

**Description of *Pro Forma* Transaction
and Public Interest Statement**

The instant application seeks FCC consent to the *pro forma* assignment of certain earth station licenses currently held by The Weather Channel, Inc. (“TWC”), a wholly owned subsidiary of TWCC Holding Corp. (“TWCC”), to The Weather Channel Interactive, LLC, which also will be a wholly owned subsidiary of TWCC. As part of an anticipated corporate reorganization at year’s end, the existing sister company of TWC—The Weather Channel Interactive, Inc.—will be converted to an LLC, thereby becoming The Weather Channel Interactive, LLC. TWC will simultaneously merge with and into The Weather Channel Interactive, LLC, which will be the surviving entity and proposed FCC license holder.¹

FCC consent to this application, if approved, will enable the proposed assignee to continue to utilize the earth station facilities to transmit significant news and information programming to cable systems throughout the United States, to gather that information through satellite news equipment and distribute that information through satellite earth stations, uplinks and downlinks.

Accordingly, because there will be no change in the operation or use of the earth stations, and no change in the ultimate ownership of the facilities, the proposed assignment of licenses is consistent with the public interest.

¹ Following the *pro forma* merger, The Weather Channel Interactive, LLC will change its name to “The Weather Channel, LLC” and a notification of name change will be filed with the Commission.