

Description of the Transaction and Public Interest Statement

NLG Merger Corp. (“NLG”) holds licenses for transmit/receive earth stations E872068 and E872069. This application requests FCC consent to the transfer of control of NLG that will result from the transaction described below.

NLG is an indirect, wholly-owned subsidiary of HSN, Inc. (“HSNi”), a publicly-traded company. Liberty Interactive Corporation (“Liberty Interactive”), a publicly-traded company, currently holds a 38.2 percent ownership interest in HSNi. On July 5, 2017, Liberty Interactive, Liberty Horizon, Inc. (“Liberty Horizon”), a wholly-owned subsidiary of Liberty Interactive, and HSNi entered into an Agreement and Plan of Merger pursuant to which Liberty Horizon will merge with and into HSNi with HSNi being the surviving entity in the merger.

In connection with the transaction, HSNi’s shareholders, other than the Liberty Interactive subsidiaries that hold shares of HSNi, will receive fixed consideration of 1.65 shares of Liberty Interactive Series A QVC Group common stock in exchange for each share of HSNi common stock. Upon completion of the merger transaction, HSNi will be a wholly-owned subsidiary of Liberty Interactive. Liberty Interactive will acquire the 61.8 percent interest in HSNi that Liberty Interactive does not own already. Thus, upon completion of the transaction, control of NLG will be transferred from HSNi to Liberty Interactive.

Following the completion of the transaction, HSNi will be attributed to Liberty Interactive’s QVC Group, thereby creating a leading global video commerce and eCommerce retailer. Liberty Interactive expects that the acquisition of HSNi will result in increased scale and meaningful synergies through cost reduction and revenue growth opportunities, thereby enhancing the competitive position of the QVC Group, including HSNi. The transaction also will result in further development of eCommerce, mobile and over-the-top (“OTT”) platforms, and enhanced video programming offerings across five U.S. programming networks. Continued use of the transmit/receive earth stations licensed to NLG will facilitate the continued operations of NLG. Liberty Interactive and HSNi respectfully submit that the transaction will serve the public interest, convenience and necessity.