











Number  
A-

Incorporated Under the Laws of the State of Delaware

Shares  
-0-  
Cusip No.

**LIBERTY INTERACTIVE CORPORATION**

**Series A Liberty Interactive Common Stock, par value \$.01 per share**

**Specimen Certificate**

This Certifies that \_\_\_\_\_ is the owner of \_\_\_\_\_ FULLY PAID AND NON-ASSESSABLE  
SHARES OF SERIES A LIBERTY INTERACTIVE COMMON STOCK, PAR VALUE \$0.01 PER SHARE, OF LIBERTY INTERACTIVE CORPORATION (hereinafter  
called the "Corporation") transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of the Certificate properly  
endorsed. This Certificate is not valid unless countersigned by the Transfer Agent and registered by the Registrar.

Witness, the seal of the Corporation and the signatures of its duly authorized officers.

Dated:

Liberty Interactive Corporation

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary





**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Liberty Interactive Corporation  
(Formerly Liberty Media Corporation):

We consent to the incorporation by reference in the registration statement on Form S-8 regarding the Liberty Interactive Corporation 2007 Incentive Plan (As Amended and Restated Effective November 7, 2011), of our report, which appears on Form 10-K, dated February 28, 2011, with respect to the consolidated balance sheets of Liberty Media Corporation and subsidiaries (the Company) as of December 31, 2010 and 2009, and the related consolidated statements of operations, comprehensive earnings, cash flows, and equity for each of the years in the three-year period ended December 31, 2010, and our report, dated February 28, 2011, with respect to the effectiveness of internal control over financial reporting as of December 31, 2010.

Our report on the consolidated financial statements of Liberty Media Corporation refers to the Company's adoption, effective January 1, 2009, of Statement of Financial Accounting Standards No. 160, *Noncontrolling Interests in Consolidated Financial Statements — an amendment of ARB No. 51* (included in Financial Accounting Standards Board Accounting Standards Codification Topic 810, *Consolidation*).

/s/ KPMG LLP  
**KPMG LLP**

Denver, Colorado  
November 8, 2011

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Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) of Liberty Interactive Corporation pertaining to the Liberty Interactive Corporation 2007 Incentive Plan (as amended and restated effective November 7, 2011) of our report dated February 10, 2011 with respect to the consolidated financial statements of Expedia, Inc. included in Liberty Interactive Corporation's Annual Report (Form 10-K) for the year ended December 31, 2010, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Seattle, Washington  
November 7, 2011

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