

Internet Brands, Inc.
Audit and Ethics Committee Whistleblower Policy

GENERAL

Internet Brands, Inc. (all references to “Internet Brands,” “we,” “us,” “our,” the “Company” and similar designations refer to Internet Brands, Inc. and its subsidiaries) has adopted a Code of Conduct (the “Code”), applicable to our employees, officers and directors (collectively “employees”), that urges employees to report to their immediate supervisor, the human resources department or the Company’s General Counsel any information known to them concerning actual or potential violations of the Code.

As an additional measure to support our commitment to ethical conduct, the Audit and Ethics Committee of our Board of Directors (the “Audit Committee”) has adopted the following policies and procedures for: (i) the receipt, retention, and treatment of complaints received by Internet Brands regarding accounting, internal accounting control or auditing matters; and (ii) the confidential, anonymous submission by employees of Internet Brands of concerns regarding questionable accounting or auditing matters.

**REPORTING OF CONCERNS OR COMPLAINTS REGARDING ACCOUNTING,
INTERNAL CONTROLS, OR AUDITING MATTERS**

Taking action to prevent problems is part of the culture of Internet Brands. If you observe possible unethical or illegal conduct, you are encouraged to report your concerns. Employees and others involved with Internet Brands are urged to come forward with any such information, without regard to the identity or position of the suspected offender.

WHISTLEBLOWER PROCEDURES

A. Responsibilities of Audit Committee With Respect to Specified Complaints

1. The Audit Committee shall receive, retain, investigate and act on complaints and concerns of employees and stockholders regarding the following (“Reports”):
 - (a) questionable accounting, internal accounting controls and auditing matters, including those regarding the circumvention or attempted circumvention of internal accounting controls or actions that would otherwise constitute a violation of the Company’s accounting policies (an “Accounting Allegation”);
 - (b) compliance with legal and regulatory requirements (a “Legal Allegation”); and
 - (c) retaliation against employees who make Accounting Allegations or Legal Allegations (a “Retaliatory Act”).

2. In the discretion of the Audit Committee, responsibilities of the Audit Committee created by these procedures may be delegated to the Chair of the Audit Committee or to a subcommittee of the Audit Committee.

B. Procedures for Making Complaints

In addition to the employee reporting to the employee's immediate supervisor or the human resources department, any employee or stockholder may report to the Audit Committee openly, confidentially or anonymously any Accounting Allegation, Legal Allegation or report of a Retaliatory Act. Reports can be made orally or in writing to:

Internet Brands, Inc.
Chair of the Audit and Ethics Committee
909 North Sepulveda Blvd., 11th Floor
El Segundo, California, 90245

Such Reports can also be made directly and anonymously by calling the Ethics Hotline at (866) 817-1153 at any time. The process is managed by Shareholder.com, an outside, independent service provider, and allows anyone to make a Report without divulging his or her name.

C. Procedures for Receiving Reports

1. Any Report that is made directly to management or Shareholder.com, whether openly, confidentially or anonymously, shall be promptly reported to the Audit Committee.
2. Each Report forwarded to the Audit Committee by management or Shareholder.com, and each Report that is made directly to the Audit Committee, whether openly, confidentially or anonymously, shall be reviewed by the Audit Committee, who may, in their discretion, consult with any member of management who is not the subject of the allegation and who may have appropriate expertise to assist the Audit Committee. The Audit Committee shall then determine whether the Audit Committee or management should investigate the Report, taking into account the considerations set forth in Section D below.
 - (a) If the Audit Committee determines that management should investigate the Report, the Audit Committee will notify the General Counsel in writing of that conclusion. Management shall thereafter promptly investigate the Report and shall report the results of its investigation, in writing, to the Audit Committee. Management shall be free in its discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results.
 - (b) If the Audit Committee determines that it should investigate the Report, the Audit Committee shall promptly determine what professional assistance, if any, it needs in order to conduct a reasonable investigation. The Audit Committee shall be free in its discretion to engage outside

auditors, counsel or other experts to assist in the investigation and in the analysis of results.

D. Considerations Relative To Whether the Audit Committee or Management Should Investigate a Report

In determining whether management or the Audit Committee should investigate a Report, the Audit Committee shall consider, in addition to any other factors that are appropriate under the circumstances, the following:

1. Who is the alleged wrongdoer? If an executive officer, senior financial officer or other high management official is alleged to have engaged in wrongdoing, that factor alone may argue in favor of the Audit Committee conducting the investigation.
2. How serious is the alleged wrongdoing? The more serious the alleged wrongdoing, the more appropriate that the Audit Committee should undertake the investigation. If the alleged wrongdoing would constitute a crime involving the integrity of the financial statements of the Company, that factor alone will in most circumstances favor the Audit Committee conducting the investigation.
3. How credible is the allegation of wrongdoing? The more credible the allegation, the greater the likelihood that the Audit Committee will undertake the investigation. In assessing credibility, the Audit Committee should consider all facts surrounding the allegation, including but not limited to whether similar allegations have been made in the press or by analysts.

E. Protection of Whistleblowers

The Audit Committee shall not retaliate, and shall not tolerate any retaliation by management or any other person or group, directly or indirectly, against anyone who, in good faith, makes a Report or provides assistance to the Audit Committee, management or any other person or group, including any governmental, regulatory or law enforcement body, investigating a Report. The Audit Committee shall not, unless compelled by judicial or other legal process or as otherwise required by applicable law, reveal the identity of any person who makes a Report and who asks that his or her identity as the person who made such Report remain confidential and shall not make any effort, or tolerate any effort made by any other person or group, to ascertain the identity of any person who makes a Report anonymously.

F. Records

The Audit Committee shall retain for a period of seven years all records relating to any Report including with respect to any such Report, any investigation related thereto.