

Description of the Transaction and Public Interest Statement

Description of the Transaction

This *pro forma* transaction is part of a broader transaction and will separate the bulk of the Weather Group's business operations from its more limited operations that are subject to Section 310(d). The separation will be accomplished through the assignment of the authorizations held by Weather Group Television, LLC ("WGT") to FCC License Holdings, LLC ("License Holdings"), a new company with ultimate ownership identical to the ultimate ownership of WGT. The structure of the business before and after the assignment is shown in Attachment 1 to this Exhibit F.

At the conclusion of this process, Bain will hold a 37.33% indirect ownership interest in the authorizations that are the subject of this application through Weather Foreign Blocker Co. ("Weather Foreign Blocker"), Weather Domestic Blocker Co. ("Weather Domestic Blocker") and Weather Holdco, LLC ("Weather Holdco"), Blackstone will hold a 37.53% indirect ownership interest in those authorizations through Weather Foreign Blocker, Weather Domestic Blocker and Weather Holdco and NBCU will hold a 25.00% indirect ownership interest in those authorizations through Weather Holdco. This structure will duplicate the structure previously approved by the Commission.

Public Interest Statement

This application seeks FCC authorization for the *pro forma* assignment and transfer of control described above. The purpose of the proposed assignment and transfer of control is to facilitate a related transaction that has no effect on the ultimate control of the transmit-receive earth station authorizations currently held by WGT.

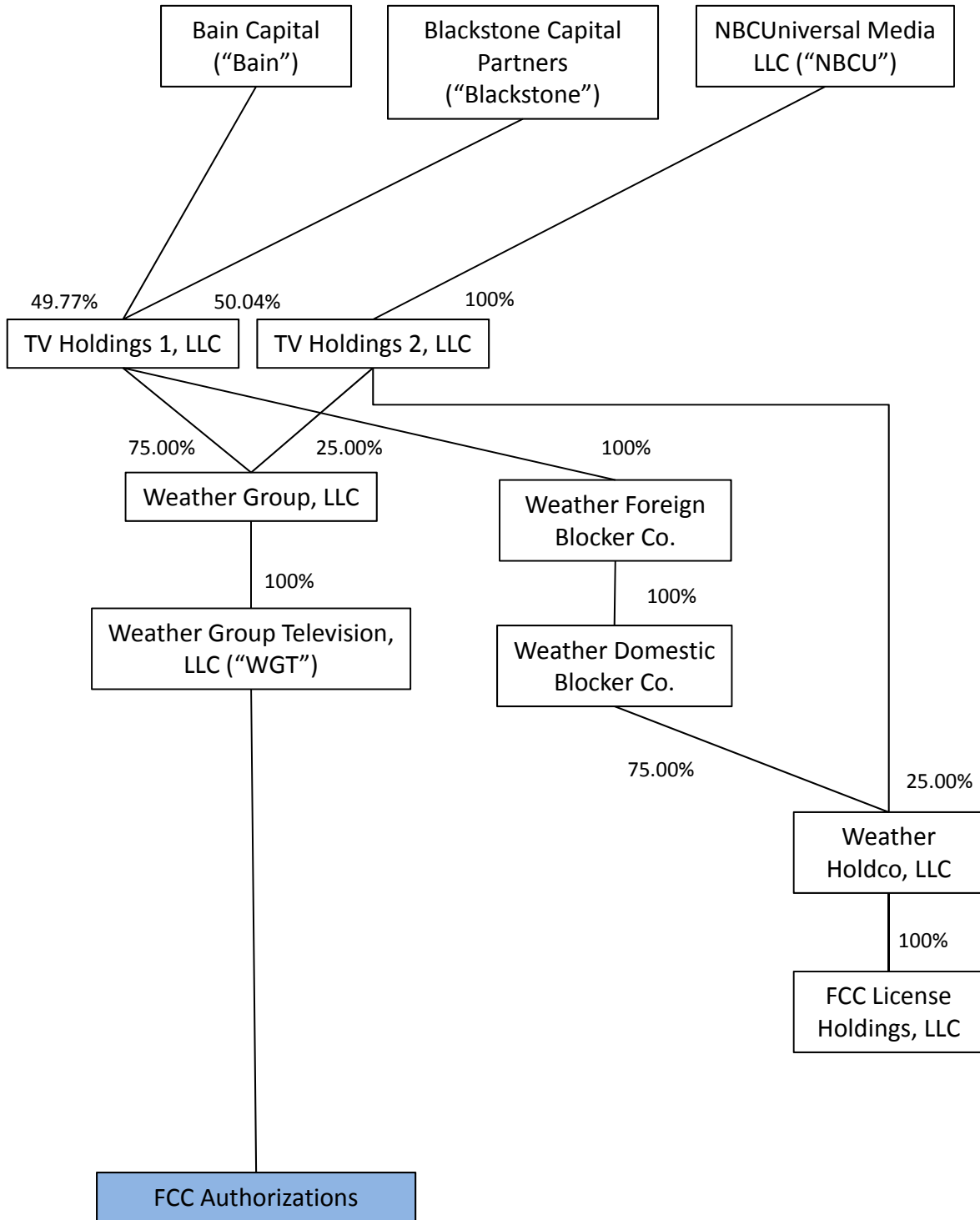
The proposed transaction does not involve a substantial change in the ownership or control of the authorizations because there is no change in the ultimate ownership of those authorizations. In fact, as shown in Exhibit E and described above, the ultimate interests of the entities with reportable ownership in the authorizations will be identical to the interests they hold today, before the proposed transaction.

WGT and License Holdings respectfully submit that grant of FCC consent to this *pro forma* assignment application would serve the public interest, convenience and necessity.

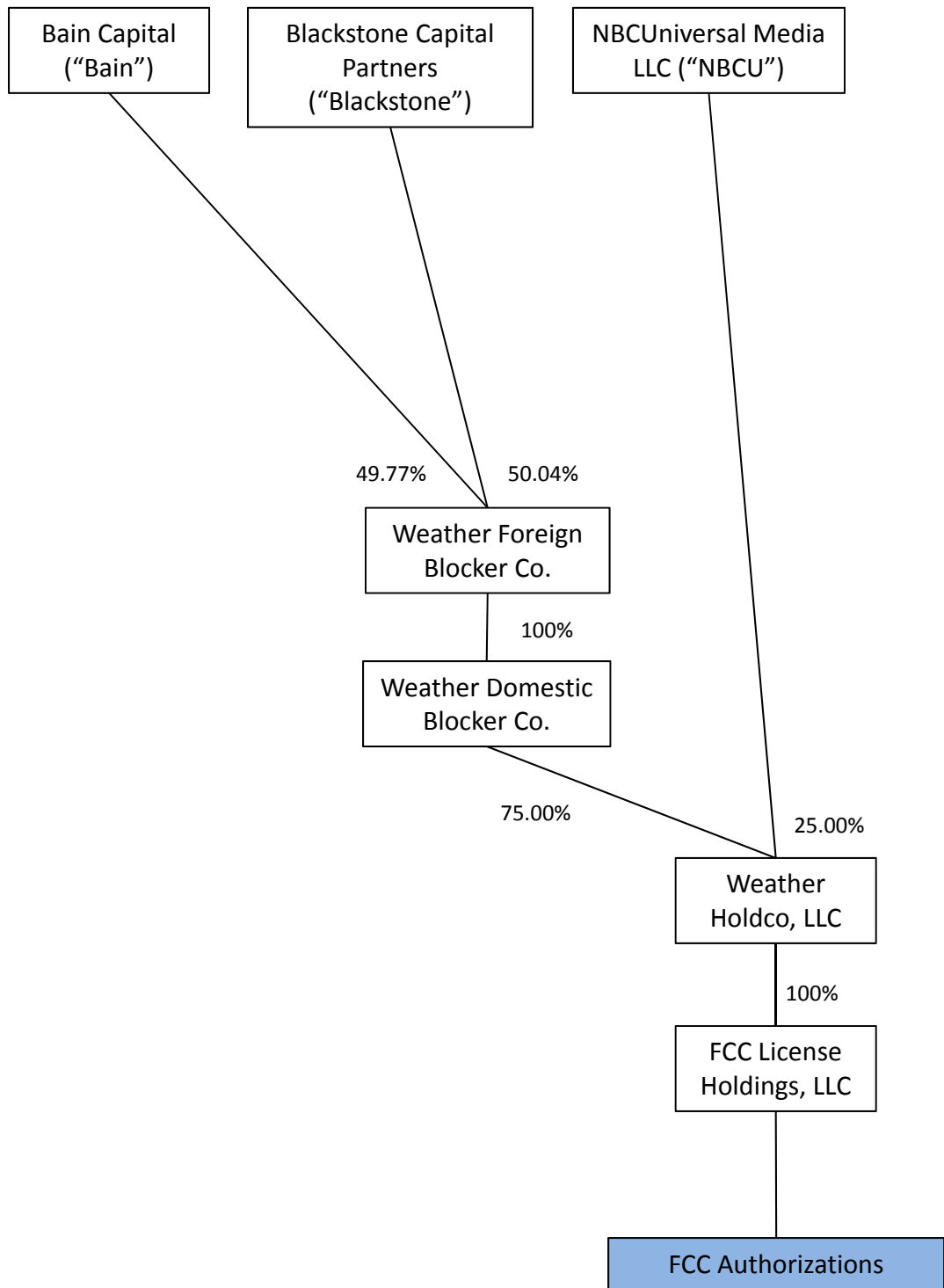
Exhibit F

Attachment 1

Weather Channel Reorganization Pre-reorganization Structure



Weather Channel Reorganization Pre-reorganization Structure



Weather Channel Reorganization

Post-reorganization Structure

