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**Exhibit Index**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
4.1	Specimen Certificate for shares of Series A Liberty Ventures common stock, par value \$.01 per share, of the Registrant (incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-4 filed on April 3, 2012 (File No. 333-180543) (the "Form S-4")).
4.2	Specimen Certificate for shares of Series B Liberty Ventures common stock, par value \$.01 per share, of the Registrant (incorporated by reference to Exhibit 4.4 to the Form S-4).
5.1	Opinion of Baker Botts L.L.P. as to the legality of the securities being registered
23.1	Consent of KPMG LLP
23.2	Consent of Baker Botts L.L.P. (included in Exhibit 5.1)
24.1	Power of Attorney (begins on page II-8)
99.1	Liberty Interactive Corporation 2000 Incentive Plan (As Amended and Restated Effective November 7, 2011) (incorporated by reference to Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ending September 30, 2011 (File No. 001-33982) as filed on November 8, 2011).



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August 20, 2012

Liberty Interactive Corporation  
12300 Liberty Boulevard  
Englewood, CO 80112

Re: Liberty Interactive Corporation Registration Statement on Form S-8

Ladies and Gentlemen:

This opinion is being furnished in connection with the filing by Liberty Interactive Corporation, a Delaware corporation (the "Company"), with the Securities and Exchange Commission of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"). The Company has requested our opinion concerning the status under Delaware law of the 882,150 shares (the "Series A LVNT Shares") of the Company's Series A Liberty Ventures common stock, par value \$.01 per share (the "Series A LVNT Common Stock"), and the 21,867 shares (together with the Series A LVNT Shares, the "Series A LVNT Common Stock") common stock, par value \$.01 per share (the "Series B LVNT Common Stock") included in the Registration Statement, that may be issued pursuant to the terms of the Liberty Interactive Corporation 2000 Incentive Plan (As Amended and Restated Effective November 7, 2011) (the "Plan").

For purposes of our opinion, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of the following documents:

- 1. Restated Certificate of Incorporation of the Company, as currently in effect;
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**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Liberty Interactive Corporation:

We consent to the incorporation by reference in the registration statement on Form S-8 regarding the Liberty Interactive Corporation 2000 Incentive Plan (As Amended and Restated Effective November 7, 2011) of our reports, dated February 23, 2012, with respect to the consolidated balance sheets of Liberty Interactive Corporation and subsidiaries as of December 31, 2011 and 2010, and the related consolidated statements of operations, comprehensive earnings (loss), cash flows, and equity for each of the years in the three-year period ended December 31, 2011 and the effectiveness of internal control over financial reporting as of December 31, 2011.

/s/ KPMG LLP

Denver, Colorado  
August 20, 2012

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