

430199

IAC/InterActiveCorp

U.S. DEPT. OF LABOR
EINBA/PUBLIC DISCLOSURE

05 AUG 30 PM 1:57

August 23, 2005

Secretary of Labor
Top Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-5644
U.S. Department of Labor
200 Constitution Avenue, N.W.
Washington, D.C. 20210

Re: IAC/InterActiveCorp Executive Deferred Compensation Plan

Dear Sir or Madam:

On behalf of IAC/InterActiveCorp ("IAC"), I hereby submit the enclosed Top Hat Plan Registration Statement with respect to the IAC/InterActiveCorp Executive Deferred Compensation Plan (the "Plan") in accordance with the 29 C.F.R. § 2520.104-23 alternative method of compliance with the reporting and disclosure requirements of Part 1 of Title I of the Employee Retirement Income Security Act of 1974, as amended. We request that the Department of Labor deem that the Top Hat Plan Registration Statement to have been made in compliance with 29 C.F.R. § 2520.104-23.

Sincerely,

Alan G. Hait, CEBS
Senior Director, Benefits

Enclosure

RECEIVED
2005 AUG 26 PM 12:16
DEPARTMENT OF LABOR
OFFICE OF THE
SECRETARY
WASHINGTON, DC 20210

TOP HAT PLAN REGISTRATION STATEMENT
Pursuant to 29 C.F.R. § 2520.104-23

1. **Name of Employer:** IAC/InterActiveCorp (the "Company")
2. **Address of Employer:** 152 West 57th Street
42nd Floor
New York, NY 10019-3310
3. **Employer ID Number:** 59-2712887
4. **Top Hat Plan:**

IAC/InterActiveCorp Executive Deferred Compensation Plan

5. **Number of Employees Covered Per Plan:**

The IAC/InterActiveCorp Executive Deferred Compensation Plan currently covers 220 (two-hundred twenty) employees or former employees.

6. The Company maintains the above-named top hat plans primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. The Company maintains one top hat plan.

IAC/InterActiveCorp

By: Karla L. Packer

Name: Karla L. Packer

Title: VP, Human Resources


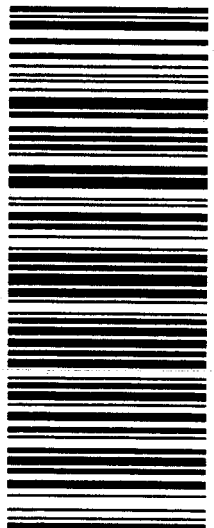

UPS CampusShip: View/Print Label

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2. **Fold the printed label at the dotted line.** Place the label in a UPS Shipping Pouch. If you do not have a pouch, affix the folded label using clear plastic shipping tape over the entire label.
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Customers without a Daily Pickup
 - o Schedule a same day or future day Pickup to have a UPS driver pickup all of your Internet Shipping packages.
 - o Hand the package to any UPS driver in your area.
 - o Take your package to The UPS Store™, Customer Center or Authorized Shipping Outlet.
 - o Drop off your Air Shipments including Worldwide Express SM at one of our 50,000 UPS locations.

Customers with a Daily Pickup

- o Your driver will pickup your shipment(s) as usual.

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| <p style="text-align: right;">LTR 1 OF 1</p> <p>SHIP TO: GENTRY SMITH 212-314-7445 INTERACTIVECORP 152 WEST 57TH STREET NEW YORK NY 10019</p> <p>SECRETARY OF LABOR 212-314-7445 US DEPARTMENT OF LABOR 200 CONSTITUTION AVE. NW WASHINGTON DC 20210-0001</p> | <p style="font-size: 2em; font-weight: bold;">MD 201 9-52</p>  | <p style="font-size: 2em; font-weight: bold;">UPS NEXT DAY AIR SAVER 1P</p> <p>TRACKING #: 1Z 2Y7 Y51 13 9356 3188</p>  | <p style="text-align: center;">BILLING: P/P</p> <div style="text-align: center;">  <p>TM</p> </div> <p style="font-size: 0.8em;">CS 7.5.12.0 WXP260 4S 0A 07/2005</p> |
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8/26/2005

DEPARTMENT OF LABOR 200589-00733

Executive Secretariat

CORRESPONDENCE CONTROL RECORD

CORRESPONDENCE ID: 430199

DUE DATE: 9/12/2005

ORIGINATOR: Hait, Alan G. (Sen. Dir.)

ADDRESSED TO: Chao

AUG 29 2005

CONSTITUENT:

WH ID NUMBER:

ORGANIZATION: IAC - InterActiveCorp

DATE OF LETTER: 8/23/2005

SUBJECT: Top Hat Plan Exemption - Executive Deferred Compensation Plan - EBSA

ACTION AGENCY: EBSA

DATE ROUTED: 8/26/2005

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SIGNATURE LEVEL: APPROP

REMARKS:

INFO COPIES TO: ADW, SOL

SPECIAL INSTRUCTION:

RETAIN WITH ORIGINAL CORRESPONDENCE
IF THE DUE DATE CANNOT BE MET,
CONTACT YOUR CORRESPONDENCE UNIT

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MEMORANDUM FOR THE EXECUTIVE SECRETARIAT

FROM: SHARON S. WATSON
Director of Participant Assistance

SUBJECT: Executive Secretariat Control 430199
Originator Name: IAC/InterActive Corp Executive
Compensation Plan

This is to advise that the above referenced correspondence, a Top Hat Plan Registration statement, should be closed with no further action. A copy of the Statement has been sent to the Public Disclosure Room.

No response is required.

This action has been concurred and approved by:

(supervisor) (date)

(supervisor) (date)

Attachment(s)