

**Parties with Ownership Interests in the Transferee**

This application seeks FCC consent for a *pro forma* transfer of control of The Weather Channel, LLC (“TWC LLC”), the holder of FCC authorizations for the use of four private, non-common carrier earth stations in the United States.<sup>1</sup> Specifically, this application relates to E050116, E060074, E070142 and WD34. As described in Exhibit F to this application, the proposed transaction will split the holdings of TWC LLC’s parent company into two companies, with TWC LLC remaining under the control of its current ownership. The remainder of the company will be sold to IBM.

TWC LLC, a Georgia limited liability company, is wholly-owned by The Weather Company, LLC (“TWC”), a Georgia limited liability company. TWC is wholly-owned by TWCC Holding Corp. (“TWCC”), a Georgia corporation.<sup>2</sup> TWCC is wholly-owned by BBN Intermediate Holdings, Inc. (“BBNI”), a Delaware corporation. BBNI is wholly-owned by BBN Holdings, Inc. (“BBNH”), a Delaware corporation. Each of these entities is located at 300 Interstate North Parkway, Atlanta, Georgia 30339.

BBNH is owned by the following entities:

| <b>Owner</b>  | <b>Address</b>  | <b>Primary Business</b>     | <b>Ownership<sup>3</sup></b> |
|---|---|-----------------------------|------------------------------|
| NBCUniversal Media, LLC (“NBCU”)  | 30 Rockefeller Plaza<br>New York, NY 10012                  | Media                       | 25.00%                       |
| Private equity funds controlled by Bain Capital Investors, LLC (“Bain”) | 111 Huntington Avenue<br>Boston, MA 02199                   | Private Equity Fund Manager | 37.33%                       |
| Private equity funds controlled by The Blackstone Group (“Blackstone”)  | 345 Park Avenue<br>New York, NY 10154<br>(Principal Office) | Alternative Asset Manager   | 37.53%                       |

NBCU, Bain and Blackstone are parties to a shareholders agreement that may require a unanimous or supermajority vote for certain actions.

Following the transaction, and as described in Exhibit F, TWC LLC will be 100% owned by TV Spinco LLC (“Spinco”), a Delaware LLC with the same address as TWC LLC. Spinco will be

<sup>1</sup> TWC LLC also holds a license in the Business Radio Service, which is the subject of a separate application being filed concurrently with this application, and holds an authorization for receive-only earth station E030141. TWC LLC will file a notice of the transfer of control of E030141 following consummation of the proposed transaction.

<sup>2</sup> On January 1, 2013, TWC, an existing wholly-owned subsidiary of TWCC, was inserted into the corporate ownership chain of TWC LLC as the owner of 100% of TWC LLC. This change had no effect on the ultimate ownership of TWC LLC and did not change the licensee of the authorizations that are the subject of this application. To the extent that Commission authorization is required for that action, TWC LLC requests such authorization.

<sup>3</sup> Ownership is reported to the nearest 1/100<sup>th</sup> of a percent and reflects minor changes since the last application filed by TWC LLC.

owned by TV Holdings 1, LLC and TV Holdings 2, LLC. Both TV Holdings 1 and TV Holdings 2 are Delaware limited liability companies with the same address as TWC LLC.

TV Holdings 1 will be 50.04% owned by Blackstone and 49.77% owned by Bain and will have a 75.00% ownership interest in Spinco. Blackstone will have a 37.53% indirect ownership interest in Spinco and Bain will have a 37.33% indirect ownership interest in Spinco.

TV Holdings 2 will be 100% owned by NBCU and will have a 25.00% ownership interest in Spinco.

Additional information for each of the entities with ultimate ownership of TWC LLC before and after the proposed transaction is provided below.

### **NBCUniversal Media, LLC**

NBCUniversal Media, LLC is a wholly owned subsidiary of NBCUniversal, LLC.<sup>4</sup> Comcast Navy Contribution, LLC holds a 45.94% voting interest and a 33.69% equity interest in NBCUniversal, LLC and Comcast Navy Acquisition, LLC holds a 48.95% voting interest and a 36.5% equity interest in NBC Universal, LLC.

Comcast Navy Contribution, LLC is owned 88.1% by subsidiaries of Comcast Holdings Corporation and 11.9% by Comcast Contribution Holdings, LLC. Comcast Holdings Corporation and Comcast Contribution Holdings are each 100% owned by Comcast Corporation.

Comcast Navy Acquisition, LLC is 100% owned by Comcast Corporation. Each of the entities in the ownership chain of NBCUniversal Media is a United States entity.

Comcast Corporation's mailing address is One Comcast Center, 1701 John F. Kennedy Boulevard, Philadelphia, Pennsylvania 19103. Comcast is a publicly traded corporation with stock that is widely held by members of the public. No individual or entity holds, directly or indirectly, a ten percent or greater equity interest in Comcast. Brian L. Roberts, Comcast's Chairman and Chief Executive Office, has or is attributed with the power to vote stock that represents 33.33 percent of the voting power of Comcast's voting stock. Mr. Roberts's interest is held primarily through his control BRCC Holdings LLC, a Delaware limited liability company of which he is the sole Manager. No other individual or entity has or is attributed with, directly or indirectly, a ten percent or greater voting interest in Comcast.

### **Bain Capital Investors, LLC**

The Bain Capital funds are controlled by Bain Capital Investors, LLC ("BCI"), a Delaware limited liability company that is a private equity investment firm. No person holds a ten percent or greater share of the voting control of BCI.

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<sup>4</sup> Applicant notes that the previous application for a pro forma transfer of control, File No. SES-ASG-20101123-01469, indicates that this interest was held by NBC Universal, Inc., which in turn ultimately was controlled by General Electric Company. The information reported here reflects the acquisition of NBC Universal, Inc. by Comcast Corporation, which was approved by the Commission in MB Docket No. 10-56. See Applications of Comcast Corporation, General Electric Company and NBC Universal, Inc., FCC 11-4, *Memorandum Opinion and Order*, 26 FCC Rcd 4238 (Jan. 20, 2011)

**The Blackstone Group**

The Blackstone Capital funds are controlled by the Blackstone Group, a Delaware corporation that is a leading global alternative asset manager and provider of financial advisory services. The Blackstone Group is listed on the New York Stock Exchange under the ticker symbol “BX” with its principal office located at 345 Park Avenue, New York, NY 10154. No public unit holder holds 10% or more of the publicly traded units of BX.