

Description of *Pro Forma* Transaction

The instant application provides notification of the *pro forma* assignment of Receive Only earth station license held by The Weather Channel, Inc. (“TWC”), a wholly owned subsidiary of TWCC Holding Corp. (“TWCC”), to The Weather Channel Interactive, LLC, which is also a wholly owned subsidiary of TWCC. Following a corporate reorganization on December 31, 2010, the existing sister company of TWC—The Weather Channel Interactive, Inc.—was converted to an LLC, thereby becoming The Weather Channel Interactive, LLC. TWC merged with and into The Weather Channel Interactive, LLC, which is the surviving entity and FCC license holder.¹

The Weather Channel Interactive, LLC will 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 station, and no change in the ultimate ownership of the facilities.

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