

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

New World Communications of Atlanta, Inc. (“NWC Atlanta”), the proposed assignee in the instant application, is the parent company of WAGA License, Inc. (“WAGA License”), licensee of WAGA(TV). Both NWC Atlanta and WAGA License are wholly-owned subsidiaries of Fox Television Holdings, Inc. (“FTH”), a Delaware corporation. Pursuant to the *pro forma* transaction proposed herein, WAGA License will merge with and into NWC Atlanta, with the result that NWC Atlanta will become the licensee of WAGA(TV). Because both NWC Atlanta and WAGA License are subsidiaries of FTH, this transaction will not result in any change in the beneficial ownership of WAGA(TV). Accordingly, this application for consent to assign the license of WAGA(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 Atlanta, through intermediate subsidiaries, is wholly owned by FTH. Pursuant to the proposed transaction, WAGA License will be merged with and into its parent, NWC Atlanta. At the conclusion of the transaction, each of NWC Atlanta and WAGA(TV) will continue to be owned and controlled by FTH. The transaction contemplated by this application is intended to reduce corporate complexity.

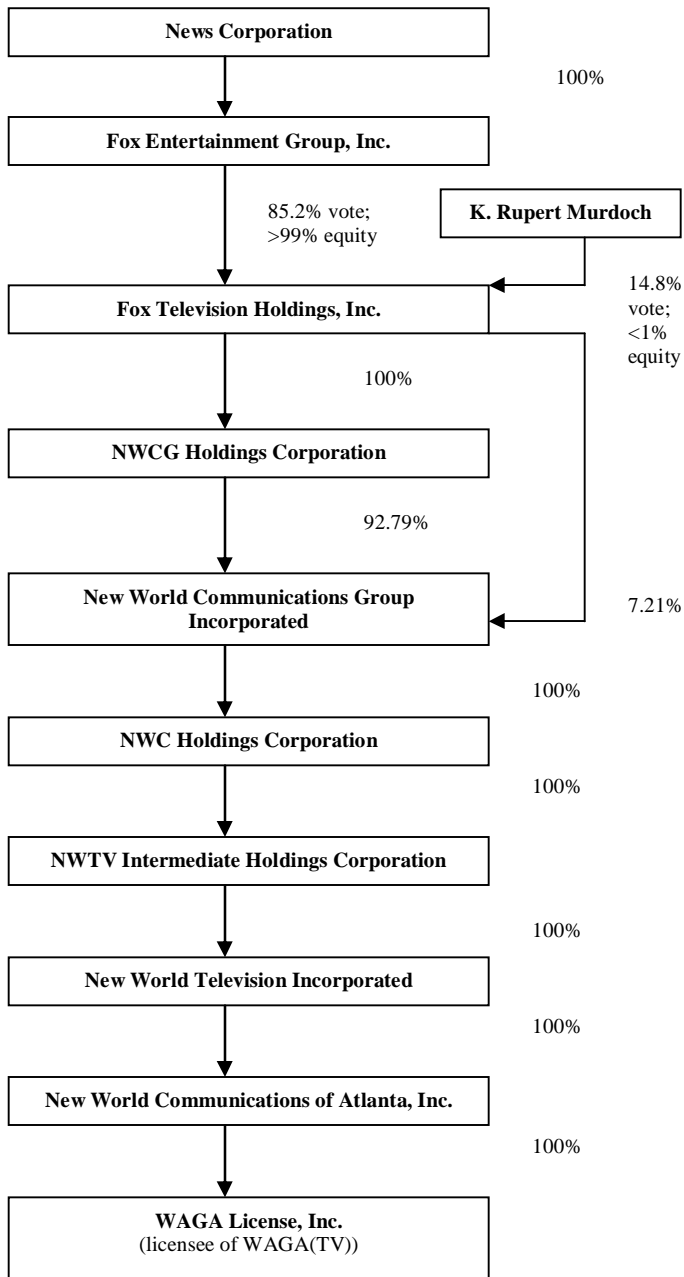
Both NWC Atlanta and WAGA(TV) will continue to be ultimately owned and controlled by News Corporation, which owns 100 percent of the issued and outstanding stock of Fox Entertainment Group, Inc., which in turn owns 100 percent of the issued and outstanding common stock of FTH (entitling it to an 85.2 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 WAGA(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 Atlanta, authorizing the merger described herein; (ii) the Unanimous Written Consent of the Sole Stockholder of NWC Atlanta; (iii) the Unanimous Written Consent of the Board of Directors of WAGA License; and (iv) the Unanimous Written Consent of the Sole Stockholder of WAGA License (which Written Consents will be executed by the members of the Board or the Stockholders, as appropriate, prior to consummation).

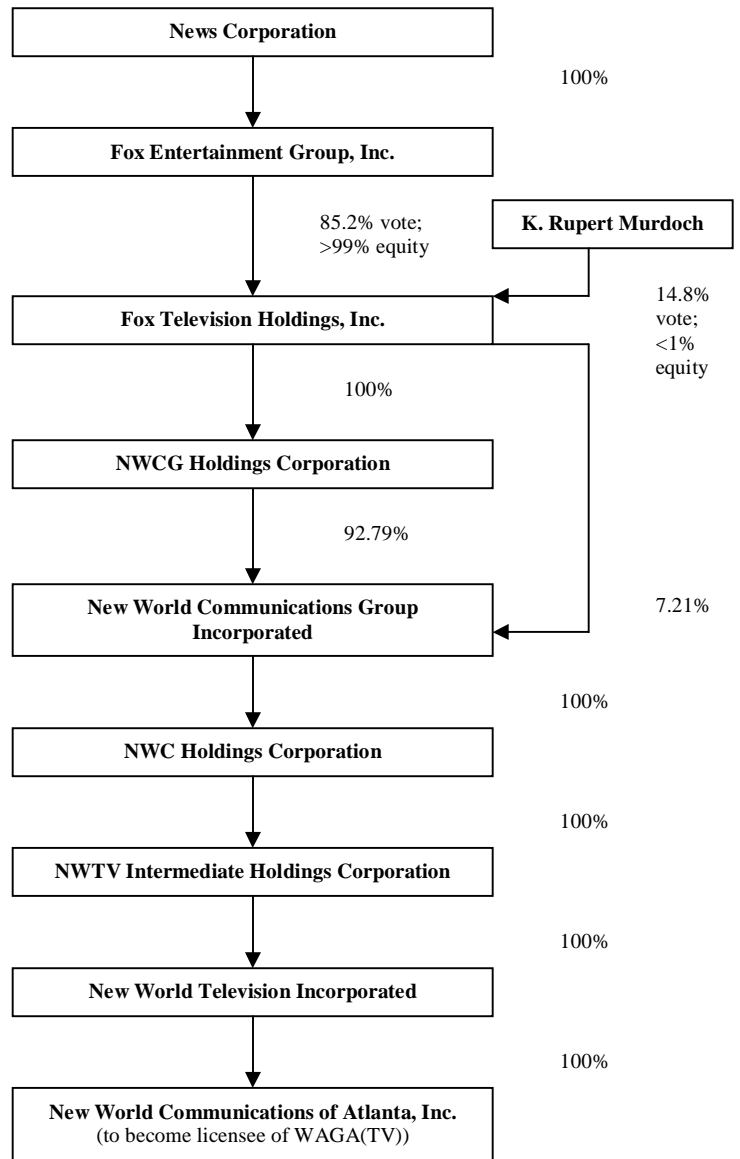
## EXHIBIT A

*Before*



*WAGA License, Inc. to be merged with and into New World Communications of Atlanta, Inc.*

*After*



**UNANIMOUS WRITTEN CONSENT**  
**OF THE**  
**BOARD OF DIRECTORS**  
**OF**  
**NEW WORLD COMMUNICATIONS OF ATLANTA, INC.**

The undersigned, being all the members of the Board of Directors of New World Communications of Atlanta, 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 WAGA License, Inc., a Delaware corporation (“**WAL**”), 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 (“**Merger**”).

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

**RESOLVED**, that the form, terms and provisions of that certain Agreement of Merger, by and between the Corporation and WAL (the “**Merger Agreement**”), substantially in the form delivered to the Board of Directors (the “**Board**”), pursuant to which WAL shall be merged with the Corporation so that the separate existence of WAL 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 WORLD COMMUNICATIONS OF ATLANTA, INC.,**  
**NEW WORLD COMMUNICATIONS OF DETROIT, INC. AND**  
**NEW WORLD COMMUNICATIONS OF TAMPA, INC.**

The undersigned, being the sole stockholder of New World Communications of Atlanta, Inc., a Delaware corporation (“**WAGA**”), New World Communications of Detroit, Inc., a Delaware corporation (“**WJBK**”) and New World Communications of Tampa, Inc., a Delaware corporation (“**WTVT**” and, together with WAGA and WJBK, the “**Corporations**”), 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 WORLD TELEVISION INCORPORATED

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

## **Exhibit A**

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

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

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

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

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

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

**RESOLVED**, that the form, terms and provisions of that certain Agreement of Merger, by and between WTVT and TVL (the “**WTVT Merger Agreement**” and, together with the WAGA Merger Agreement and the WJBK Merger Agreement, the “**Merger Agreements**”), pursuant to which TVL shall be merged with WTVT so that the separate existence of TVL shall cease, be, and they hereby are, approved and accepted by WTVT in all respects, and that it is declared advisable and in the best interest of WTVT to enter into the WTVT 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 the 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**  
**WAGA LICENSE, INC.**

The undersigned, being all the members of the Board of Directors of WAGA License, 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 the Corporation be merged with and into New World Communications of Atlanta, Inc., a Delaware corporation (“**WAGA**”), pursuant to Section 251(a) of the Delaware General Corporation Law, with WAGA 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 WAGA (the “**Merger Agreement**”), substantially in the form delivered to the Board of Directors (the “**Board**”), pursuant to which the Corporation shall be merged with WAGA 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**  
**WAGA LICENSE, INC.**

The undersigned, being the sole stockholder of WAGA License, 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 WORLD COMMUNICATIONS OF  
ATLANTA, 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 World Communications of Atlanta, Inc., a Delaware corporation (“**WAGA**”), pursuant to Section 251(a) of the Delaware General Corporation Law, with WAGA 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 WAGA (the “**Merger Agreement**”), pursuant to which the Corporation shall be merged with WAGA 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.