

\$ 75.0 \$
 123.4 \$ 378.9
 =====
 =====
 =====
 =====
 =====
 =====
 =====

Non recurring
 items --
 (4.7) --
 (4.8) (12.3)
 (3.1) (20.1)

---- ADJUSTED
 EBITDA--LESS
 NON-RECURRING
 ITEMS \$ 177.0
 \$ 236.3 \$
 74.3 \$ 101.5
 \$ 62.7 \$
 120.3 \$ 358.8

=====

THE
 FINANCIAL,
 STATISTICAL
 AND OTHER
 INFORMATION
 CONTAINED
 HEREIN IS
 UNAUDITED. As
 filed with
 the
 Securities
 and Exchange
 Commission on
 October 24,
 2002.

-- REVENUE
 2002 -----

----- Q1 Q2
 Q3 Q4 YTD
 9/30 -----

OPERATING
 BUSINESSES
 HSN - U.S. \$
 396.2 \$ 376.1
 \$ 370.7 \$
 1,143.1
 Ticketing
 153.4 175.4
 162.1 490.9
 Match.com
 25.3 29.5
 33.4 88.2
 Hotels.com
 165.7 229.7
 277.4 672.8
 Expedia 116.0
 142.7 166.6
 425.4
 Interval 0.0
 0.0 2.3 2.3
 Precision
 Response 70.1
 72.1 75.0
 217.2 -----

----- SUB-
 TOTAL 926.6
 1,025.6

 ----- P&L
 1999 (1) 2000
 (1) 2001 (2) --

 ----- YE
 12/31 YE 12/31
 Q1 Q2 Q3 Q4 YE
 12/31 -----

 Revenues, net
 2,001.1 2,964.6
 877.9 940.3
 917.3 1,030.3
 3,765.8
 Operating costs
 and expenses:
 Costs related
 to revenues
 1,318.1 2,000.0
 571.5 597.9
 596.8 658.4
 2,424.6 -----

 Gross profit
 683.0 964.6
 306.4 342.4
 320.5 371.9
 1,341.2 -----

 Other costs and
 expenses 492.8
 687.9 232.1
 236.2 245.5
 252.6 966.4
 Depreciation
 51.7 105.4 33.0
 36.8 38.5 34.6
 142.8
 Amortization of
 non-cash
 compensation
 6.4 12.7 9.3
 5.2 4.8 4.8
 24.2

Amortization of
 non-cash
 distribution
 and marketing
 0.0 11.7 8.0
 10.6 7.1 9.0
 34.7

Amortization of
 other
 intangibles
 (non-cash)
 180.9 496.7
 40.6 42.4 41.6
 47.6 172.3 One
 time charges
 0.0 0.0 0.0
 10.6 12.3 3.0
 25.8 HSN
 disengagement
 costs 0.0 0.0
 0.0 0.0 0.0 0.0
 0.0 -----

----- Total
 operating costs
 731.8 1,314.4
 323.1 341.8
 349.8 351.6
 1,366.2 -----

 Operating
 income (48.8)

converted
shares 327.8
359.7 431.1
463.1 437.3
438.0 433.0
=====

=====

=====

===== Basic
earnings per
share \$ (.21) \$
(.48) \$ (.04) \$
-- \$ (.07) \$
(.01) \$ (.04)

=====

=====

Diluted
earnings per
share \$ (.21) \$
(.48) \$ (.04) \$
-- \$ (.07) \$
(.01) \$ (.04)

=====

=====

===== EBITDA
190.1 276.7
74.3 101.4 62.8
120.3 358.8

=====

=====

Excluding one-
time charges
and non-
operating
gains: Basic
and diluted
earnings per
share \$ (.04) \$
.01 \$ (.04) \$
.02 \$ (.05)

=====

=====

===== Cash
net income
earnings per
share \$.05 \$
.05 \$.01 \$.10
\$.21 =====

=====

=====

----- P&L
2002 (2) -----

-- Q1 Q2 Q3 Q4
YTD 9/30 -----

Revenues, net
1,007.1 1,117.8
1,192.5 3,317.4
Operating costs
and expenses:
Costs related
to revenues
628.1 681.9
713.2 2,023.2 -


```

=====
Preferred
dividend (3.3)
(3.3) (3.3)
(9.8) -----
-----
-----
----- Net
earnings
available to
common
shareholders
(4.8) (108.4)
(5.2) (118.4)
=====
=====
=====
=====
Weighted
average diluted
shares 442.6
447.4 448.4
446.1
=====
=====
=====
=====
Weighted
average fully
converted
shares 442.6
447.4 448.4
446.1
=====
=====
=====
=====
Basic earnings
per share $
(.01) $ (.24) $
(.01) $ (.27)
=====
=====
=====
=====
Diluted
earnings per
share $ (.01) $
(.24) $ (.01) $
(.27)
=====
=====
=====
=====
EBITDA 131.6
126.7 178.6
436.9
=====
=====
=====
=====
Excluding one-
time charges
and non-
operating
gains: Basic
and diluted
earnings per
share $ .02 $
.03 $ .02 $ .07
=====
=====
=====
=====
Cash net income
earnings per
share $ .05 $
.10 $ .14 $ .29
=====
=====
=====
=====

```

(1) Data for 1999 and 2000 is not pro forma for the Expedia and Vivendi transactions. The USA Entertainment Group is treated as a discontinued

transactions
 (b) 3,045
 3,681 4,238
 Average
 monthly
 Media
 Metrix
 reach (c)
 11,242
 12,161
 12,615
 Expedia.com
 conversion
 (d) 5.8%
 6.3% 6.7%
 Expedia new
 purchasing
 customers
 (e) 1,316
 1,529 1,693
 Expedia
 cumulative
 purchasing
 customers
 (f) 7,610
 9,139
 10,832
 Expedia
 quarterly
 unique
 purchasing
 customers
 (g) 1,874
 2,217 2,492

- (a) Gross bookings represents the total value of travel booked through the Expedia, VacationSpot, and WWTE sites.
- (b) Transactions represents the number of reservations and purchases transacted through the Expedia and WWTE sites.
- (c) Average monthly Media Metrix reach represents the unduplicated reach for the Expedia and VacationSpot sites.
- (d) Conversion represents the monthly average Expedia.com unique monthly purchasers divided by the monthly average Media Metrix reach for the Expedia.com site.
- (e) Expedia new purchasing customers represents the number of new customers transacting through the Expedia sites in a quarter.
- (f) Expedia cumulative purchasing customers represents the cumulative number of customers that have ever transacted through the Expedia sites as of the end of a quarter.
- (g) Expedia quarterly unique purchasing customers represents the number of unique customers transacting through the Expedia sites over the course of a quarter.

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 As filed with the Securities and Exchange Commission on October 25, 2002.

USA INTERACTIVE
 OPERATING METRICS
 IN MILLIONS

CAPITALIZATION (AS OF 10/15/02)

Ticker (NASDAQ)	USAI
As of 10/15/02	

SHARES OUTSTANDING (MILLIONS) (a):	

USA Common Stock	384
USA Class B	65

Total Shares Outstanding	449
Estimated dilutive options and warrants (treasury method)	24

Fully diluted shares	473
	=====

MARKET CAPITALIZATION:

Outstanding equity capitalization	\$ 9,339
Fully diluted equity capitalization	\$ 9,841

As of 9/30/02

Attributable Cash (b)	\$ 2,618
Securities in VUE (c)	2,111
Debt and Preferred Stock	(1,202)

Net Attributable Cash and Securities	\$ 3,528
	=====

REVENUE MIX

Revenue sources (Q3 '02):	
Merchandise	38%
Online travel/hotel rooms	38%
Ticketing	14%
Teleservices / ECS	7%
Personals	3%

Commerce	100%
	=====

- (a) Fully diluted shares includes treasury method options and warrants and other dilutive securities, and includes Vivendi's remaining 56.6 million shares that may be delivered to USA in connection with USA's Series B preferred interest in VUE.
- (b) Includes attributable cash from USA's public subsidiaries, based on the Q3 weighted average of USA's fully diluted, treasury method ownership in public subsidiaries, which was 66% for Ticketmaster, 67% for Hotels.com and 56% for Expedia. Excludes cash due to clients at Ticketmaster. Consolidated cash and marketable securities is \$3.0 billion as of September 30, 2002.
- (c) Includes securities issued to USA in the Vivendi transaction, as follows: Class A and Class B preferred interests and 5.44% common interest in Vivendi Universal Entertainment ("VUE") at balance sheet carrying values, less the estimated present value of taxes on the above securities.

Absolute %
of Fully
Shares % of
Shares
Diluted
Shares
Owned
Outstanding
(QTD) -----

Ticketmaster
(NASDAQ:
TMCS) 95.8
67% 66%
Hotels.com
(NASDAQ:
ROOM) 39.0
67% 67%
Expedia
(NASDAQ:
EXPE) 35.4
62% 56%

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