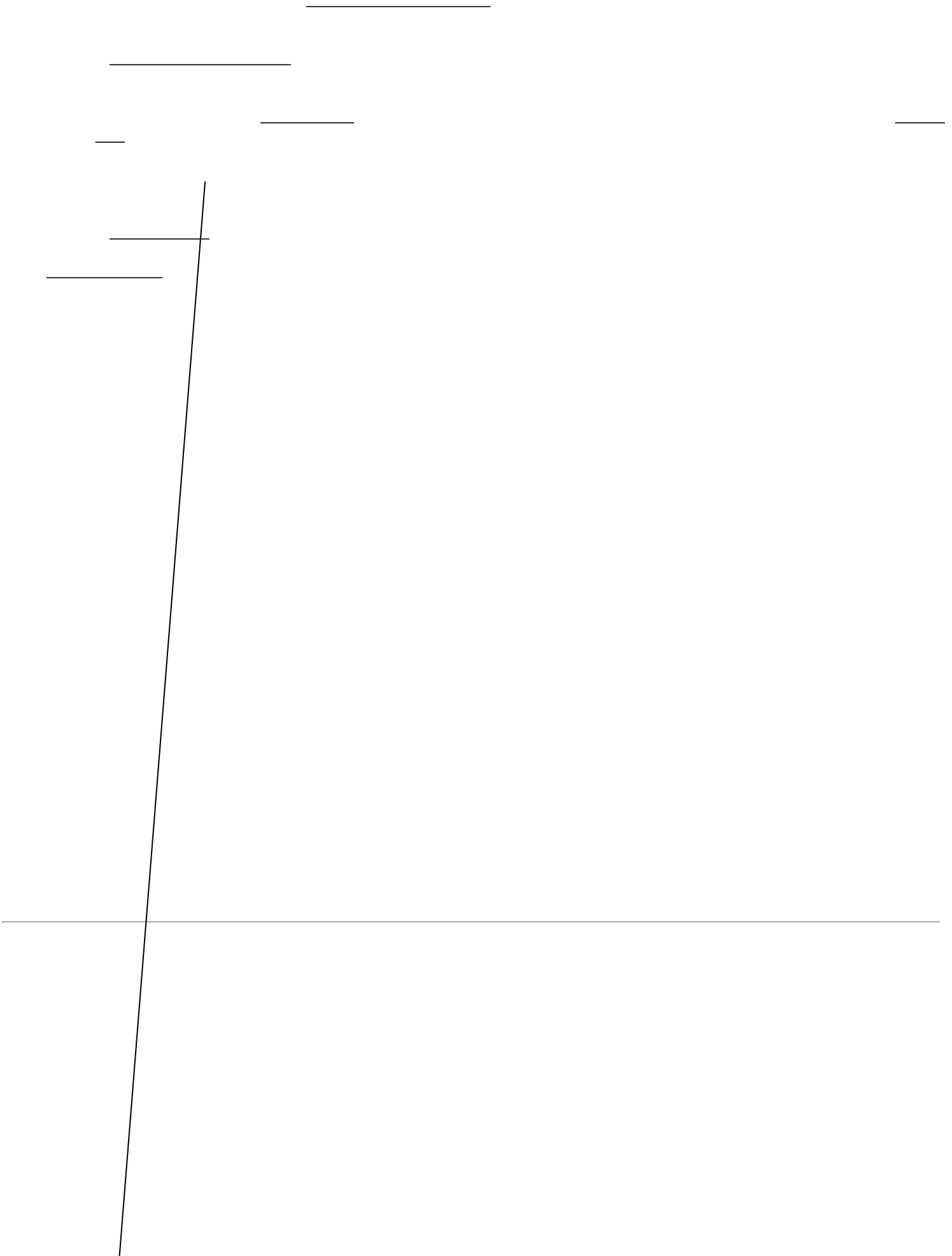


UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AM







LIBERTY INTERACTIVE CORPORATION

/s/ Craig Troyer

LIBERTY INTERACTIVE LLC

/s/ Craig Troyer

GENERAL COMMUNICATION, INC.



WHEREAS

WHEREAS

ARTICLE III
PURCHASE OFFER INDEMNIFICATION AND REIMBUSREMENT

**ARTICLE VI
MISCELLANEOUS**

TAX SHARING AGREEMENT
BETWEEN
LIBERTY INTERACTIVE CORPORATION
AND
GCI LIBERTY, INC.



General Rule

Transaction Taxes and Transaction Tax-Related Losses

LEXE Transaction Taxes and LEXE Tax-Related Losses

CHUB Transaction Taxes and CHUB Tax-Related Losses.



COD Income

Splitco

Transfer Taxes

Pre-Issue Date Period

SECTION 3. Preparation and Filing of Tax Returns.

Preparation of Combined Returns

Tax Returns to be Prepared by Distributing

Tax Returns to be Prepared by Splitco

SECTION 7. Res ~~€~~ \$ ~~€~~ ~~R~~ (\$ 9 #

General Rule

Non-Preparer Participation Rights

SECTION 8. General Provisions.
