



04051001

1310087

OMB APPROVAL
 OMB Number: 3235-0076
 Expires: May 31, 2005
 Estimated average burden
 Hours per form 16.00

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20545

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO
 REGULATION D,
 SECTION 4(6), AND/OR
 UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY
 Prefix Serial
 DATE RECEIVED

RECEIVED
 NOV 28 2004
 1086

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
Weather Network Affiliates Company, LLC -- Class 2 Membership Interests and Class 3 Membership Interests
 Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
 Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Weather Network Affiliates Company, LLC

PROCESSED

Address of Executive Offices (Number and Street, City, State, Zip Code)
**NBC Television Affiliates Association (the "Association"), c/o James Prather,
 Journal Broadcast Group, 3355 S. Valley View Boulevard, Las Vegas, NV 89102**

Telephone Number (Including Area Code)
(702) 257-8400

NOV 30 2004

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
 Operations (if different from Executive Offices)

Telephone Number (Including Area Code)

B THOMSON FINANCIAL

Brief Description of Business **Hold a membership interest in NBC Weather Plus Network, LLC**

Type of Business Organization

corporation limited partnership, already formed other (please specify)
 business trust limited partnership, to be formed **Limited Liability Company**

Actual or Estimated Date of Incorporation or Organization [1][0] [0][4] Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [D] [E]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.
Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.
Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice

BW

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual):
NBC Television Affiliates Association (the "Association"), Sole Managing Member of Weather Network Affiliates Company, LLC

Business or Residence Address (Number and Street, City, State, Zip Code):
c/o James Prather, Journal Broadcast Group, 3355 S. Valley View Boulevard, Las Vegas, NV 89102

Check Box(es) that Apply Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual):
Post-Newsweek Stations Houston, LP

Business or Residence Address (Number and Street, City, State, Zip Code):
c/o John J. Ronayne, III, Esq., Post-Newsweek Stations, Inc., 550 W. Lafayette Boulevard, Detroit, MI 48226-3140

Check Box(es) that Apply Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual):
King Broadcasting Company

Business or Residence Address (Number and Street, City, State, Zip Code):
c/o Jack Sander, BELO Corp., 400 South Record Street, Dallas, TX 75201

Check Box(es) that Apply Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual):
Post-Newsweek Stations, Michigan, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code):
c/o John J. Ronayne, III, Esq., Post-Newsweek Stations, Inc., 550 W. Lafayette Boulevard, Detroit, MI 48226

Check Box(es) that Apply Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual):
Hearst-Argyle Stations, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code):
c/o Steven A. Hobbs, Hearst-Argyle Television, Inc., 888 Seventh Avenue, New York, NY 10106

Check Box(es) that Apply Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual):
Orlando Hearst-Argle Television, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code):
c/o Steven A. Hobbs, Hearst-Argyle Television, Inc., 888 Seventh Avenue, New York, NY 10106

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Check Box(es) that Apply Promoter Beneficial Owner Executive Officer of the Association Director of the Association General and/or Managing Partner

Full Name (Last name first, if individual):
Mackin, Terry

Business or Residence Address (Number and Street, City, State, Zip Code):
Hearst-Argyle Television, Inc., 8 Seventh Avenue, 27th Floor, New York, NY 10106

Check Box(es) that Apply Promoter Beneficial Owner Executive Officer of the Association Director of the Association General and/or Managing Partner

Full Name (Last name first, if individual):
Prather, James

Business or Residence Address (Number and Street, City, State, Zip Code):
Journal Broadcast Group, 3355 S. Valley View Boulevard, Las Vegas, NV 89102

Check Box(es) that Apply Promoter Beneficial Owner Executive Officer Director of the Association General and/or Managing Partner

Full Name (Last name first, if individual):
Carson, Michael

Business or Residence Address (Number and Street, City, State, Zip Code):
WHDH-TV, 7 Bulfinch Place, Boston, MA 02114

Check Box(es) that Apply Promoter Beneficial Owner Executive Officer Director of the Association General and/or Managing Partner

Full Name (Last name first, if individual):
Schonbak, Raymond

Business or Residence Address (Number and Street, City, State, Zip Code):
Emmis Communications, 40 Monument Circle, Suite 700, Indianapolis, IN 46204

Check Box(es) that Apply Promoter Beneficial Owner Executive Officer Director of the Association General and/or Managing Partner

Full Name (Last name first, if individual):
Berwanger, Joseph

Business or Residence Address (Number and Street, City, State, Zip Code):
WDIV-TV, 550 W. Lafayette, Detroit, MI 48084

Check Box(es) that Apply Promoter Beneficial Owner Executive Officer Director of the Association General and/or Managing Partner

Full Name (Last name first, if individual):
Maloney, Sharon

Business or Residence Address (Number and Street, City, State, Zip Code):
NBC 15 - WPML, 661 Azalea Road, Mobile, AL 36609

Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director of the Association	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): Langford, Stephen					
Business or Residence Address (Number and Street, City, State, Zip Code): WAVE-TV, 725 South Floyd Street, Louisville, KY 40203					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director of the Association	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): Lee, Lon					
Business or Residence Address (Number and Street, City, State, Zip Code): KHQ, Inc., 1201 West Sprague Avenue, Spokane, WA 99201-4102					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director of the Association	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): Todre, Ralph					
Business or Residence Address (Number and Street, City, State, Zip Code): KRNV, 1790 Vassar Street, Reno, NV 89502					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director of the Association	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): Hurley, Terrance					
Business or Residence Address (Number and Street, City, State, Zip Code): Cordillera Communications, 600 East Superior Street, Suite 203, Duluth, MN 55802					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director of the Association	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): Fiorile, Michael J.					
Business or Residence Address (Number and Street, City, State, Zip Code): Dispatch Broadcast Group, 770 Twin Rivers Drive, Columbus, OH 43215					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director of the Association	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): Ogden, Roger					
Business or Residence Address (Number and Street, City, State, Zip Code): Gannett Broadcasting/KUSA 9News, 500 Speer Boulevard, Denver, CO 80203					

Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer of the Association	<input checked="" type="checkbox"/> Director of the Association	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): Burdick, Marci					
Business or Residence Address (Number and Street, City, State, Zip Code): Schurz Communications, Inc., 225 West Colfax Avenue, South Bend, IN 46626					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director of the Association	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): Lougee, Dave					
Business or Residence Address (Number and Street, City, State, Zip Code): KING-TV, 333 Dexter Avenue North, P.O. Box 24525, Seattle, WA 98124					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual):					
Business or Residence Address (Number and Street, City, State, Zip Code):					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual):					
Business or Residence Address (Number and Street, City, State, Zip Code):					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual):					
Business or Residence Address (Number and Street, City, State, Zip Code):					

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No

.Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?.....\$ **N/A**
Yes No

3. Does the offering permit joint ownership of a single unit?

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. **None**

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ----- [] All State

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ----- [] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ----- [] All State

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[LA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

<u>Type of Security</u>	<u>Aggregate Offering Price</u>	<u>Amount Already Sold</u>
Debt.....	\$ <u>0</u>	\$ <u>0</u>
Equity.....	\$ <u>0</u>	\$ <u>0</u>
[] Common [] Preferred		
Convertible Securities (including warrants)	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests	\$ <u>0</u>	\$ <u>0</u>
Other (Class 2 Membership Interests and Class 3 Membership Interests)	\$ <u>3,000¹</u>	\$ <u>3,000¹</u>
Total	\$ <u>3,000¹</u>	\$ <u>3,000¹</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	<u>Number of Investors</u>	<u>Aggregate Dollar Amount of Purchases</u>
Accredited Investors.....	<u>8</u>	\$ <u>3,000¹</u>
Non-accredited Investors.....	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only)		\$

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

<u>Type of offering</u>	<u>Type of Security</u>	<u>Dollar Amount Sold</u>
Rule 505.....		\$
Regulation A		\$
Rule 504.....		\$
Total		\$

4.a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[]	\$ <u>0</u>
Printing and Engraving Costs.....	[]	\$ <u>0</u>
Legal Fees	[]	\$ <u>0</u>
Accounting Fee	[]	\$ <u>0</u>
Engineering Fees.....	[]	\$ <u>0</u>
Sales Commissions (specify finders' fees separately).....	[]	\$ <u>0</u>

¹ The figure represents the aggregate consideration in respect of Class 2 Membership Interests and Class 3 Membership Interests. No cash consideration was paid for the Class 2 Membership Interests. The Class 2 Membership Interests were issued to each investor in consideration for such investor's (or an affiliate of such investor's) execution of an affiliation agreement for the distribution of weather network programming.

Other Expenses (identify): [] \$ 0
 Total [] \$ 0

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the Issuer." \$3,000²

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.

		<u>Payments to Officers, Directors, & Affiliates</u>		<u>Payments to Others</u>
Salaries and fees	[]	\$ <u>0</u>	[]	\$ <u>0</u>
Purchase of real estate	[]	\$ <u>0</u>	[]	\$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment.....	[]	\$ <u>0</u>	[]	\$ <u>0</u>
Construction or leasing of plant buildings and facilities.....	[]	\$ <u>0</u>	[]	\$ <u>0</u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the pursuant to a merger)	[]	\$ <u>0</u>	[]	\$ <u>0</u>
Repayment of indebtedness	[]	\$ <u>0</u>	[]	\$ <u>0</u>
Working Capital	[]	\$ <u>0</u>	[]	\$ <u>3,000</u>
Other (Specify).....	[]	\$ <u>0</u>	[]	\$ <u>0</u>
Column Totals.....	[]	\$ <u>0</u>	[]	\$ <u>3,000</u>
Total Payments Listed (column totals added)	[]	\$ <u>3,000</u>		

² All of the gross proceeds were used for working capital of Weather Network Affiliates Company, LLC, and the expenses of the offering were paid separately by the Association.

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Weather Network Affiliates Company, LLC By: NBC Television Affiliates Association, its Managing Member	Signature 	Date November <u>29</u> , 2004
Name of Signer (Print or Type) Terry Mackin	Title of Signer (Print or Type) President-Chairman of the NBC Television Affiliates Association	

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001)

APPENDIX

1. State	2. Intend to sell to non-accredited investors in State (Part B – Item 1)		3. Type of security and aggregate offering price offered in state (Part C - Item 1)	4. Type of investor and Amount purchased in State (Part C - Item 2)				5. Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Class 2 Membership Interests and Class 3 Membership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	N/A Yes
AL			\$		\$		\$		
AK			\$		\$		\$		
AZ			\$		\$		\$		
AR			\$		\$		\$		
CA			\$		\$		\$		
CO			\$		\$		\$		
CT			\$		\$		\$		
DE			\$		\$		\$		
DC			\$		\$		\$		
FL			\$		\$		\$		
GA			\$		\$		\$		
GU			\$		\$		\$		
HI			\$		\$		\$		
ID			\$		\$		\$		
IL			\$		\$		\$		
IN			\$		\$		\$		
IA			\$		\$		\$		
KS			\$		\$		\$		
KY			\$		\$		\$		
LA			\$		\$		\$		
ME			\$		\$		\$		
MD			\$		\$		\$		
MA			\$		\$		\$		
MI		X	\$0 ³	2	\$0 ²		\$		
MN			\$		\$		\$		
MS			\$		\$		\$		
MO			\$		\$		\$		
MT			\$		\$		\$		
NE			\$		\$		\$		
NV			\$		\$		\$		
NH			\$		\$		\$		
NJ			\$		\$		\$		
NM			\$		\$		\$		
NY		X	\$1,000 ⁴	3	\$1,000 ³		\$		
NC			\$		\$		\$		
ND			\$		\$		\$		
OH			\$		\$		\$		
OK		X	\$0 ²	1	\$0 ²		\$		
OR			\$		\$		\$		
PA			\$		\$		\$		
PR			\$		\$		\$		
RI			\$		\$		\$		
SC			\$		\$		\$		

³ No cash consideration was paid for the Class 2 Membership Interests. The Class 2 Membership Interests were issued to each investor in consideration for such investor's (or an affiliate of such investor's) execution of an affiliation agreement for the distribution of weather network programming.

⁴ The figure represents the aggregate consideration in respect of Class 2 Membership Interests and Class 3 Membership Interests. No cash consideration was paid for the Class 2 Membership Interests. The Class 2 Membership Interests were issued to each investor in consideration for such investor's (or an affiliate of such investor's) execution of an affiliation agreement for the distribution of weather network programming.

SD			\$		\$		\$		
TN			\$		\$		\$		
TX		X	\$ 2,000 ³	2	\$ 2,000 ³		\$		
UT			\$		\$		\$		
VT			\$		\$		\$		
VA			\$		\$		\$		
WA			\$		\$		\$		
WV			\$		\$		\$		
WI			\$		\$		\$		
WY			\$		\$		\$		
Foreign			\$		\$		\$		