

**Changes in Interest as a Result of the Transaction**

NW Communications of Texas, Inc. (“NWC Texas”), the proposed assignee in the instant application, is the parent company, through an intermediate subsidiary, of New DMIC, Inc. (“New DMIC”), licensee of KDFI(TV). Both NWC Texas and New DMIC are wholly-owned subsidiaries of Fox Television Holdings, Inc. (“FTH”), a Delaware corporation. Pursuant to the *pro forma* transaction proposed herein, New DMIC will merge with and into NWC Texas, with the result that NWC Texas will become the licensee of KDFI(TV). Because both NWC Texas and New DMIC are subsidiaries of FTH, this transaction will not result in any change in the beneficial ownership of KDFI(TV). Accordingly, this application for consent to assign the license of KDFI(TV) may be filed on FCC Form 316. *See* 47 C.F.R. § 73.3540(f)(4).

The mechanics of the transaction are depicted on the chart attached hereto (Exhibit A). NWC Texas, through intermediate subsidiaries, is wholly owned by FTH. Pursuant to the proposed transaction, New DMIC will be merged with and into its immediate parent which will then be merged with and into NWC Texas. At the conclusion of the transaction, each of NWC Texas and KDFI(TV) will continue to be owned and controlled by FTH. The transaction contemplated by this application is intended to reduce corporate complexity.

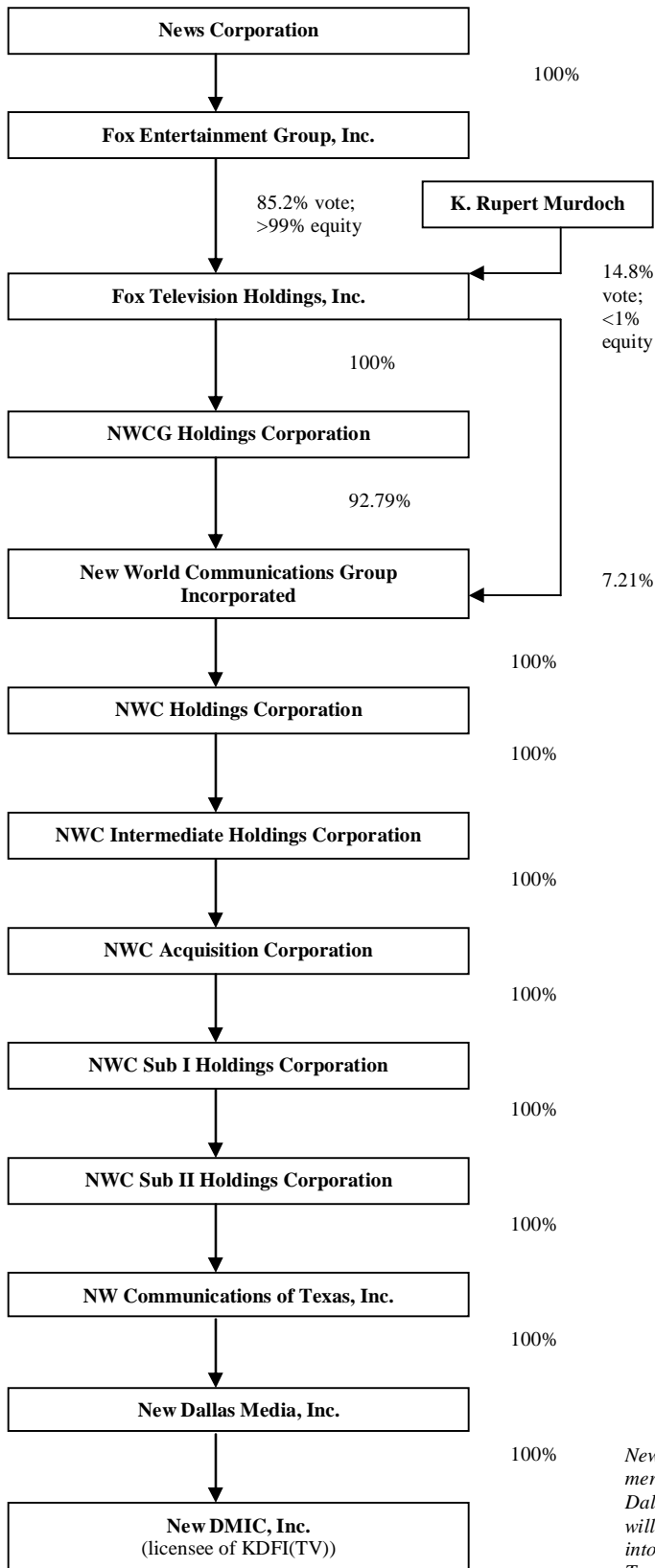
Both NWC Texas and KDFI(TV) will continue to be ultimately owned and controlled by News Corporation, which owns 100 percent of the issued and outstanding stock of Fox Entertainment Group, Inc., which in turn owns 100 percent of the issued and outstanding common stock of FTH (entitling it to an 85.2 percent voting interest). K. Rupert Murdoch holds 100 percent of the issued and outstanding preferred

stock in FTH (entitling him to 14.8 percent of the vote). The other parties to the application are set forth in the biennial ownership reports filed for KDFI(TV) on January 29, 2009 (*see* File Nos. BOA-20090129ACN – ALG).

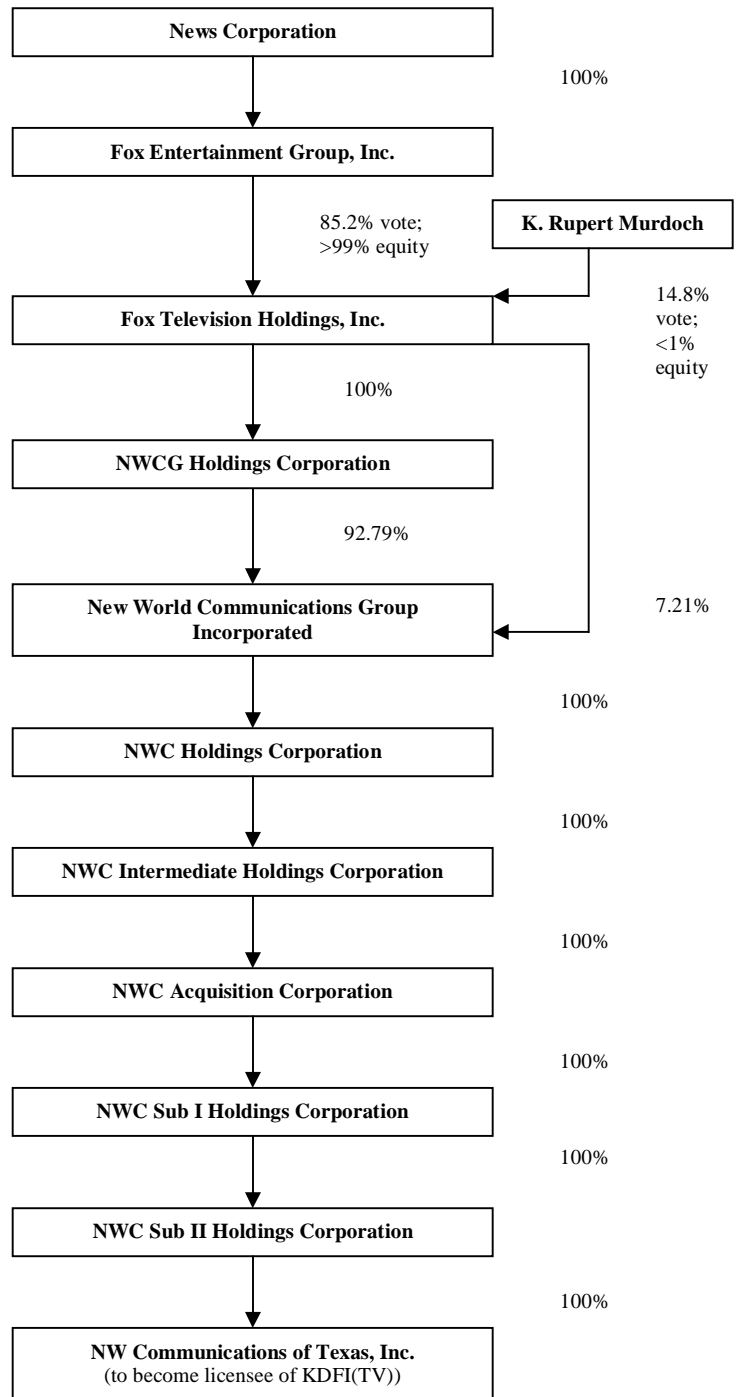
Attached as part of this Exhibit No. 10 are copies of: (i) the form of the Unanimous Written Consent of the Board of Directors of NWC Texas, authorizing the merger described herein; (ii) the Unanimous Written Consent of the Sole Stockholder of NWC Texas; (iii) the Unanimous Written Consent of the Board of Directors of New Dallas Media, Inc.; (iv) the Unanimous Written Consent of the Sole Stockholder of New Dallas Media, Inc. (v) the Unanimous Written Consent of the Board of Directors of New DMIC; and (vi) the Unanimous Written Consent of the Sole Stockholder of New DMIC (which Written Consents will be executed by the members of the Board or the Stockholders, as appropriate, prior to consummation).

## EXHIBIT A

*Before*



*After*



*New DMIC, Inc. to be merged with and into New Dallas Media, Inc., which will then be merged with and into NW Communications of Texas, Inc.*

**UNANIMOUS WRITTEN CONSENT**  
**OF THE**  
**BOARD OF DIRECTORS**  
**OF**  
**NW COMMUNICATIONS OF TEXAS, INC.**

The undersigned, being all the members of the Board of Directors of NW Communications of Texas, Inc., a Texas corporation (the “***Corporation***”), and acting pursuant to Article 9.10(B) of the Texas Business Corporation Act, do hereby consent to and adopt the resolutions attached hereto as Exhibit A, by written consent without a meeting, with full force and effect as if adopted at a duly constituted meeting.

This Consent may be executed in counterparts, each of which shall constitute an original, but all of which together shall constitute one document.

**IN WITNESS WHEREOF**, the undersigned have executed this instrument as of the \_\_\_\_\_ day of [-----], 2009.

\_\_\_\_\_  
K. Rupert Murdoch

\_\_\_\_\_  
Roger Ailes

\_\_\_\_\_  
David F. DeVoe

## **Exhibit A**

**WHEREAS**, it is declared advisable and in the best interest of the Corporation that KDFW License, Inc., a Nevada corporation (“**FWL**”), KDFW Television, Inc., a Nevada corporation (“**FWT**”) and New Dallas Media, Inc., a Delaware corporation (“**NDM**”) be merged with and into the Corporation pursuant to Article 5.01 of the Texas Business Corporation Act, with the Corporation as the surviving entity (“**Merger**”).

### **NOW THEREFORE, IT IS**

**RESOLVED**, that the form, terms and provisions of that certain Agreement of Merger, by and among the Corporation, FWL, FWT and NDM (the “**Merger Agreement**”), substantially in the form delivered to the Board of Directors (the “**Board**”), pursuant to which FWL, FWT and NDM shall be merged with the Corporation so that the separate existences of FWL, FWT and NDM shall cease, be, and they hereby are, approved and accepted by the Corporation in all respects, and that it is declared advisable and in the best interest of the Corporation to enter into the Merger Agreement; and it is further

**RESOLVED**, that the appropriate officer or officers of the Corporation be, and each of them acting alone hereby is, authorized, empowered and directed, in the name of and on behalf of the Corporation, to execute and deliver the Merger Agreement in substantially the form thereof delivered to the officer or officers with such changes therein as such officer or officers shall deem necessary and desirable, and the execution and delivery thereof by such officer or officers shall be conclusive evidence that the officer or officers taking such action has or have deemed the same to be necessary or desirable, and to cause the Corporation to perform all of its obligations thereunder; and it is further

**RESOLVED**, that the officers of the Corporation be, and each of them acting alone hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to make or cause to be made, and to execute and deliver, all such agreements, contracts, deeds, documents, papers, instruments and certifications, and to do or cause to be done all such acts and things, and to take all such steps, and to make all such filings, payments and remittances, as any one or more of such officers may at any time or times deem to be necessary or desirable in connection with or in furtherance of and in order to carry out the full intent and purpose of the foregoing resolutions, and to accomplish the actions set forth therein, such determination being conclusively evidenced by such execution, delivery, action or filing; and it is further

**RESOLVED**, that the Secretary of the Corporation be, and she hereby is, authorized and directed to insert this Consent in the minute book of the Corporation as an action of the Board.

**WRITTEN CONSENT**  
**OF**  
**THE SOLE STOCKHOLDER**  
**OF**  
**NW COMMUNICATIONS OF AUSTIN, INC. AND**  
**NW COMMUNICATIONS OF TEXAS, INC.**

The undersigned, being the sole stockholder of NW Communications of Austin, Inc., a Texas corporation (“*KTBC*”), and NW Communications of Texas, Inc., a Texas corporation (“*KDFW*” and, together with KTBC, the “*Corporations*”), and acting pursuant to Article 9.10(A) of the Texas Business Corporation Act, does hereby consent to and adopt the resolutions attached hereto as Exhibit A, by written consent without a meeting, with full force and effect as if adopted at a duly constituted meeting.

**IN WITNESS WHEREOF**, the undersigned has executed this instrument as of the \_\_\_\_\_ day of [-----], 2009.

NWC SUB II HOLDINGS CORPORATION

By: \_\_\_\_\_  
Name:  
Title:

## **Exhibit A**

**WHEREAS**, it is declared advisable and in the best interest of KTBC that KTBC License, Inc., a Nevada corporation (“**BCL**”), and KTBC Television, Inc., a Nevada corporation (“**BCT**”), be merged with and into KTBC pursuant to Article 5.01 of the Texas Business Corporation Act, with KTBC as the surviving entity; and

**WHEREAS**, it is declared advisable and in the best interest of KDFW that KDFW License, Inc., a Nevada corporation (“**FWL**”), KDFW Television, Inc., a Nevada corporation (“**FWT**”) and New Dallas Media, Inc., a Delaware corporation (“**NDM**”), be merged with and into KDFW pursuant to Article 5.01 of the Texas Business Corporation Act, with KDFW as the surviving entity.

### **NOW THEREFORE, IT IS**

**RESOLVED**, that the form, terms and provisions of that certain Agreement of Merger, by and among KTBC, BCL and BCT ( the “**KTBC Merger Agreement**”), pursuant to which BCL and BCT shall be merged with KTBC so that the separate existences of BCL and BCT shall cease, be, and they hereby are, approved and accepted by KTBC in all respects, and that it is declared advisable and in the best interest of KTBC to enter into the KTBC Merger Agreement; and it is further

**RESOLVED**, that the form, terms and provisions of that certain Agreement of Merger, by and among KDFW, FWL, FWT and NDM (the “**KDFW Merger Agreement**” and, together with the KTBC Merger Agreement, the “**Merger Agreements**”), pursuant to which FWL, FWT and NDM shall be merged with KDFW so that the separate existences of FWL, FWT and NDM shall cease, be, and they hereby are, approved and accepted by KDFW in all respects, and that it is declared advisable and in the best interest of KDFW to enter into the KDFW Merger Agreement; and it is further

**RESOLVED**, that the appropriate officer or officers of each of the Corporations be, and each of them acting alone hereby is, authorized, empowered and directed, in the name of and on behalf of each of the Corporations, to execute and deliver the Merger Agreements in substantially the form thereof delivered to the officer or officers with such changes therein as such officer or officers shall deem necessary and desirable, and the execution and delivery thereof by such officer or officers shall be conclusive evidence that the officer or officers taking such action has or have deemed the same to be necessary or desirable, and to cause each of the Corporations to perform all of its obligations thereunder; and it is further

**RESOLVED**, that the officers of each of the Corporations be, and each of them acting alone hereby is, authorized, empowered and directed, in the name and on behalf of each of the Corporations, to make or cause to be made, and to execute and deliver, all such agreements, contracts, deeds, documents, papers, instruments and certifications, and to do or cause to be done all such acts and things, and to take all such steps, and to make all such filings, payments and remittances, as any one or more of such officers may at any time or times deem to be necessary or desirable in connection with or in furtherance of and in order to carry out the full intent and purpose of the foregoing resolutions, and to accomplish the actions set forth therein, such

determination being conclusively evidenced by such execution, delivery, action or filing; and it is further

**RESOLVED**, that the Secretary of each of the Corporations be, and she hereby is, authorized and directed to insert this Consent in the minute book of each of the Corporations as an action of the sole stockholder.



**UNANIMOUS WRITTEN CONSENT**  
**OF THE**  
**BOARD OF DIRECTORS**  
**OF**  
**NEW DALLAS MEDIA, INC.**

The undersigned, being all the members of the Board of Directors of New Dallas Media, Inc., a Delaware corporation (the “***Corporation***”), and acting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, do hereby consent to and adopt the resolutions attached hereto as Exhibit A, by written consent without a meeting, with full force and effect as if adopted at a duly constituted meeting.

This Consent may be executed in counterparts, each of which shall constitute an original, but all of which together shall constitute one document.

**IN WITNESS WHEREOF**, the undersigned have executed this instrument as of the \_\_\_\_\_ day of [-----], 2009.

\_\_\_\_\_  
K. Rupert Murdoch

\_\_\_\_\_  
Roger Ailes

\_\_\_\_\_  
David F. DeVoe

## **Exhibit A**

**WHEREAS**, it is declared advisable and in the best interest of the Corporation that New DMIC, Inc., a Delaware corporation (“**DMI**”), be merged with and into the Corporation pursuant to Section 251(a) of the Delaware General Corporation Law, with the Corporation as the surviving entity; and

**WHEREAS**, it is declared advisable and in the best interest of the Corporation that the Corporation then be merged with and into NW Communications of Texas, Inc., a Texas corporation (“**KDFW**”), pursuant to Section 252(a) of the Delaware General Corporation Law, with the KDFW as the surviving entity.

### **NOW THEREFORE, IT IS**

**RESOLVED**, that the form, terms and provisions of that certain Agreement of Merger, by and between the Corporation and DMI (the “**DMI Merger Agreement**”), substantially in the form delivered to the Board of Directors (the “**Board**”), pursuant to which DMI shall be merged with the Corporation so that the separate existence of DMI shall cease, be, and they hereby are, approved and accepted by the Corporation in all respects, and that it is declared advisable and in the best interest of the Corporation to enter into the DMI Merger Agreement; and it is further

**RESOLVED**, that the form, terms and provisions of that certain Agreement of Merger, by and among the Corporation, KDFW, KDFW License, Inc., a Nevada corporation, and KDFW Television Inc., a Nevada corporation (the “**KDFW Merger Agreement**” and, together with the DMI Merger Agreement, the “**Merger Agreements**”), substantially in the form delivered to the Board of Directors (the “**Board**”), pursuant to which the Corporation shall be merged with KDFW so that the separate existence of the Corporation shall cease, be, and they hereby are, approved and accepted by the Corporation in all respects, and that it is declared advisable and in the best interest of the Corporation to enter into the KDFW Merger Agreement; and it is further

**RESOLVED**, that the appropriate officer or officers of the Corporation be, and each of them acting alone hereby is, authorized, empowered and directed, in the name of and on behalf of the Corporation, to execute and deliver the Merger Agreements in substantially the form thereof delivered to the officer or officers with such changes therein as such officer or officers shall deem necessary and desirable, and the execution and delivery thereof by such officer or officers shall be conclusive evidence that the officer or officers taking such action has or have deemed the same to be necessary or desirable, and to cause the Corporation to perform all of its obligations thereunder; and it is further

**RESOLVED**, that the officers of the Corporation be, and each of them acting alone hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to make or cause to be made, and to execute and deliver, all such agreements, contracts, deeds, documents, papers, instruments and certifications, and to do or cause to be done all such acts and things, and to take all such steps, and to make all such filings, payments and remittances, as any one or more of such officers may at any time or times deem to be necessary or desirable in connection with or in furtherance of and in order to carry out the full intent and

purpose of the foregoing resolutions, and to accomplish the actions set forth therein, such determination being conclusively evidenced by such execution, delivery, action or filing; and it is further

**RESOLVED**, that the Secretary of the Corporation be, and she hereby is, authorized and directed to insert this Consent in the minute book of the Corporation as an action of the Board.

**WRITTEN CONSENT**  
**OF**  
**THE SOLE STOCKHOLDER**  
**OF**  
**KDFW LICENSE, INC.,**  
**KDFW TELEVISION, INC. AND**  
**NEW DALLAS MEDIA, INC.**

The undersigned, being the sole stockholder of KDFW License, Inc., a Nevada corporation (“*FWL*”), KDFW Television, Inc., a Nevada corporation (“*FWT*”) and New Dallas Media, Inc., a Delaware corporation (“*NDM*” and, together with FWL and FWT, the “*Corporations*”), and acting pursuant to Section 78.320(2) of the Nevada Corporation Law and Section 228(a) of the General Corporation Law of the State of Delaware, does hereby consent to and adopt the resolutions attached hereto as Exhibit A, by written consent without a meeting, with full force and effect as if adopted at a duly constituted meeting.

**IN WITNESS WHEREOF**, the undersigned has executed this instrument as of the \_\_\_\_\_ day of [-----], 2009.

NW COMMUNICATIONS OF TEXAS, INC.

By: \_\_\_\_\_  
Name:  
Title:

## **Exhibit A**

**WHEREAS**, it is declared advisable and in the best interest of NDM that New DMIC, Inc., a Delaware corporation (“**DMI**”), be merged with and into NDM pursuant to Section 251(a) of the Delaware General Corporation Law, with NDM as the surviving entity; and

**WHEREAS**, it is declared advisable and in the best interests of the Corporations that they then each be merged with and into NW Communications of Texas, Inc. (“**KDFW**”) pursuant to Section 92A.100 of the Nevada Corporation Law and Section 252(a) of the Delaware General Corporation Law, with KDFW as the surviving entity; and

### **NOW THEREFORE, IT IS**

**RESOLVED**, that the form, terms and provisions of that certain Agreement of Merger, by and between NDM and DMI (the “**DMI Merger Agreement**”), pursuant to which DMI shall be merged with NDM so that the separate existence of DMI shall cease, be, and they hereby are, approved and accepted by NDM in all respects, and that it is declared advisable and in the best interest of NDM to enter into the DMI Merger Agreement; and it is further

**RESOLVED**, that the form, terms and provisions of that certain Agreement of Merger, by and between KDFW and the Corporations (the “**Corporations Merger Agreement**” and, together with the DMI Merger Agreement, the “**Merger Agreements**”), pursuant to which each of the Corporations shall be merged with KDFW so that the separate existences of FWL, FWT and NDM shall cease, be, and they hereby are, approved and accepted by each of the Corporations in all respects, and that it is declared advisable and in the best interest of each of the Corporations to enter into the Corporations Merger Agreement; and it is further

**RESOLVED**, that the appropriate officer or officers of each of the Corporations be, and each of them acting alone hereby is, authorized, empowered and directed, in the name of and on behalf of each of the Corporations, to execute and deliver the Merger Agreements in substantially the form thereof delivered to the officer or officers with such changes therein as such officer or officers shall deem necessary and desirable, and the execution and delivery thereof by such officer or officers shall be conclusive evidence that the officer or officers taking such action has or have deemed the same to be necessary or desirable, and to cause each of the Corporations to perform all of its obligations thereunder; and it is further

**RESOLVED**, that the officers of each of the Corporations be, and each of them acting alone hereby is, authorized, empowered and directed, in the name and on behalf of each of the Corporations, to make or cause to be made, and to execute and deliver, all such agreements, contracts, deeds, documents, papers, instruments and certifications, and to do or cause to be done all such acts and things, and to take all such steps, and to make all such filings, payments and remittances, as any one or more of such officers may at any time or times deem to be necessary or desirable in connection with or in furtherance of and in order to carry out the full intent and purpose of the foregoing resolutions, and to accomplish the actions set forth therein, such determination being conclusively evidenced by such execution, delivery, action or filing; and it is further

**RESOLVED**, that the Secretary of each of the Corporations be, and she hereby is, authorized and directed to insert this Consent in the minute book of each of the Corporations as an action of the sole stockholder.

**UNANIMOUS WRITTEN CONSENT**  
**OF THE**  
**BOARD OF DIRECTORS**  
**OF**  
**NEW DMIC, INC.**

The undersigned, being all the members of the Board of Directors of New DMIC, Inc., a Delaware corporation (the “***Corporation***”), and acting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, do hereby consent to and adopt the resolutions attached hereto as Exhibit A, by written consent without a meeting, with full force and effect as if adopted at a duly constituted meeting.

This Consent may be executed in counterparts, each of which shall constitute an original, but all of which together shall constitute one document.

**IN WITNESS WHEREOF**, the undersigned have executed this instrument as of the \_\_\_\_\_ day of [-----], 2009.

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K. Rupert Murdoch

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Roger Ailes

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David F. DeVoe

## **Exhibit A**

**WHEREAS**, it is declared advisable and in the best interest of the Corporation that the Corporation be merged with and into New Dallas Media, Inc., a Delaware corporation (“**NDM**”), pursuant to Section 251(a) of the Delaware General Corporation Law, with NDM as the surviving entity (“**Merger**”).

### **NOW THEREFORE, IT IS**

**RESOLVED**, that the form, terms and provisions of that certain Agreement of Merger, by and between the Corporation and NDM (the “**Merger Agreement**”), substantially in the form delivered to the Board of Directors (the “**Board**”), pursuant to which the Corporation shall be merged with NDM so that the separate existence of the Corporation shall cease, be, and they hereby are, approved and accepted by the Corporation in all respects, and that it is declared advisable and in the best interest of the Corporation to enter into the Merger Agreement; and it is further

**RESOLVED**, that the appropriate officer or officers of the Corporation be, and each of them acting alone hereby is, authorized, empowered and directed, in the name of and on behalf of the Corporation, to execute and deliver the Merger Agreement in substantially the form thereof delivered to the officer or officers with such changes therein as such officer or officers shall deem necessary and desirable, and the execution and delivery thereof by such officer or officers shall be conclusive evidence that the officer or officers taking such action has or have deemed the same to be necessary or desirable, and to cause the Corporation to perform all of its obligations thereunder; and it is further

**RESOLVED**, that the officers of the Corporation be, and each of them acting alone hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to make or cause to be made, and to execute and deliver, all such agreements, contracts, deeds, documents, papers, instruments and certifications, and to do or cause to be done all such acts and things, and to take all such steps, and to make all such filings, payments and remittances, as any one or more of such officers may at any time or times deem to be necessary or desirable in connection with or in furtherance of and in order to carry out the full intent and purpose of the foregoing resolutions, and to accomplish the actions set forth therein, such determination being conclusively evidenced by such execution, delivery, action or filing; and it is further

**RESOLVED**, that the Secretary of the Corporation be, and she hereby is, authorized and directed to insert this Consent in the minute book of the Corporation as an action of the Board.



**WRITTEN CONSENT**  
**OF**  
**THE SOLE STOCKHOLDER**  
**OF**  
**NEW DMIC, INC.**

The undersigned, being the sole stockholder of New DMIC, Inc., a Delaware corporation (the “***Corporation***”), and acting pursuant to Section 228(a) of the General Corporation Law of the State of Delaware, does hereby consent to and adopt the resolutions attached hereto as Exhibit A, by written consent without a meeting, with full force and effect as if adopted at a duly constituted meeting.

**IN WITNESS WHEREOF**, the undersigned has executed this instrument as of the \_\_\_\_\_ day of [-----], 2009.

NEW DALLAS MEDIA, INC.

By: \_\_\_\_\_  
Name:  
Title:

## **Exhibit A**

**WHEREAS**, it is declared advisable and in the best interest of the Corporation that the Corporation be merged with and into New Dallas Media, a Delaware corporation (“**NDM**”), pursuant to Section 251(a) of the Delaware General Corporation Law, with NDM as the surviving entity (“**Merger**”).

### **NOW THEREFORE, IT IS**

**RESOLVED**, that the form, terms and provisions of that certain Agreement of Merger, by and between the Corporation and NDM (the “**Merger Agreement**”), pursuant to which the Corporation shall be merged with NDM so that the separate existence of the Corporation shall cease, be, and they hereby are, approved and accepted by the Corporation in all respects, and that it is declared advisable and in the best interest of the Corporation to enter into the Merger Agreement; and it is further

**RESOLVED**, that the appropriate officer or officers of the Corporation be, and each of them acting alone hereby is, authorized, empowered and directed, in the name of and on behalf of the Corporation, to execute and deliver the Merger Agreement in substantially the form thereof delivered to the officer or officers with such changes therein as such officer or officers shall deem necessary and desirable, and the execution and delivery thereof by such officer or officers shall be conclusive evidence that the officer or officers taking such action has or have deemed the same to be necessary or desirable, and to cause the Corporation to perform all of its obligations thereunder; and it is further

**RESOLVED**, that the officers of the Corporation be, and each of them acting alone hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to make or cause to be made, and to execute and deliver, all such agreements, contracts, deeds, documents, papers, instruments and certifications, and to do or cause to be done all such acts and things, and to take all such steps, and to make all such filings, payments and remittances, as any one or more of such officers may at any time or times deem to be necessary or desirable in connection with or in furtherance of and in order to carry out the full intent and purpose of the foregoing resolutions, and to accomplish the actions set forth therein, such determination being conclusively evidenced by such execution, delivery, action or filing; and it is further

**RESOLVED**, that the Secretary of the Corporation be, and she hereby is, authorized and directed to insert this Consent in the minute book of the Corporation as an action of the sole stockholder.