

Explanatory Statement

Interactivation Health Networks, LLC (“IHN”) seeks FCC approval for the *pro forma* transfer of control of IHN and its FCC satellite earth station license (Call Sign E160174) from Project Medcon Acquisition Corp. (“PMAC”), an indirect wholly-owned subsidiary of WebMD Health Corp., to PMAC’s wholly-owned subsidiary, TWN Holdings, Inc., (“TWN”), the sole member of licensee IHN. This transfer will be accomplished through the merger of PMAC with and into TWN with TWN being the surviving entity. This transaction is a follow-up to the transfer of control approved by the FCC in IBFS File No. SES-T/C-20210524-00846 under which the transfer of control of IHN and its sole member, TWN, to PMAC and its investors was approved on July 12, 2021. A diagram of the proposed change is shown below.

Approval of this application is in the public interest as it will simplify the upstream ownership of IHN, aligning with the corporate structure desired by the owners of TWN and IHN.

