

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT  
NO. 2 TO

**FORM S-3**

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

**IAC/INTERACTIVE CORP**

(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.)

**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)

Approximate date of commencement of proposed sale to the public:

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of earlier effective registration statement for the same offering:

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of earlier effective registration statement for the same offering:

If this form is a registration statement filed pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box:

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box:

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   
Non-accelerated filer   
(Do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting company

**EXPLANATORY NOTE**

Reference is made to the registration statement on Form S-3, as amended (SEC File No. 333-105095), initially filed by IAC/InterActiveCorp (formerly known as InterActiveCorp) ("IAC") with the U.S. Securities and Exchange Commission on July 15, 2003 (the "Registration Statement") that relates

to the resale of 4,400,000 shares of IAC Common Stock issuable upon the exercise of stock options granted to Dr. Georg Kofler pursuant to a stock option agreement, dated as February 18, 2000, between IAC and Dr. Georg Kofler (the "Kofler Agreement").

As of the date of this filing, all of the stock options issued pursuant to the Kofler Agreement have either been exercised (and the related shares of IAC Common Stock acquired sold) or have expired in accordance with their terms. Accordingly, IAC is hereby filing this Post-Effective Amendment No. 2 to the Registration Statement to remove from registration any remaining Securities under the Registration Statement.

Information regarding the number and nature of Securities registered does not reflect the impact of (i) the one-for-two reverse stock split and spin-off of Expedia, Inc., a Delaware corporation (the "Spin-Off"), both of which were completed on August 9, 2005, and (ii) certain elections made by the Selling Stockholder with respect to the Securities in connection with the Spin-Off.

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## PART II — INFORMATION NOT REQUIRED IN PROSPECTUS

### ITEM 16. EXHIBITS

#### EXHIBIT INDEX

Exhibit No.	Description
24.1	Powers of Attorney.

### ITEM 17. 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), (a) (1)(ii) and (a) (1)(iii) 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 into this Registration Statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of 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

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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.

## 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-3 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 25<sup>th</sup> day of February, 2010.

### IAC/INTERACTIVECORP

By: /s/ GREGG WINIARSKI  
Name: Gregg Winiarski  
Title: 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:

<u>Name and Signature</u>	<u>Title</u>
<u>/s/ BARRY DILLER*</u> Barry Diller	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
<u>/s/ VICTOR A. KAUFMAN*</u> Victor A. Kaufman	Vice Chairman and Director
<u>/s/ THOMAS J. MCINERNEY*</u> Thomas J. McInerney	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ MICHAEL H. SCHWERDTMAN*</u> Michael H. Schwerdtman	Vice President and Controller (Principal Accounting Officer)
<u>/s/ EDGAR BRONFMAN, JR.*</u> Edgar Bronfman, Jr.	Director
<u>/s/ DONALD R. KEOUGH*</u> Donald R. Keough	Director
5	
<u>/s/ BRYAN LOURD*</u> Bryan Lourd	Director
<u>/s/ JOHN MALONE*</u> John Malone	Director
<u>/s/ ARTHUR C. MARTINEZ*</u> Arthur C. Martinez	Director
<u>/s/ DAVID ROSENBLATT*</u> David Rosenblatt	Director
<u>/s/ ALAN G. SPOON*</u> Alan G. Spoon	Director
<u>/s/ ALEXANDER VON FURSTENBERG*</u> Alexander Von Furstenberg	Director

/s/ RICHARD F. ZANNINO\*

Richard F. Zannino

Director

/s/ MICHAEL P. ZEISSER\*

Michael P. Zeisser

Director

\*By: /s/ GREGG WINIARSKI

Gregg Winiarski  
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, 333-110247, 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. McNerney 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](http://www.senate.state.ny.us) or [www.assembly.state.ny.us](http://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/ Barry Diller  
 Name: Barry Diller  
 Title: Chairman of the Board, Chief Executive Officer and Director

State of \_\_\_\_\_ )

County of \_\_\_\_\_ ) ss.:

On the 23<sup>rd</sup> day of February in the year 2010 before me, the undersigned, personally appeared Barry Diller, 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 /s/ Thomas J. McInerney  
Name: Thomas J. McInerney  
Title: Agent and Attorney-in-Fact

State of )

County of ) ss.:

On the 23<sup>rd</sup> 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 Winiarski  
Name: Gregg Winiarski  
Title: Agent and Attorney-in-Fact

State of )

County of ) ss.:

On the 23<sup>rd</sup> 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 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, 333-57667, 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.

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**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](http://www.senate.state.ny.us) or [www.assembly.state.ny.us](http://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/ Victor A. Kaufman

Name: Victor A. Kaufman

Title: Vice Chairman and Director

State of \_\_\_\_\_ )

County of \_\_\_\_\_ ) ss.:

On the 23<sup>rd</sup> day of February in the year 2010 before me, the undersigned, personally appeared Victor A. Kaufman, 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
- (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.

Date: February 23, 2010

/s/ Thomas J. McInerney

Name: Thomas J. McInerney  
Title: Agent and Attorney-in-Fact

State of )

County of ) ss.:

On the 23<sup>rd</sup> 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

/s/ Gregg Winiarski

Name: Gregg Winiarski  
Title: Agent and Attorney-in-Fact

Date: February 23, 2010

State of )

County of ) ss.:

On the 23<sup>rd</sup> 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**

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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](http://www.senate.state.ny.us) or [www.assembly.state.ny.us](http://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  
State of )  
County of ) ss.:

/s/ Thomas J. McInerney  
Name: Thomas J. McInerney  
Title: EVP & CFO (Principal Financial Officer)

On the 23<sup>rd</sup> 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

**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  
State of )  
County of ) ss.:

/s/ Gregg Winiarski  
Name: Gregg Winiarski  
Title: Agent and Attorney-in-Fact

On the 23<sup>rd</sup> 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

Date: February 23, 2010

/s/ Joanne Hawkins

Name: Joanne Hawkins

Title: Agent and Attorney-in-Fact

State of )

County of ) ss.:

On the 23<sup>rd</sup> day of February in the year 2010 before me, the undersigned, personally appeared Joanne Hawkins, 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 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, 333-110247, 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](http://www.senate.state.ny.us) or [www.assembly.state.ny.us](http://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 H. Schwerdtman

Name: Michael H. Schwerdtman

Title: SVP & Controller (Principal Accounting Officer)

State of )

County of ) ss.:

On the 23<sup>rd</sup> 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

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

/s/ Thomas J. McInerney  
Name: Thomas J. McInerney  
Title: Agent and Attorney-in-Fact

State of )

County of ) ss.:

On the 23<sup>rd</sup> 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 Winiarski  
Name: Gregg Winiarski  
Title: Agent and Attorney-in-Fact

State of )

County of ) ss.:

On the 23<sup>rd</sup> 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, 333-110247, 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.

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**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](http://www.senate.state.ny.us) or [www.assembly.state.ny.us](http://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/ Edgar Bronfman, Jr.

Name: Edgar Bronfman, Jr.

Title: Director

State of )

County of ) ss.:

On the 23<sup>rd</sup> day of February in the year 2010 before me, the undersigned, personally appeared Edgar Bronfman, Jr., 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
- (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

/s/ Thomas J. McInerney  
 Name: Thomas J. McInerney  
 Title: Agent and Attorney-in-Fact

State of )

County of ) ss.:

On the 23<sup>rd</sup> 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 Winiarski  
 Name: Gregg Winiarski  
 Title: Agent and Attorney-in-Fact

State of )

County of ) ss.:

On the 23<sup>rd</sup> 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, 333-110247, 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](http://www.senate.state.ny.us) or [www.assembly.state.ny.us](http://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/ Donald R. Keough  
Name: Donald R. Keough  
Title: Director

State of )

County of ) ss.:

On the 23<sup>rd</sup> day of February in the year 2010 before me, the undersigned, personally appeared Donald R. Keough, 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
- (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]

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Date: February 23, 2010

/s/ Thomas J. McInerney

Name: Thomas J. McInerney

Title: Agent and Attorney-in-Fact

State of )

County of ) ss.:

On the 23<sup>rd</sup> 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

/s/ Gregg Winiarski

Name: Gregg Winiarski

Title: Agent and Attorney-in-Fact

Date: February 23, 2010

State of )

County of ) ss.:

On the 23<sup>rd</sup> 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, 333-110247, 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](http://www.senate.state.ny.us) or [www.assembly.state.ny.us](http://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/ Bryan Lourd  
Name: Bryan Lourd  
Title: Director

State of )

County of ) ss.:

On the 23<sup>rd</sup> day of February in the year 2010 before me, the undersigned, personally appeared Bryan Lourd, 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

/s/ Thomas J. McInerney  
Name: Thomas J. McInerney  
Title: Agent and Attorney-in-Fact

State of )

County of ) ss.:

On the 23<sup>rd</sup> 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

/s/ Gregg Winiarski



Date: February 23, 2010

Name: Gregg Winiarski  
Title: Agent and Attorney-in-Fact

State of )

County of ) ss.:

On the 23<sup>rd</sup> 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, 333-110247, 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](http://www.senate.state.ny.us) or [www.assembly.state.ny.us](http://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/ John C. Malone  
Name: John C. Malone  
Title: Director

State of )

County of ) ss.:

On the 23<sup>rd</sup> 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.

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.

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Date: February 23, 2010

/s/ Thomas J. McInerney

Name: Thomas J. McInerney

Title: Agent and Attorney-in-Fact

State of )

County of ) ss.:

On the 23<sup>rd</sup> 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

/s/ Gregg Winiarski

Name: Gregg Winiarski

Title: Agent and Attorney-in-Fact

State of )

County of ) ss.:

On the 23<sup>rd</sup> 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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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, 333-48863, 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.

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**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](http://www.senate.state.ny.us) or [www.assembly.state.ny.us](http://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/ Arthur C. Martinez  
Name: Arthur C. Martinez  
Title: Director

State of )

County of ) ss.:

On the 23<sup>rd</sup> day of February in the year 2010 before me, the undersigned, personally appeared Arthur C. Martinez, 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

(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.

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Date: February 23, 2010  
State of )  
County of ) ss.:  
/s/ Thomas J. McInerney  
Name: Thomas J. McInerney  
Title: Agent and Attorney-in-Fact

On the 23<sup>rd</sup> 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  
State of )  
County of ) ss.:  
/s/ Gregg Winiarski  
Name: Gregg Winiarski  
Title: Agent and Attorney-in-Fact

On the 23<sup>rd</sup> 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, 333-110247, 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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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](http://www.senate.state.ny.us) or [www.assembly.state.ny.us](http://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/ David Rosenblatt  
Name: David Rosenblatt  
Title: Director

State of )  
County of ) ss.:

On the 23<sup>rd</sup> day of February in the year 2010 before me, the undersigned, personally appeared David Rosenblatt, 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]

/s/ Thomas J. McNerney

Date: February 23, 2010

Name: Thomas J. McNerney  
Title: Agent and Attorney-in-Fact

State of )

County of ) ss.:

On the 23<sup>rd</sup> day of February in the year 2010 before me, the undersigned, personally appeared Thomas J. McNerney, 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

/s/ Gregg Winiarski  
Name: Gregg Winiarski  
Title: Agent and Attorney-in-Fact

Date: February 23, 2010

State of )

County of ) ss.:

On the 23<sup>rd</sup> 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, 333-110247, 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. McNerney 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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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](http://www.senate.state.ny.us) or [www.assembly.state.ny.us](http://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/ Alan G. Spoon  
Name: Alan G. Spoon  
Title: Director

State of )  
County of ) ss.:

On the 23<sup>rd</sup> 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;
- (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

/s/ Thomas J. McInerney  
Name: Thomas J. McInerney  
Title: Agent and Attorney-in-Fact

State of )  
County of ) ss.:

On the 23<sup>rd</sup> 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 Winiarski  
Name: Gregg Winiarski  
Title: Agent and Attorney-in-Fact

State of )

County of ) ss.:

On the 23<sup>rd</sup> 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, 333-110247, 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. McNerney 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](http://www.senate.state.ny.us) or [www.assembly.state.ny.us](http://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/ Alexander Von Furstenberg  
Name: Alexander Von Furstenberg  
Title: Director

State of )

County of ) ss.:

On the 23<sup>rd</sup> day of February in the year 2010 before me, the undersigned, personally appeared Alexander Von Furstenberg, 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
- (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.

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Date: February 23, 2010

/s/ Thomas J. McInerney  
Name: Thomas J. McInerney  
Title: Agent and Attorney-in-Fact

State of \_\_\_\_\_ )  
County of \_\_\_\_\_ ) ss.:

On the 23<sup>rd</sup> 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 Winiarski  
Name: Gregg Winiarski  
Title: Agent and Attorney-in-Fact

State of \_\_\_\_\_ )  
County of \_\_\_\_\_ ) ss.:

On the 23<sup>rd</sup> 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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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, 333-48863, 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.

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**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](http://www.senate.state.ny.us) or [www.assembly.state.ny.us](http://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/ Richard F. Zannino

Name: Richard F. Zannino

Title: Director

State of )

County of ) ss.:

On the 23<sup>rd</sup> 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

(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:

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Date: February 23, 2010 /s/ Thomas J. McInerney  
Name: Thomas J. McInerney  
Title: Agent and Attorney-in-Fact

State of )

County of ) ss.:

On the 23<sup>rd</sup> 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 Winiarski  
Name: Gregg Winiarski  
Title: Agent and Attorney-in-Fact

State of )

County of ) ss.:

On the 23<sup>rd</sup> 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, 333-110247, 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.

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**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](http://www.senate.state.ny.us) or [www.assembly.state.ny.us](http://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<sup>rd</sup> 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

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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
- (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.

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/s/ Thomas J. McInerney

Date: February 23, 2010

Name: Thomas J. McInerney  
Title: Agent and Attorney-in-Fact

State of )

County of ) ss.:

On the 23<sup>rd</sup> 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

/s/ Gregg Winiarski  
Name: Gregg Winiarski  
Title: Agent and Attorney-in-Fact

Date: February 23, 2010

State of )

County of ) ss.:

On the 23<sup>rd</sup> 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

