, 333-105014, 333-104973, 333-101199, 333-37286, 333-37284, 333-65335, 333-57669, 333-57667, 333-48869, 333-48863, 333-34146, 333-03717, 333-18763 and 033-53909 (collectively, the "S-8 Registration Statements)) and Form S-3 (specifically, SEC File No. 333-105095 (the "S-3 Registration Statement," and together with the S-8 Registration Statements, the "Registration Statements") and constitutes and appoints Thomas J. McInerney and Gregg Winiarski, and each of them, his true and lawful attorneys-in-fact and agents, with full power to act, together or each without the others, for him and in his name, place and stead, in any and all capacities, to sign, or cause to be signed electronically, any and all of said Registration Statements and any and all amendments (including post-effective amendments) to the aforementioned Registration Statements and to file said Registration Statements and amendments thereto so signed with all exhibits thereto, and with any and all other documents with the SEC, hereby granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform any and all acts and things requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be executed in counterparts and all such duly executed counterparts shall together constitute the same instrument. This Power of Attorney shall not revoke any powers of attorney previously executed by the undersigned. This Power of Attorney shall not be revoked by any subsequent power of attorney that the undersigned may execute, unless such subsequent power of attorney expressly provides that it revokes this Power of Attorney by referring to the date of the undersigned's execution of this Power of Attorney and subject hereof.

The "CAUTION TO THE PRINCIPAL" and "IMPORTANT INFORMATION FOR THE AGENT" statement below is required under New York State General Obligations Law. Notwithstanding anything to the contrary contained therein, this Power of Attorney is limited to the powers granted as described above and DOES NOT grant the attorneys-in-fact and agents the authority to spend the undersigned's money or sell or dispose of the undersigned's property.

CAUTION TO THE PRINCIPAL: Your Power of Attorney is an important document. As the "principal," you give the person whom you choose (your "agent") authority to spend your money and sell or dispose of your property during your lifetime without telling you. You do not lose your authority to act even though you have given your agent similar authority. When your agent exercises this authority, he or she must act according to any instructions you have provided, or, where there are no specific instructions, in your best interest. "Important Information for the Agent" at the end of this document describes your agent's responsibilities. Your agent can act on your behalf only after signing the Power of Attorney before a notary public. You can request information from your agent at any time. If you are revoking a prior Power of Attorney by executing this Power of Attorney, you should provide written notice of the revocation to your prior agent(s) and to the financial institutions where your accounts are located. You can revoke or terminate your Power of Attorney at any time for any reason as long as you are of sound mind. If you are no longer of sound mind, a court can remove an agent for acting improperly. Your agent cannot make health care decisions for you. You may execute a "Health Care Proxy" to do this. The law governing Powers of Attorney is contained in the New York General Obligations Law, Article 5, Title 15. This law is available at a law library, or online through the New York State Senate or Assembly websites, www.senate.state.ny.us or www.assembly.state.ny.us. If there is anything about this document that you do not understand, you should ask a lawyer of your own choosing to explain it to you.

IN WITNESS WHEREOF, the undersigned principal, has executed this Power of Attorney on the date indicated opposite his name.

| | | /s/ Edgar Bronfman, Jr. | | |
|---------------------------------|--|-------------------------|---|--|
| Date: February 23, 2010 | | Name: | Edgar Bronfman, Jr. | |
| | | Title: | Director | |
| State of |) | | | |
| County of |) ss.: | | | |
| on the basis of satisfactory ev | ridence to be the individual whose name is subsc | cribed to th | peared Edgar Bronfman, Jr., personally known to me or proved to me ne within instrument and acknowledged to me that he executed the person upon behalf of which the individuals acted, executed the | |
| /s/ Authorized Signatory | | _ | | |
| Notary Public | | | | |
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| | | | | |

IMPORTANT INFORMATION FOR THE AGENT:

When you accept the authority granted under this Power of Attorney, a special legal relationship is created between you and the principal. This relationship imposes on you legal responsibilities that continue until you resign or the Power of Attorney is terminated or revoked. You must:

- (1) act according to any instructions from the principal, or, where there are no instructions, in the principal's best interest;
- (2) avoid conflicts that would impair your ability to act in the principal's best interest;
- (3) keep the principal's property separate and distinct from any assets you own or control, unless otherwise permitted by law;

- (4) keep a record of all receipts, payments, and transactions conducted for the principal; and
- disclose your identity as an agent whenever you act for the principal by writing or printing the principal's name and signing your own name as "agent" in either of the following manner: (Principal's Name) by (Your Signature) as Agent, or (your signature) as Agent for (Principal's Name).

You may not use the principal's assets to benefit yourself or give gifts to yourself or anyone else unless the Principal has specifically granted you that authority in this Power of Attorney or in a Statutory Major Gifts Rider attached to this Power of Attorney. If you have that authority, you must act according to any instructions of the principal or, where there are no such instructions, in the principal's best interest. You may resign by giving written notice to the principal and to any co-agent, successor agent, monitor if one has been named in this document, or the principal's guardian if one has been appointed. If there is anything about this document or your responsibilities that you do not understand, you should seek legal advice.

Liability of agent:

The meaning of the authority given to you is defined in New York's General Obligations Law, Article 5, Title 15. If it is found that you have violated the law or acted outside the authority granted to you in the Power of Attorney, you may be liable under the law for your violation.

[REMAINDER OF PAGE LEFT BLANK]

| | | /s/ Thoma | as J. McInerney |
|---|--|-----------------|---|
| Date: February 23, 2010 | | Name: | Thomas J. McInerney |
| | | Title: | Agent and Attorney-in-Fact |
| State of |) | | |
| County of |) ss.: | | |
| on the basis of satisfactory ev | idence to be the individual whose name is subsc | ribed to th | peared Thomas J. McInerney, personally known to me or proved to me e within instrument and acknowledged to me that he executed the erson upon behalf of which the individuals acted, executed the |
| /s/ Authorized Signatory Notary Public | | | |
| rotary rubiic | | | |
| | | /s/ Gregg | Winiarski |
| Date: February 23, 2010 | | Name: Title: | Gregg Winiarski Agent and Attorney-in-Fact |
| State of |) | | |
| County of |) ss.: | | |
| the basis of satisfactory evide in his capacity, and that by his /s/ Authorized Signatory | nce to be the individual whose name is subscribe | ed to the w | beared Gregg Winiarski, personally known to me or proved to me on within instrument and acknowledged to me that he executed the same upon behalf of which the individuals acted, executed the instrument. |
| Notary Public | | | |

POWER OF ATTORNEY for Registration Statement of IAC/InterActiveCorp

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, being a director of IAC/InterActiveCorp, a Delaware corporation (the "Company"), which proposes to file with the U.S. Securities and Exchange Commission (the "SEC") under the provisions of the Securities Act of 1933, as amended (the "Act"), one or more post-effective amendments to certain registration statements on Form S-4 and/or Form S-8 (specifically, SEC File Nos. 333-118724, 333-10247, 333-105876, 333-105014, 333-104973, 333-101199, 333-37286, 333-37284, 333-65335, 333-57669, 333-57667, 333-48869, 333-48863, 333-34146, 333-03717, 333-18763 and 033-53909 (collectively, the "S-8 Registration Statements)) and Form S-3 (specifically, SEC File No. 333-105095 (the "S-3 Registration Statement," and together with the S-8 Registration Statements, the "Registration Statements") and constitutes and appoints Thomas J. McInerney and Gregg Winiarski, and each of them, his true and lawful attorneys-in-fact and agents, with full power to act, together or each without the others, for him and in his name, place and stead, in any and all capacities, to sign, or cause to be signed electronically, any and all of said Registration Statements and any and all amendments (including post-effective amendments) to the aforementioned Registration Statements and to file said Registration Statements and amendments thereto so signed with all exhibits thereto, and with any and all other documents with the SEC, hereby granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform any and all acts and things requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be executed in counterparts and all such duly executed counterparts shall together constitute the same instrument. This Power of Attorney shall not revoke any powers of attorney previously executed by the undersigned. This Power of Attorney shall not be revoked by any subsequent power of attorney that the undersigned may execute, unless such subsequent power of attorney expressly provides that it revokes this Power of Attorney by referring to the date of the undersigned's execution of this Power of Attorney and subject hereof.

The "CAUTION TO THE PRINCIPAL" and "IMPORTANT INFORMATION FOR THE AGENT" statement below is required under New York State General Obligations Law. Notwithstanding anything to the contrary contained therein, this Power of Attorney is limited to the powers granted as described above and DOES NOT grant the attorneys-in-fact and agents the authority to spend the undersigned's money or sell or dispose of the undersigned's property.

CAUTION TO THE PRINCIPAL: Your Power of Attorney is an important document. As the "principal," you give the person whom you choose (your "agent") authority to spend your money and sell or dispose of your property during your lifetime without telling you. You do not lose your authority to act even though you have given your agent similar authority. When your agent exercises this authority, he or she must act according to any instructions you have provided, or, where there are no specific instructions, in your best interest. "Important Information for the Agent" at the end of this document describes your agent's responsibilities. Your agent can act on your behalf only after signing the Power of Attorney before a notary public. You can request information from your agent at any time. If you are revoking a prior Power of Attorney by executing this Power of Attorney, you should provide written notice of the revocation to your prior agent(s) and to the financial institutions where your accounts are located. You can revoke or terminate your Power of Attorney at any time for any reason as long as you are of sound mind. If you are no longer of sound mind, a court can remove an agent for acting improperly. Your agent cannot make health care decisions for you. You may execute a "Health Care Proxy" to do this. The law governing Powers of Attorney is contained in the New York General Obligations Law, Article 5, Title 15. This law is available at a law library, or online through the New York State Senate or Assembly websites, www.senate.state.ny.us or www.assembly.state.ny.us. If there is anything about this document that you do not understand, you should ask a lawyer of your own choosing to explain it to you.

IN WITNESS WHEREOF, the undersigned principal, has executed this Power of Attorney on the date indicated opposite his name.

| | | /s/ Donald R. Keough | | |
|----------------------------------|--|----------------------|--|--|
| Date: February 23, 2010 | | Name: | Donald R. Keough | |
| | | Title: | Director | |
| State of |) | | | |
| County of |) ss.: | | | |
| the basis of satisfactory eviden | nce to be the individual whose name is subscribe | ed to the w | peared Donald R. Keough, personally known to me or proved to me on rithin instrument and acknowledged to me that he executed the same upon behalf of which the individuals acted, executed the instrument. | |
| /s/ Authorized Signatory | | | | |
| Notary Public | | | | |
| | | | | |

IMPORTANT INFORMATION FOR THE AGENT:

When you accept the authority granted under this Power of Attorney, a special legal relationship is created between you and the principal. This relationship imposes on you legal responsibilities that continue until you resign or the Power of Attorney is terminated or revoked. You must:

- (1) act according to any instructions from the principal, or, where there are no instructions, in the principal's best interest;
- (2) avoid conflicts that would impair your ability to act in the principal's best interest;
- (3) keep the principal's property separate and distinct from any assets you own or control, unless otherwise permitted by law;
- (4) keep a record of all receipts, payments, and transactions conducted for the principal; and
- disclose your identity as an agent whenever you act for the principal by writing or printing the principal's name and signing your own name as "agent" in either of the following manner: (Principal's Name) by (Your Signature) as Agent, or (your signature) as Agent for (Principal's Name).

You may not use the principal's assets to benefit yourself or give gifts to yourself or anyone else unless the Principal has specifically granted you that authority in this Power of Attorney or in a Statutory Major Gifts Rider attached to this Power of Attorney. If you have that authority, you must act according to any instructions of the principal or, where there are no such instructions, in the principal's best interest. You may resign by giving written notice to the principal and to any co-agent, successor agent, monitor if one has been named in this document, or the principal's guardian if one has been appointed. If there is anything about this document or your responsibilities that you do not understand, you should seek legal advice.

Liability of agent:

The meaning of the authority given to you is defined in New York's General Obligations Law, Article 5, Title 15. If it is found that you have violated the law or acted outside the authority granted to you in the Power of Attorney, you may be liable under the law for your violation.

| | | /s/ Thon | as J. McInerney |
|---------------------------|--------------------------------|------------------------------------|--|
| Date: February 23, 201 | 10 | Name: | Thomas J. McInerney |
| , | | Title: | Agent and Attorney-in-Fact |
| | | | |
| State of |) | | |
| County of |) ss.: | | |
| on the basis of satisfact | ory evidence to be the individ | lual whose name is subscribed to t | peared Thomas J. McInerney, personally known to me or proved to note within instrument and acknowledged to me that he executed the person upon behalf of which the individuals acted, executed the |
| /s/ Authorized Signator | у | | |
| Notary Public | | | |
| | | /s/ Greg | g Winiarski |
| Date: February 23, 201 | 10 | Name: | Gregg Winiarski |
| | | Title: | Agent and Attorney-in-Fact |
| State of |) | | |
| County of |) ss.: | | |
| the basis of satisfactory | evidence to be the individual | whose name is subscribed to the | peared Gregg Winiarski, personally known to me or proved to me on within instrument and acknowledged to me that he executed the same upon behalf of which the individuals acted, executed the instrument |
| /s/ Authorized Signator | у | | |
| Notary Public | | | |

POWER OF ATTORNEY for Registration Statement of IAC/InterActiveCorp

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, being a director of IAC/InterActiveCorp, a Delaware corporation (the "Company"), which proposes to file with the U.S. Securities and Exchange Commission (the "SEC") under the provisions of the Securities Act of 1933, as amended (the "Act"), one or more post-effective amendments to certain registration statements on Form S-4 and/or Form S-8 (specifically, SEC File Nos. 333-118724, 333-10247, 333-105876, 333-105014, 333-104973, 333-101199, 333-37286, 333-37284, 333-65335, 333-57669, 333-57667, 333-48869, 333-48863, 333-34146, 333-03717, 333-18763 and 033-53909 (collectively, the "S-8 Registration Statements)) and Form S-3 (specifically, SEC File No. 333-105095 (the "S-3 Registration Statement," and together with the S-8 Registration Statements, the "Registration Statements") and constitutes and appoints Thomas J. McInerney and Gregg Winiarski, and each of them, his true and lawful attorneys-in-fact and agents, with full power to act, together or each without the others, for him and in his name, place and stead, in any and all capacities, to sign, or cause to be signed electronically, any and all of said Registration Statements and any and all amendments (including post-effective amendments) to the aforementioned Registration Statements and to file said Registration Statements and amendments thereto so signed with all exhibits thereto, and with any and all other documents with the SEC, hereby granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform any and all acts and things requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be executed in counterparts and all such duly executed counterparts shall together constitute the same instrument. This Power of Attorney shall not revoke any powers of attorney previously executed by the undersigned. This Power of Attorney shall not be revoked by any subsequent power of attorney that the undersigned may execute, unless such subsequent power of attorney expressly provides that it revokes this Power of Attorney by referring to the date of the undersigned's execution of this Power of Attorney and subject hereof.

The "CAUTION TO THE PRINCIPAL" and "IMPORTANT INFORMATION FOR THE AGENT" statement below is required under New York State General Obligations Law. Notwithstanding anything to the contrary contained therein, this Power of Attorney is limited to the powers granted as described above and DOES NOT grant the attorneys-in-fact and agents the authority to spend the undersigned's money or sell or dispose of the undersigned's property.

CAUTION TO THE PRINCIPAL: Your Power of Attorney is an important document. As the "principal," you give the person whom you choose (your "agent") authority to spend your money and sell or dispose of your property during your lifetime without telling you. You do not lose your authority to act even though you have given your agent similar authority. When your agent exercises this authority, he or she must act according to any instructions you have provided, or, where there are no specific instructions, in your best interest. "Important Information for the Agent" at the end of this document describes your agent's responsibilities. Your agent can act on your behalf only after signing the Power of Attorney before a notary public. You can request information from your agent at any time. If you are revoking a prior Power of Attorney by executing this Power of Attorney, you should provide written notice of the revocation to your prior agent(s) and to the financial institutions where your accounts are located. You can revoke or terminate your Power of Attorney at any

time for any reason as long as you are of sound mind. If you are no longer of sound mind, a court can remove an agent for acting improperly. Your agent cannot make health care decisions for you. You may execute a "Health Care Proxy" to do this. The law governing Powers of Attorney is contained in the New York General Obligations Law, Article 5, Title 15. This law is available at a law library, or online through the New York State Senate or Assembly websites, www.senate.state.ny.us or www.assembly.state.ny.us. If there is anything about this document that you do not understand, you should ask a lawyer of your own choosing to explain it to you.

| | IN WITNESS | WHEREOF, the undersigned principal, has executed the | is Power of | f Attorney on the date indicated opposite his name. | |
|-----------------------|---|--|---|--|--|
| | | | /s/ Bryan Lourd | | |
| Date: Fe | ebruary 23, 201 | 0 | Name: Title: | Bryan Lourd Director | |
| State of | | | 111101 | Zacety. | |
| | | | | | |
| County | |) ss.: | 11 | | |
| basis of | satisfactory ev | idence to be the individual whose name is subscribed to | the within | ared Bryan Lourd, personally known to me or proved to me on the instrument and acknowledged to me that he executed the same in a behalf of which the individuals acted, executed the instrument. | |
| | orized Signator | ту | | | |
| Notary I | Public | | | | |
| | | | | | |
| IMPOR | TANT INFOR! | MATION FOR THE AGENT: | | | |
| | When you acc | rent the authority granted under this Power of Attorney | a snecial le | gal relationship is created between you and the principal. This | |
| relations | | n you legal responsibilities that continue until you resign | | | |
| (1) | act according | to any instructions from the principal, or, where there a | re no instru | ctions, in the principal's best interest; | |
| (2) | avoid conflict | s that would impair your ability to act in the principal's | best interes | st; | |
| (3) | keep the princ | cipal's property separate and distinct from any assets yo | u own or co | ontrol, unless otherwise permitted by law; | |
| (4) | keep a record | of all receipts, payments, and transactions conducted for | or the princi | pal; and | |
| (5) | | | | or printing the principal's name and signing your own name as e) as Agent, or (your signature) as Agent for (Principal's Name). | |
| to any ir principa | y in this Power nstructions of tl l and to any co | of Attorney or in a Statutory Major Gifts Rider attached the principal or, where there are no such instructions, in the state of the st | d to this Por the principa in this docu | For anyone else unless the Principal has specifically granted you that wer of Attorney. If you have that authority, you must act according l's best interest. You may resign by giving written notice to the ament, or the principal's guardian if one has been appointed. If there hould seek legal advice. | |
| Liability | of agent: | | | | |
| | The meaning | of the authority given to you is defined in New York's Ord outside the authority granted to you in the Power of Ar | | igations Law, Article 5, Title 15. If it is found that you have u may be liable under the law for your violation. | |
| | | [REMAINDER OF I | PAGE LEF | [BLANK] | |
| | | | | | |
| | | | /s/ Thom | nas J. McInerney | |
| Date: Fe | ebruary 23, 201 | 0 | Name: Title: | Thomas J. McInerney Agent and Attorney-in-Fact | |
| State of | |) | | | |
| County | of |) ss.: | | | |
| on the b | asis of satisfact his capacity, ar | tory evidence to be the individual whose name is subscr | ibed to the | ared Thomas J. McInerney, personally known to me or proved to me within instrument and acknowledged to me that he executed the son upon behalf of which the individuals acted, executed the | |
| /s/ Auth | orized Signator | ry | | | |

/s/ Gregg Winiarski

Notary Public

| State of | | | |
|---|----------|--|--|
| County of |) ss.: | | |
| On the 23 rd day of February in the year 2010 before me, the undersigned, personally appeared Gregg Winiarski, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individuals acted, executed the instrument. | | | |
| /s/ Authorized Signator Notary Public | <u>y</u> | | |

Name: Title: Gregg Winiarski

Agent and Attorney-in-Fact

Date: February 23, 2010

POWER OF ATTORNEY for Registration Statement of IAC/InterActiveCorp

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, being a director of IAC/InterActiveCorp, a Delaware corporation (the "Company"), which proposes to file with the U.S. Securities and Exchange Commission (the "SEC") under the provisions of the Securities Act of 1933, as amended (the "Act"), one or more post-effective amendments to certain registration statements on Form S-4 and/or Form S-8 (specifically, SEC File Nos. 333-118724, 333-10247, 333-105876, 333-105014, 333-104973, 333-101199, 333-37286, 333-37284, 333-65335, 333-57669, 333-57667, 333-48869, 333-48863, 333-34146, 333-03717, 333-18763 and 033-53909 (collectively, the "S-8 Registration Statements)) and Form S-3 (specifically, SEC File No. 333-105095 (the "S-3 Registration Statement," and together with the S-8 Registration Statements, the "Registration Statements") and constitutes and appoints Thomas J. McInerney and Gregg Winiarski, and each of them, his true and lawful attorneys-in-fact and agents, with full power to act, together or each without the others, for him and in his name, place and stead, in any and all capacities, to sign, or cause to be signed electronically, any and all of said Registration Statements and any and all amendments (including post-effective amendments) to the aforementioned Registration Statements and to file said Registration Statements and amendments thereto so signed with all exhibits thereto, and with any and all other documents with the SEC, hereby granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform any and all acts and things requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be executed in counterparts and all such duly executed counterparts shall together constitute the same instrument. This Power of Attorney shall not revoke any powers of attorney previously executed by the undersigned. This Power of Attorney shall not be revoked by any subsequent power of attorney that the undersigned may execute, unless such subsequent power of attorney expressly provides that it revokes this Power of Attorney by referring to the date of the undersigned's execution of this Power of Attorney and subject hereof.

The "CAUTION TO THE PRINCIPAL" and "IMPORTANT INFORMATION FOR THE AGENT" statement below is required under New York State General Obligations Law. Notwithstanding anything to the contrary contained therein, this Power of Attorney is limited to the powers granted as described above and DOES NOT grant the attorneys-in-fact and agents the authority to spend the undersigned's money or sell or dispose of the undersigned's property.

CAUTION TO THE PRINCIPAL: Your Power of Attorney is an important document. As the "principal," you give the person whom you choose (your "agent") authority to spend your money and sell or dispose of your property during your lifetime without telling you. You do not lose your authority to act even though you have given your agent similar authority. When your agent exercises this authority, he or she must act according to any instructions you have provided, or, where there are no specific instructions, in your best interest. "Important Information for the Agent" at the end of this document describes your agent's responsibilities. Your agent can act on your behalf only after signing the Power of Attorney before a notary public. You can request information from your agent at any time. If you are revoking a prior Power of Attorney by executing this Power of Attorney, you should provide written notice of the revocation to your prior agent(s) and to the financial institutions where your accounts are located. You can revoke or terminate your Power of Attorney at any time for any reason as long as you are of sound mind. If you are no longer of sound mind, a court can remove an agent for acting improperly. Your agent cannot make health care decisions for you. You may execute a "Health Care Proxy" to do this. The law governing Powers of Attorney is contained in the New York General Obligations Law, Article 5, Title 15. This law is available at a law library, or online through the New York State Senate or Assembly websites, www.senate.state.ny.us or www.assembly.state.ny.us. If there is anything about this document that you do not understand, you should ask a lawyer of your own choosing to explain it to you.

IN WITNESS WHEREOF, the undersigned principal, has executed this Power of Attorney on the date indicated opposite his name.

Date: February 23, 2010

Name: John C. Malone
Title: Director

State of)

County of) ss.:

On the 23rd day of February in the year 2010 before me, the undersigned, personally appeared John C. Malone, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individuals acted, executed the instrument.

| /s/ Auth Notary | orized Signator Public | у | | |
|--------------------------------|--|---|---|--|
| | | | | |
| IMPOR | TANT INFORM | MATION FOR THE AGENT: | | |
| relations | | | | gal relationship is created between you and the principal. This ver of Attorney is terminated or revoked. You must: |
| (1) | act according | to any instructions from the principal, or, where t | there are no instru | ctions, in the principal's best interest; |
| (2) | avoid conflict | s that would impair your ability to act in the princ | cipal's best interes | t; |
| (3) | keep the princ | cipal's property separate and distinct from any ass | sets you own or co | ntrol, unless otherwise permitted by law; |
| (4) | keep a record | of all receipts, payments, and transactions conduc | cted for the princi | pal; and |
| (5) | | | | r printing the principal's name and signing your own name as) as Agent, or (your signature) as Agent for (Principal's Name). |
| to any ii principa | y in this Power nstructions of that and to any co- | of Attorney or in a Statutory Major Gifts Rider a ne principal or, where there are no such instruction | ttached to this Povns, in the principal | or anyone else unless the Principal has specifically granted you that wer of Attorney. If you have that authority, you must act according a best interest. You may resign by giving written notice to the ment, or the principal's guardian if one has been appointed. If there would seek legal advice. |
| Liability | y of agent: | | | |
| violated | | of the authority given to you is defined in New Yord outside the authority granted to you in the Pow | | gations Law, Article 5, Title 15. If it is found that you have 1 may be liable under the law for your violation. |
| | | [REMAINDE | R OF PAGE LEFT | BLANK] |
| Date: Fe | ebruary 23, 201 | 0 | /s/ Thom Name: Title: | as J. McInerney Thomas J. McInerney Agent and Attorney-in-Fact |
| State of | |) | | |
| County | of |) ss.: | | |
| on the b same in instrum | pasis of satisfact his capacity, ar | tory evidence to be the individual whose name is and that by his signature on the instrument, the indi | subscribed to the | ared Thomas J. McInerney, personally known to me or proved to me within instrument and acknowledged to me that he executed the son upon behalf of which the individuals acted, executed the |
| Notary 1 | | J | | |
| Date: Fo | ebruary 23, 201 | Λ | | Winiarski |
| Date. Ft | eoruary 23, 201 | U | Name: Title: | Gregg Winiarski Agent and Attorney-in-Fact |
| State of | |) | | |
| County | of |) ss.: | | |
| the basis | s of satisfactory | v evidence to be the individual whose name is sub | scribed to the wit | ared Gregg Winiarski, personally known to me or proved to me on nin instrument and acknowledged to me that he executed the same on behalf of which the individuals acted, executed the instrument. |
| | orized Signator | у | | |
| Notary 1 | Public | | | |
| | | | | |

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IN WITNESS WHEREOF, the undersigned principal, has executed this Power of Attorney on the date indicated opposite his name.

| Date: February 23, 201 | 0 | Name: | Arthur C. Martinez |
|---------------------------|--|-------------|--|
| | | Title: | Director |
| State of |) | | |
| County of |) ss.: | | |
| on the basis of satisfact | ory evidence to be the individual whose name is subscrib | ed to the v | ared Arthur C. Martinez, personally known to me or proved to me within instrument and acknowledged to me that he executed the son upon behalf of which the individuals acted, executed the |
| /s/ Authorized Signator | y | | |

/s/ Arthur C. Martinez

IMPORTANT INFORMATION FOR THE AGENT:

Notary Public

When you accept the authority granted under this Power of Attorney, a special legal relationship is created between you and the principal. This relationship imposes on you legal responsibilities that continue until you resign or the Power of Attorney is terminated or revoked. You must:

- (1) act according to any instructions from the principal, or, where there are no instructions, in the principal's best interest;
- (2) avoid conflicts that would impair your ability to act in the principal's best interest;
- (3) keep the principal's property separate and distinct from any assets you own or control, unless otherwise permitted by law;
- (4) keep a record of all receipts, payments, and transactions conducted for the principal; and

disclose your identity as an agent whenever you act for the principal by writing or printing the principal's name and signing your own name as "agent" in either of the following manner: (Principal's Name) by (Your Signature) as Agent, or (your signature) as Agent for (Principal's Name).

You may not use the principal's assets to benefit yourself or give gifts to yourself or anyone else unless the Principal has specifically granted you that authority in this Power of Attorney or in a Statutory Major Gifts Rider attached to this Power of Attorney. If you have that authority, you must act according to any instructions of the principal or, where there are no such instructions, in the principal's best interest. You may resign by giving written notice to the principal and to any co-agent, successor agent, monitor if one has been named in this document, or the principal's guardian if one has been appointed. If there is anything about this document or your responsibilities that you do not understand, you should seek legal advice.

Liability of agent:

The meaning of the authority given to you is defined in New York's General Obligations Law, Article 5, Title 15. If it is found that you have violated the law or acted outside the authority granted to you in the Power of Attorney, you may be liable under the law for your violation.

[REMAINDER OF PAGE LEFT BLANK]

| | | /s/ Thom | as J. McInerney |
|-------------------------------------|---|-------------|---|
| Date: February 23, 2010 | 0 | Name: | Thomas J. McInerney |
| | | Title: | Agent and Attorney-in-Fact |
| State of |) | | |
| County of |) ss.: | | |
| on the basis of satisfact | ory evidence to be the individual whose name is subscrib | ed to the v | ared Thomas J. McInerney, personally known to me or proved to me within instrument and acknowledged to me that he executed the son upon behalf of which the individuals acted, executed the |
| /s/ Authorized Signator | V | | |
| Notary Public | | | |
| | | /a/ C | XA7:-: |
| Date: February 23, 2010 | n | Name: | g Winiarski Gregg Winiarski |
| Dute. February 25, 201 | • | Title: | Agent and Attorney-in-Fact |
| State of |) | | |
| County of |) ss.: | | |
| On the 23 rd day of Febr | uary in the year 2010 before me, the undersigned, person | ally appea | ared Gregg Winiarski, personally known to me or proved to me on |
| - | | | nin instrument and acknowledged to me that he executed the same |
| in his capacity, and that | by his signature on the instrument, the individual, or the $% \left(1\right) =\left(1\right) \left(1\right) \left$ | person up | on behalf of which the individuals acted, executed the instrument. |
| /s/ Authorized Signator | y | | |
| Notary Public | | | |

POWER OF ATTORNEY for Registration Statement of IAC/InterActiveCorp

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, being a director of IAC/InterActiveCorp, a Delaware corporation (the "Company"), which proposes to file with the U.S. Securities and Exchange Commission (the "SEC") under the provisions of the Securities Act of 1933, as amended (the "Act"), one or more post-effective amendments to certain registration statements on Form S-4 and/or Form S-8 (specifically, SEC File Nos. 333-118724, 333-10247, 333-105876, 333-105014, 333-104973, 333-101199, 333-37286, 333-37284, 333-65335, 333-57669, 333-57667, 333-48869, 333-48863, 333-34146, 333-03717, 333-18763 and 033-53909 (collectively, the "S-8 Registration Statements)) and Form S-3 (specifically, SEC File No. 333-105095 (the "S-3 Registration Statement," and together with the S-8 Registration Statements, the "Registration Statements") and constitutes and appoints Thomas J. McInerney and Gregg Winiarski, and each of them, his true and lawful attorneys-in-fact and agents, with full power to act, together or each without the others, for him and in his name, place and stead, in any and all capacities, to sign, or cause to be signed electronically, any and all of said Registration Statements and any and all amendments (including post-effective amendments) to the aforementioned Registration Statements and to file said Registration Statements and amendments thereto so signed with all exhibits thereto, and with any and all other documents with the SEC, hereby granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform any and all acts and things requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them may lawfully do or cause to be done by virtue hereof.

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IN WITNESS WHEREOF, the undersigned principal, has executed this Power of Attorney on the date indicated opposite his name.

| | | /s/ David Rosenblatt | | |
|---|--|----------------------|---|--|
| Date: February 23, 2010 | | Name: Title: | David Rosenblatt Director | |
| | | | | |
| State of |) | | | |
| | | | | |
| County of |) ss.: | | | |
| the basis of satisfactory evi in his capacity, and that by | dence to be the individual whose name is subscribe | ed to the wi | eared David Rosenblatt, personally known to me or proved to me on thin instrument and acknowledged to me that he executed the same upon behalf of which the individuals acted, executed the instrument. | |
| /s/ Authorized Signatory Notary Public | | | | |
| ivolary Fublic | | | | |
| - | | | | |

IMPORTANT INFORMATION FOR THE AGENT:

When you accept the authority granted under this Power of Attorney, a special legal relationship is created between you and the principal. This relationship imposes on you legal responsibilities that continue until you resign or the Power of Attorney is terminated or revoked. You must:

- (1) act according to any instructions from the principal, or, where there are no instructions, in the principal's best interest;
- (2) avoid conflicts that would impair your ability to act in the principal's best interest;
- (3) keep the principal's property separate and distinct from any assets you own or control, unless otherwise permitted by law;
- (4) keep a record of all receipts, payments, and transactions conducted for the principal; and
- (5) disclose your identity as an agent whenever you act for the principal by writing or printing the principal's name and signing your own name as "agent" in either of the following manner: (Principal's Name) by (Your Signature) as Agent, or (your signature) as Agent for (Principal's Name).

You may not use the principal's assets to benefit yourself or give gifts to yourself or anyone else unless the Principal has specifically granted you that authority in this Power of Attorney or in a Statutory Major Gifts Rider attached to this Power of Attorney. If you have that authority, you must act according to any instructions of the principal or, where there are no such instructions, in the principal's best interest. You may resign by giving written notice to the principal and to any co-agent, successor agent, monitor if one has been named in this document, or the principal's guardian if one has been appointed. If there is anything about this document or your responsibilities that you do not understand, you should seek legal advice.

Liability of agent:

The meaning of the authority given to you is defined in New York's General Obligations Law, Article 5, Title 15. If it is found that you have violated the law or acted outside the authority granted to you in the Power of Attorney, you may be liable under the law for your violation.

[REMAINDER OF PAGE LEFT BLANK]

| State of |) | | |
|--|--|-----------------|---|
| County of |) ss.: | | |
| on the basis of satisfactory | evidence to be the individual whose name is subscr | ibed to the | eared Thomas J. McInerney, personally known to me or proved to me within instrument and acknowledged to me that he executed the rson upon behalf of which the individuals acted, executed the |
| /s/ Authorized Signatory | | | |
| Notary Public | | | |
| | | /s/ Greg | g Winiarski |
| Date: February 23, 2010 | | Name: Title: | Gregg Winiarski Agent and Attorney-in-Fact |
| | | mie. | Agent and Attorney-in-ract |
| State of |) | | |
| County of |) ss.: | | |
| On the 23 rd day of February in the year 2010 before me, the undersigned, personally appeared Gregg Winiarski, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individuals acted, executed the instrument. /s/ Authorized Signatory Notary Public | | | |
| rodary rubiic | | | |
| | | | |

Name:

Title:

Thomas J. McInerney

Agent and Attorney-in-Fact

Date: February 23, 2010

POWER OF ATTORNEY for Registration Statement of IAC/InterActiveCorp

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, being a director of IAC/InterActiveCorp, a Delaware corporation (the "Company"), which proposes to file with the U.S. Securities and Exchange Commission (the "SEC") under the provisions of the Securities Act of 1933, as amended (the "Act"), one or more post-effective amendments to certain registration statements on Form S-4 and/or Form S-8 (specifically, SEC File Nos. 333-118724, 333-10247, 333-105876, 333-105014, 333-104973, 333-101199, 333-37286, 333-37284, 333-65335, 333-57669, 333-57667, 333-48869, 333-48863, 333-34146, 333-03717, 333-18763 and 033-53909 (collectively, the "S-8 Registration Statements)) and Form S-3 (specifically, SEC File No. 333-105095 (the "S-3 Registration Statement," and together with the S-8 Registration Statements, the "Registration Statements") and constitutes and appoints Thomas J. McInerney and Gregg Winiarski, and each of them, his true and lawful attorneys-in-fact and agents, with full power to act, together or each without the others, for him and in his name, place and stead, in any and all capacities, to sign, or cause to be signed electronically, any and all of said Registration Statements and any and all amendments (including post-effective amendments) to the aforementioned Registration Statements and to file said Registration Statements and amendments thereto so signed with all exhibits thereto, and with any and all other documents with the SEC, hereby granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform any and all acts and things requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be executed in counterparts and all such duly executed counterparts shall together constitute the same instrument. This Power of Attorney shall not revoke any powers of attorney previously executed by the undersigned. This Power of Attorney shall not be revoked by any subsequent power of attorney that the undersigned may execute, unless such subsequent power of attorney expressly provides that it revokes this Power of Attorney by referring to the date of the undersigned's execution of this Power of Attorney and subject hereof.

The "CAUTION TO THE PRINCIPAL" and "IMPORTANT INFORMATION FOR THE AGENT" statement below is required under New York State General Obligations Law. Notwithstanding anything to the contrary contained therein, this Power of Attorney is limited to the powers granted as described above and DOES NOT grant the attorneys-in-fact and agents the authority to spend the undersigned's money or sell or dispose of the undersigned's property.

CAUTION TO THE PRINCIPAL: Your Power of Attorney is an important document. As the "principal," you give the person whom you choose (your "agent") authority to spend your money and sell or dispose of your property during your lifetime without telling you. You do not lose your authority to act even though you have given your agent similar authority. When your agent exercises this authority, he or she must act according to any instructions you have provided, or, where there are no specific instructions, in your best interest. "Important Information for the Agent" at the end of this document describes your agent's responsibilities. Your agent can act on your behalf only after signing the Power of Attorney before a notary public. You can request information from your agent at any time. If you are revoking a prior Power of Attorney by executing this Power of Attorney, you should provide written notice of the revocation to your prior agent(s) and to the financial institutions where your accounts are located. You can revoke or terminate your Power of Attorney at any time for any reason as long as you are of sound mind. If you are no longer of sound mind, a court can remove an agent for acting improperly. Your agent cannot make health care decisions for you. You may execute a "Health Care Proxy" to do this. The law governing Powers of Attorney is contained in the New York General Obligations Law, Article 5, Title 15. This law is available at a law library, or online through the New York State Senate or Assembly

websites, www.senate.state.ny.us or www.assembly.state.ny.us. If there is anything about this document that you do not understand, you should ask a lawyer of your own choosing to explain it to you. IN WITNESS WHEREOF, the undersigned principal, has executed this Power of Attorney on the date indicated opposite his name. /s/ Alan G. Spoon Date: February 23, 2010 Name: Alan G. Spoon Title: Director State of) County of) ss.: On the 23rd day of February in the year 2010 before me, the undersigned, personally appeared Alan G. Spoon, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individuals acted, executed the instrument. /s/ Authorized Signatory Notary Public IMPORTANT INFORMATION FOR THE AGENT: When you accept the authority granted under this Power of Attorney, a special legal relationship is created between you and the principal. This relationship imposes on you legal responsibilities that continue until you resign or the Power of Attorney is terminated or revoked. You must: (1)act according to any instructions from the principal, or, where there are no instructions, in the principal's best interest; avoid conflicts that would impair your ability to act in the principal's best interest; (2)(3)keep the principal's property separate and distinct from any assets you own or control, unless otherwise permitted by law; keep a record of all receipts, payments, and transactions conducted for the principal; and (4)disclose your identity as an agent whenever you act for the principal by writing or printing the principal's name and signing your own name as (5)"agent" in either of the following manner: (Principal's Name) by (Your Signature) as Agent, or (your signature) as Agent for (Principal's Name). You may not use the principal's assets to benefit yourself or give gifts to yourself or anyone else unless the Principal has specifically granted you that authority in this Power of Attorney or in a Statutory Major Gifts Rider attached to this Power of Attorney. If you have that authority, you must act according to any instructions of the principal or, where there are no such instructions, in the principal's best interest. You may resign by giving written notice to the principal and to any co-agent, successor agent, monitor if one has been named in this document, or the principal's guardian if one has been appointed. If there is anything about this document or your responsibilities that you do not understand, you should seek legal advice. Liability of agent: The meaning of the authority given to you is defined in New York's General Obligations Law, Article 5, Title 15. If it is found that you have violated the law or acted outside the authority granted to you in the Power of Attorney, you may be liable under the law for your violation. [REMAINDER OF PAGE LEFT BLANK] /s/ Thomas J. McInerney Date: February 23, 2010 Thomas J. McInerney Name: Title: Agent and Attorney-in-Fact State of County of) ss.: On the 23rd day of February in the year 2010 before me, the undersigned, personally appeared Thomas J. McInerney, personally known to me or proved to me

on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individuals acted, executed the instrument.

/s/ Authorized Signatory

Notary Public

Date: February 23, 2010 Name:

Gregg Winiarski

/s/ Gregg Winiarski

Agent and Attorney-in-Fact Title:

| County of |) ss.: | | |
|---|--------|--|--|
| On the 23 rd day of February in the year 2010 before me, the undersigned, personally appeared Gregg Winiarski, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individuals acted, executed the instrument. | | | |
| /s/ Authorized Signatory | | | |
| Notary Public | | | |
| | | | |
| | | | |

State of

POWER OF ATTORNEY for Registration Statement of IAC/InterActiveCorp

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, being a director of IAC/InterActiveCorp, a Delaware corporation (the "Company"), which proposes to file with the U.S. Securities and Exchange Commission (the "SEC") under the provisions of the Securities Act of 1933, as amended (the "Act"), one or more post-effective amendments to certain registration statements on Form S-4 and/or Form S-8 (specifically, SEC File Nos. 333-118724, 333-110247, 333-105876, 333-105014, 333-104973, 333-101199, 333-37286, 333-37284, 333-65335, 333-57669, 333-57667, 333-48869, 333-57667, 333-48869, 333-57667, 333-48869, 333-57667, 335-57667, 335-57667, 335-57667, 335-57667, 335-57667, 335-57667, 335-57667, 335-57667, 335-57667, 335-57667, 335-57 48863, 333-34146, 333-03717, 333-18763 and 033-53909 (collectively, the "S-8 Registration Statements)) and Form S-3 (specifically, SEC File No. 333-105095 (the "S-3 Registration Statement," and together with the S-8 Registration Statements, the "Registration Statements") and constitutes and appoints Thomas J. McInerney and Gregg Winiarski, and each of them, his true and lawful attorneys-in-fact and agents, with full power to act, together or each without the others, for him and in his name, place and stead, in any and all capacities, to sign, or cause to be signed electronically, any and all of said Registration Statements and any and all amendments (including post-effective amendments) to the aforementioned Registration Statements and to file said Registration Statements and amendments thereto so signed with all exhibits thereto, and with any and all other documents with the SEC, hereby granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform any and all acts and things requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be executed in counterparts and all such duly executed counterparts shall together constitute the same instrument. This Power of Attorney shall not revoke any powers of attorney previously executed by the undersigned. This Power of Attorney shall not be revoked by any subsequent power of attorney that the undersigned may execute, unless such subsequent power of attorney expressly provides that it revokes this Power of Attorney by referring to the date of the undersigned's execution of this Power of Attorney and subject hereof.

The "CAUTION TO THE PRINCIPAL" and "IMPORTANT INFORMATION FOR THE AGENT" statement below is required under New York State General Obligations Law. Notwithstanding anything to the contrary contained therein, this Power of Attorney is limited to the powers granted as described above and DOES NOT grant the attorneys-in-fact and agents the authority to spend the undersigned's money or sell or dispose of the undersigned's property.

CAUTION TO THE PRINCIPAL: Your Power of Attorney is an important document. As the "principal," you give the person whom you choose (your "agent") authority to spend your money and sell or dispose of your property during your lifetime without telling you. You do not lose your authority to act even though you have given your agent similar authority. When your agent exercises this authority, he or she must act according to any instructions you have provided, or, where there are no specific instructions, in your best interest. "Important Information for the Agent" at the end of this document describes your agent's responsibilities. Your agent can act on your behalf only after signing the Power of Attorney before a notary public. You can request information from your agent at any time. If you are revoking a prior Power of Attorney by executing this Power of Attorney, you should provide written notice of the revocation to your prior agent(s) and to the financial institutions where your accounts are located. You can revoke or terminate your Power of Attorney at any time for any reason as long as you are of sound mind. If you are no longer of sound mind, a court can remove an agent for acting improperly. Your agent cannot make health care decisions for you. You may execute a "Health Care Proxy" to do this. The law governing Powers of Attorney is contained in the New York General Obligations Law, Article 5, Title 15. This law is available at a law library, or online through the New York State Senate or Assembly websites, www.senate.state.ny.us or www.assembly.state.ny.us. If there is anything about this document that you do not understand, you should ask a lawyer of your own choosing to explain it to you.

| IN WITNESS V | WHEREOF, the undersigned principal, has executed this | s Power of | f Attorney on the date indicated opposite his name. | |
|--------------------------|---|-------------------------------|--|--|
| Date: February 23, 2010 | | /s/ Alexander Von Furstenberg | | |
| | | Name: | Alexander Von Furstenberg | |
| | | Title: | Director | |
| State of | | | | |
| otate of |) | | | |
| County of |) ss.: | | | |
| On the 23rd day of Febru | jary in the year 2010 before me, the undersigned person | ally anne: | ared Alexander Von Eurstenberg, personally known to me or proved | |

to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individuals acted, executed the instrument.

/s/ Authorized Signatory

IMPORTANT INFORMATION FOR THE AGENT:

When you accept the authority granted under this Power of Attorney, a special legal relationship is created between you and the principal. This relationship imposes on you legal responsibilities that continue until you resign or the Power of Attorney is terminated or revoked. You must:

- (1) act according to any instructions from the principal, or, where there are no instructions, in the principal's best interest;
- (2) avoid conflicts that would impair your ability to act in the principal's best interest;
- (3) keep the principal's property separate and distinct from any assets you own or control, unless otherwise permitted by law;
- (4) keep a record of all receipts, payments, and transactions conducted for the principal; and
- disclose your identity as an agent whenever you act for the principal by writing or printing the principal's name and signing your own name as "agent" in either of the following manner: (Principal's Name) by (Your Signature) as Agent, or (your signature) as Agent for (Principal's Name).

You may not use the principal's assets to benefit yourself or give gifts to yourself or anyone else unless the Principal has specifically granted you that authority in this Power of Attorney or in a Statutory Major Gifts Rider attached to this Power of Attorney. If you have that authority, you must act according to any instructions of the principal or, where there are no such instructions, in the principal's best interest. You may resign by giving written notice to the principal and to any co-agent, successor agent, monitor if one has been named in this document, or the principal's guardian if one has been appointed. If there is anything about this document or your responsibilities that you do not understand, you should seek legal advice.

Liability of agent:

The meaning of the authority given to you is defined in New York's General Obligations Law, Article 5, Title 15. If it is found that you have violated the law or acted outside the authority granted to you in the Power of Attorney, you may be liable under the law for your violation.

[REMAINDER OF PAGE LEFT BLANK]

| | | /s/ Thoma | as J. McInerney |
|-----------------------------|---|------------------------------|--|
| Date: February 23, 2010 | | Name: | Thomas J. McInerney |
| | | Title: | Agent and Attorney-in-Fact |
| State of |) | | |
| County of |) ss.: | | |
| on the basis of satisfactor | y evidence to be the individual whose name is subscribe | ed to the w | red Thomas J. McInerney, personally known to me or proved to me rithin instrument and acknowledged to me that he executed the on upon behalf of which the individuals acted, executed the |
| /s/ Authorized Signatory | | | |
| Notary Public | | | |
| Date: February 23, 2010 | | /s/ Gregg Name: Title: | Winiarski Gregg Winiarski Agent and Attorney-in-Fact |
| State of |) | | |
| County of |) ss.: | | |
| the basis of satisfactory e | vidence to be the individual whose name is subscribed t | to the with | red Gregg Winiarski, personally known to me or proved to me on in instrument and acknowledged to me that he executed the same on behalf of which the individuals acted, executed the instrument. |
| /s/ Authorized Signatory | | | |
| Notary Public | | | |

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, being a director of IAC/InterActiveCorp, a Delaware corporation (the "Company"), which proposes to file with the U.S. Securities and Exchange Commission (the "SEC") under the provisions of the Securities Act of 1933, as amended (the "Act"), one or more post-effective amendments to certain registration statements on Form S-4 and/or Form S-8 (specifically, SEC File Nos. 333-118724, 333-105876, 333-105014, 333-104973, 333-101199, 333-37286, 333-37284, 333-65335, 333-57669, 333-57667, 333-48869, 333-48863, 333-34146, 333-03717, 333-18763 and 033-53909 (collectively, the "S-8 Registration Statements)) and Form S-3 (specifically, SEC File No. 333-105095 (the "S-3 Registration Statement," and together with the S-8 Registration Statements, the "Registration Statements") and constitutes and appoints Thomas J. McInerney and Gregg Winiarski, and each of them, his true and lawful attorneys-in-fact and agents, with full power to act, together or each without the others, for him and in his name, place and stead, in any and all capacities, to sign, or cause to be signed electronically, any and all of said Registration Statements and any and all amendments (including post-effective amendments) to the aforementioned Registration Statements and to file said Registration Statements and amendments thereto so signed with all exhibits thereto, and with any and all other documents with the SEC, hereby granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform any and all acts and things requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be executed in counterparts and all such duly executed counterparts shall together constitute the same instrument. This Power of Attorney shall not revoke any powers of attorney previously executed by the undersigned. This Power of Attorney shall not be revoked by any subsequent power of attorney that the undersigned may execute, unless such subsequent power of attorney expressly provides that it revokes this Power of Attorney by referring to the date of the undersigned's execution of this Power of Attorney and subject hereof.

The "CAUTION TO THE PRINCIPAL" and "IMPORTANT INFORMATION FOR THE AGENT" statement below is required under New York State General Obligations Law. Notwithstanding anything to the contrary contained therein, this Power of Attorney is limited to the powers granted as described above and DOES NOT grant the attorneys-in-fact and agents the authority to spend the undersigned's money or sell or dispose of the undersigned's property.

CAUTION TO THE PRINCIPAL: Your Power of Attorney is an important document. As the "principal," you give the person whom you choose (your "agent") authority to spend your money and sell or dispose of your property during your lifetime without telling you. You do not lose your authority to act even though you have given your agent similar authority. When your agent exercises this authority, he or she must act according to any instructions you have provided, or, where there are no specific instructions, in your best interest. "Important Information for the Agent" at the end of this document describes your agent's responsibilities. Your agent can act on your behalf only after signing the Power of Attorney before a notary public. You can request information from your agent at any time. If you are revoking a prior Power of Attorney by executing this Power of Attorney, you should provide written notice of the revocation to your prior agent(s) and to the financial institutions where your accounts are located. You can revoke or terminate your Power of Attorney at any time for any reason as long as you are of sound mind. If you are no longer of sound mind, a court can remove an agent for acting improperly. Your agent cannot make health care decisions for you. You may execute a "Health Care Proxy" to do this. The law governing Powers of Attorney is contained in the New York General Obligations Law, Article 5, Title 15. This law is available at a law library, or online through the New York State Senate or Assembly websites, www.senate.state.ny.us or www.assembly.state.ny.us. If there is anything about this document that you do not understand, you should ask a lawyer of your own choosing to explain it to you.

IN WITNESS WHEREOF, the undersigned principal, has executed this Power of Attorney on the date indicated opposite his name.

| | | /s/ Richard F. Zannino | | |
|--|--------|------------------------|--------------------|--|
| Date: February 23, 2010 | | Name: | Richard F. Zannino | |
| | | Title: | Director | |
| State of |) | | | |
| County of |) ss.: | | | |
| On the 23 rd day of February in the year 2010 before me, the undersigned, personally appeared Richard F. Zannino, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individuals acted, executed the instrument. | | | | |
| /s/ Authorized Signatory | | | | |
| Notary Public | | | | |
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IMPORTANT INFORMATION FOR THE AGENT:

When you accept the authority granted under this Power of Attorney, a special legal relationship is created between you and the principal. This relationship imposes on you legal responsibilities that continue until you resign or the Power of Attorney is terminated or revoked. You must:

- (1) act according to any instructions from the principal, or, where there are no instructions, in the principal's best interest;
- (2) avoid conflicts that would impair your ability to act in the principal's best interest;
- (3) keep the principal's property separate and distinct from any assets you own or control, unless otherwise permitted by law;
- (4) keep a record of all receipts, payments, and transactions conducted for the principal; and

disclose your identity as an agent whenever you act for the principal by writing or printing the principal's name and signing your own name as "agent" in either of the following manner: (Principal's Name) by (Your Signature) as Agent, or (your signature) as Agent for (Principal's Name).

You may not use the principal's assets to benefit yourself or give gifts to yourself or anyone else unless the Principal has specifically granted you that authority in this Power of Attorney or in a Statutory Major Gifts Rider attached to this Power of Attorney. If you have that authority, you must act according to any instructions of the principal or, where there are no such instructions, in the principal's best interest. You may resign by giving written notice to the principal and to any co-agent, successor agent, monitor if one has been named in this document, or the principal's guardian if one has been appointed. If there is anything about this document or your responsibilities that you do not understand, you should seek legal advice.

Liability of agent:

The meaning of the authority given to you is defined in New York's General Obligations Law, Article 5, Title 15. If it is found that you have violated the law or acted outside the authority granted to you in the Power of Attorney, you may be liable under the law for your violation.

[REMAINDER OF PAGE LEFT BLANK]

| Date: February 23, 2010 | | /s/ Thomas J. McInerney | | |
|---|--------|------------------------------|--|--|
| | | Name: Title: | Thomas J. McInerney Agent and Attorney-in-Fact | |
| State of |) | | | |
| County of |) ss.: | | | |
| On the 23 rd day of February in the year 2010 before me, the undersigned, personally appeared Thomas J. McInerney, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individuals acted, executed the instrument. | | | | |
| /s/ Authorized Signatory Notary Public | | | | |
| Date: February 23, 2010 | | /s/ Gregg Name: Title: | g Winiarski Gregg Winiarski Agent and Attorney-in-Fact | |
| State of |) | | | |
| County of |) ss.: | | | |
| On the 23 rd day of February in the year 2010 before me, the undersigned, personally appeared Gregg Winiarski, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individuals acted, executed the instrument. | | | | |
| /s/ Authorized Signatory Notary Public | | | | |

POWER OF ATTORNEY for Registration Statement of IAC/InterActiveCorp

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, being a director of IAC/InterActiveCorp, a Delaware corporation (the "Company"), which proposes to file with the U.S. Securities and Exchange Commission (the "SEC") under the provisions of the Securities Act of 1933, as amended (the "Act"), one or more post-effective amendments to certain registration statements on Form S-4 and/or Form S-8 (specifically, SEC File Nos. 333-118724, 333-10247, 333-105876, 333-105014, 333-104973, 333-101199, 333-37286, 333-37284, 333-65335, 333-57669, 333-57667, 333-48869, 333-48863, 333-34146, 333-03717, 333-18763 and 033-53909 (collectively, the "S-8 Registration Statements)) and Form S-3 (specifically, SEC File No. 333-105095 (the "S-3 Registration Statement," and together with the S-8 Registration Statements, the "Registration Statements") and constitutes and appoints Thomas J. McInerney and Gregg Winiarski, and each of them, his true and lawful attorneys-in-fact and agents, with full power to act, together or each without the others, for him and in his name, place and stead, in any and all capacities, to sign, or cause to be signed electronically, any and all of said Registration Statements and any and all amendments (including post-effective amendments) to the aforementioned Registration Statements and to file said Registration Statements and amendments thereto so signed with all exhibits thereto, and with any and all other documents with the SEC, hereby granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform any and all acts and things requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be executed in counterparts and all such duly executed counterparts shall together constitute the same instrument. This Power of Attorney shall not revoke any powers of attorney previously executed by the undersigned. This Power of Attorney shall not be revoked by any subsequent power of attorney that the undersigned may execute, unless such subsequent power of attorney expressly provides that it revokes this Power of Attorney by referring to the date of the undersigned's execution of this Power of Attorney and subject hereof.

The "CAUTION TO THE PRINCIPAL" and "IMPORTANT INFORMATION FOR THE AGENT" statement below is required under New York State General Obligations Law. Notwithstanding anything to the contrary contained therein, this Power of Attorney is limited to the powers granted as described above and DOES NOT grant the attorneys-in-fact and agents the authority to spend the undersigned's money or sell or dispose of the undersigned's property.

CAUTION TO THE PRINCIPAL: Your Power of Attorney is an important document. As the "principal," you give the person whom you choose (your "agent") authority to spend your money and sell or dispose of your property during your lifetime without telling you. You do not lose your authority to act even though you have given your agent similar authority. When your agent exercises this authority, he or she must act according to any instructions you have provided, or, where there are no specific instructions, in your best interest. "Important Information for the Agent" at the end of this document describes your agent's responsibilities. Your agent can act on your behalf only after signing the Power of Attorney before a notary public. You can request information from your agent at any time. If you are revoking a prior Power of Attorney by executing this Power of Attorney, you should provide written notice of the revocation to your prior agent(s) and to the financial institutions where your accounts are located. You can revoke or terminate your Power of Attorney at any time for any reason as long as you are of sound mind. If you are no longer of sound mind, a court can remove an agent for acting improperly. Your agent cannot make health care decisions for you. You may execute a "Health Care Proxy" to do this. The law governing Powers of Attorney is contained in the New York General Obligations Law, Article 5, Title 15. This law is available at a law library, or online through the New York State Senate or Assembly websites, www.senate.state.ny.us or www.assembly.state.ny.us. If there is anything about this document that you do not understand, you should ask a lawyer of your own choosing to explain it to you.

IN WITNESS WHEREOF, the undersigned principal, has executed this Power of Attorney on the date indicated opposite his name.

| Date: February 23, 2010 | | /s/ Michael P. Zeisser | | |
|---|--------|------------------------|--------------------|--|
| | | Name: | Michael P. Zeisser | |
| | | Title: | Director | |
| State of |) | | | |
| County of |) ss.: | | | |
| On the 23^{rd} day of February in the year 2010 before me, the undersigned, personally appeared Michael P. Zeisser, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individuals acted, executed the instrument. | | | | |
| /s/ Authorized Signatory | | | | |
| Notary Public | | | | |
| | | | | |

IMPORTANT INFORMATION FOR THE AGENT:

When you accept the authority granted under this Power of Attorney, a special legal relationship is created between you and the principal. This relationship imposes on you legal responsibilities that continue until you resign or the Power of Attorney is terminated or revoked. You must:

- (1) act according to any instructions from the principal, or, where there are no instructions, in the principal's best interest;
- (2) avoid conflicts that would impair your ability to act in the principal's best interest;
- (3) keep the principal's property separate and distinct from any assets you own or control, unless otherwise permitted by law;
- (4) keep a record of all receipts, payments, and transactions conducted for the principal; and
- (5) disclose your identity as an agent whenever you act for the principal by writing or printing the principal's name and signing your own name as "agent" in either of the following manner: (Principal's Name) by (Your Signature) as Agent, or (your signature) as Agent for (Principal's Name).

You may not use the principal's assets to benefit yourself or give gifts to yourself or anyone else unless the Principal has specifically granted you that authority in this Power of Attorney or in a Statutory Major Gifts Rider attached to this Power of Attorney. If you have that authority, you must act according to any instructions of the principal or, where there are no such instructions, in the principal's best interest. You may resign by giving written notice to the principal and to any co-agent, successor agent, monitor if one has been named in this document, or the principal's guardian if one has been appointed. If there is anything about this document or your responsibilities that you do not understand, you should seek legal advice.

Liability of agent:

The meaning of the authority given to you is defined in New York's General Obligations Law, Article 5, Title 15. If it is found that you have violated the law or acted outside the authority granted to you in the Power of Attorney, you may be liable under the law for your violation.

[REMAINDER OF PAGE LEFT BLANK]

| Date: February 23, 2010 | | Name: Title: | Thomas J. McInerney Agent and Attorney-in-Fact | |
|---|--------|------------------------------|---|--|
| State of |) | | | |
| County of |) ss.: | | | |
| On the 23 rd day of February in the year 2010 before me, the undersigned, personally appeared Thomas J. McInerney, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individuals acted, executed the instrument. | | | | |
| /s/ Authorized Signatory | | | | |
| Notary Public | | | | |
| Date: February 23, 2010 | | /s/ Gregg Name: Title: | GWiniarski Gregg Winiarski Agent and Attorney-in-Fact | |
| State of |) | | | |
| County of |) ss.: | | | |
| On the 23 rd day of February in the year 2010 before me, the undersigned, personally appeared Gregg Winiarski, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individuals acted, executed the instrument. | | | | |
| /s/ Authorized Signatory Notary Public | | | | |
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