

**EXHIBIT 10**

**DESCRIPTION OF TRANSACTION, CHANGES IN INTERESTS,  
ACQUISITION OF CONTROL, AND MEDIA INTERESTS**

On May 19, 2009, ION Media Networks, Inc. ("ION") and certain of its wholly owned subsidiaries submitted voluntary petitions to the United State Bankruptcy Court for the Southern District of New York seeking to reorganize under Chapter 11 of the United States Bankruptcy Code. ION also has submitted a motion to consolidate the petitions of the parent and subsidiary entities, and that motion remains pending at this time. *See In re ION Media Networks, Inc. et al.*, Case No. 09-13125 (Chapter 11) (Bnkr. S.D.N.Y.). As a result of the Chapter 11 petitions, ION and its licensee subsidiaries now each operate as a debtor-in-possession under the Bankruptcy Court's oversight. ION anticipates that each such entity will continue operations in the ordinary course throughout the Chapter 11 process. Exhibit 5 *hereto* provides a copy of the relevant Bankruptcy Court petition.

By this application and concurrently submitted applications, ION seeks FCC consent to the assignment of the FCC authorizations held by ION's licensee subsidiaries to such subsidiaries as Debtors-In-Possession. Neither the filing of the petitions under Chapter 11 nor the consummation of this and other concurrently filed *pro forma* applications will effectuate a substantial change in control of ION or its licensees. In fact, subject to the jurisdiction and oversight of the Bankruptcy Court, the control of ION has not changed, and the officers of ION and its subsidiaries remain the same. In short, the attributable ownership interests in ION are substantively unchanged from those last approved by the Commission in *Paxson Management Corporation and Lowell W. Paxson (Transferors) and CIG Media LLC (Transferee)*, Memorandum Opinion and Order, 22 FCC Rcd 22224 (2007).

Under the Commission's policies, the assignment of authorizations to Debtors-In-Possession constitutes a *pro forma* transaction for which the use of FCC Form 316 is appropriate. *See 1998 Biennial Regulatory Review – Streamlining of Mass Media Applications, Rules and Procedures*, 13 FCC Rcd 11349, 11376 & n. 99 (1998) (citing *O.D.T. International*, 9 FCC Rcd 2575 (1994)).

ION is the ultimate owner of the subsidiaries and television stations listed below. Unless indicated otherwise, each incorporated subsidiary entity is a Florida corporation.

ION is the sole owner of ION Media West Palm Beach Holdings, Inc., Debtor-In-Possession, a Delaware corporation, which is the sole owner of ION Media West Palm Beach License, Inc., Debtor-In-Possession, licensee of WPXP(TV), Lake Worth, Florida (FIN 27290).

ION owns 100% of the stock of ION Media Holdings, Inc., Debtor-In-Possession, a Delaware corporation, which is the sole owner of the following entities:

- (a) ION Media of Battle Creek, Inc., Debtor-In-Possession, which is the sole owner of ION Media Battle Creek License, Inc., Debtor-In-Possession, licensee of WZPX(TV), Battle Creek, Michigan (FIN 71871).
- (b) ION Media Hartford Holdings, Inc., Debtor-In-Possession, which is the sole owner of ION Media of Hartford, Inc., Debtor-In-Possession, the sole owner of ION Media

Hartford License, Inc., Debtor-In-Possession, licensee of WHPX(TV), New London, Connecticut (FIN 51980).

- (c) ION Media Indianapolis Holdings, Inc., Debtor-In-Possession, which is the sole owner of ION Media of Indianapolis, Inc., Debtor-In-Possession, the sole owner of ION Media Indianapolis License, Inc., Debtor-In-Possession, licensee of WIPX(TV), Bloomington, Indiana (FIN 10253).
- (d) ION Media of Milwaukee, Inc., Debtor-In-Possession, which is the sole owner of ION Media Milwaukee License, Inc., Debtor-In-Possession, licensee of WPXE(TV), Kenosha, Wisconsin (FIN 37104).
- (e) ION Media of Raleigh, Inc., Debtor-In-Possession, which is the sole owner of ION Media Raleigh License, Inc., Debtor-In-Possession, licensee of WRPX(TV), Rocky Mount, North Carolina (FIN 20590).
- (f) ION Media of Martinsburg, Inc., Debtor-In-Possession, which is the sole owner of ION Media Martinsburg License, Inc., Debtor-In-Possession, licensee of WWPX(TV), Martinsburg, West Virginia (FIN 23264).

ION owns 100% of the stock of ION Media Television, Inc., Debtor-In-Possession, which is the sole owner of the following entities:

- (a) ION Media of Akron, Inc., Debtor-In-Possession, which is the sole owner of ION Media Akron License, Inc., Debtor-In-Possession, licensee of Television Station WVPX(TV), Akron, Ohio (FIN 70491).
- (b) ION Media of Albany, Inc., Debtor-In-Possession, which is the sole owner of ION Media Albany License, Inc., Debtor-In-Possession, licensee of Television Station WYPX(TV), Amsterdam, New York (FIN 13933).
- (c) ION Media of Atlanta, Inc., Debtor-In-Possession, which is the sole owner of ION Media Atlanta License, Inc., Debtor-In-Possession, licensee of Television Station WPXA(TV), Rome, Georgia (FIN 51969).
- (d) ION Media of Boston, Inc., Debtor-In-Possession, which is the sole owner of ION Media Boston License, Inc., Debtor-In-Possession, licensee of WBPX(TV), Boston, Massachusetts (FIN 7692); WDPX(TV), Vineyard Haven, Massachusetts (FIN 6476); WPXG(TV), Concord, New Hampshire (FIN 48406), and WMPX-LP, Dennis, Massachusetts (FIN 6477).
- (e) ION Media of Buffalo, Inc., Debtor-In-Possession, which is the sole owner of ION Media Buffalo License, Inc., Debtor-In-Possession, licensee of WPXJ-TV, Batavia, New York (FIN 2325).
- (f) ION Media of Charleston, Inc., Debtor-In-Possession, which is the sole owner of ION Media Charleston License, Inc., Debtor-In-Possession, licensee of WLPX-TV, Charleston, West Virginia (FIN 73189).

- (g) ION Media of Chicago, Inc., Debtor-In-Possession, which is the sole owner of ION Media Chicago License, Inc., Debtor-In-Possession, licensee of WCPX(TV), Chicago, Illinois (FIN 10981).
- (h) ION Media of Dallas, Inc., Debtor-In-Possession, which is the sole owner of ION Media Dallas License, Inc., Debtor-In-Possession, licensee of KPXD(TV), Arlington, Texas (FIN 68834).
- (i) ION Media of Denver, Inc., Debtor-In-Possession, which is the sole owner of ION Media Denver License, Inc., Debtor-In-Possession, licensee of KPXC-TV, Denver, Colorado (FIN 68695).
- (j) ION Media of Des Moines, Inc., Debtor-In-Possession, which is the sole owner of ION Media Des Moines License, Inc., Debtor-In-Possession, the licensee of KFPX(TV), Newton, Iowa (FIN 81509).
- (k) ION Media of Greensboro, Inc., Debtor-In-Possession, which is the sole owner of ION Media Greensboro License, Inc., Debtor-In-Possession, licensee of WGPX(TV), Burlington, North Carolina (FIN 65074).
- (l) ION Media of Greenville, Inc., Debtor-In-Possession, which is the sole owner of ION Media Greenville License, Inc., Debtor-In-Possession, licensee of WEPX(TV), Greenville, North Carolina (FIN 81508).
- (m) ION Media of Honolulu, Inc., Debtor-In-Possession, which is the sole owner of ION Media Hawaii License, Inc., Debtor-In-Possession, licensee of KPXO(TV), Kaneohe, Hawaii (FIN 77483).
- (n) ION Media of Houston, Inc., Debtor-In-Possession, which is the sole owner of ION Media Houston License, Inc., Debtor-In-Possession, licensee of Television Station KPXB(TV), Conroe, Texas (FIN 58835).
- (o) ION Media of Jacksonville, Inc., Debtor-In-Possession, which is the sole owner of ION Media Brunswick License, Inc., Debtor-In-Possession, licensee of WPXC-TV, Brunswick, Georgia (FIN 71236).
- (p) ION Media of Jacksonville, Inc., Debtor-In-Possession, which is the sole owner of ION Media Jacksonville License, Inc., Debtor-In-Possession, licensee of WPXU-TV, Jacksonville, North Carolina (FIN 379171).
- (q) ION Media of Kansas City-50, Inc., Debtor-In-Possession, which is the sole owner of ION Media Kansas City License, Inc., Debtor-In-Possession, licensee of KPXE(TV), Kansas City, Missouri (FIN 33337).
- (r) ION Media of Knoxville, Inc., Debtor-In-Possession, which is the sole owner of ION Media Knoxville License, Inc., Debtor-In-Possession, licensee of WPXK(TV), Jellico, Tennessee (FIN 52628).

- (s) ION Media of Lexington, Inc., Debtor-In-Possession, which is the sole owner of ION Media Lexington License, Inc., Debtor-In-Possession, licensee of WUPX-TV, Morehead, Kentucky (FIN 23128).
- (t) ION Media of Los Angeles, Inc., Debtor-In-Possession, which is the sole owner of ION Media Los Angeles License, Inc., Debtor-In-Possession, licensee of Television Station KPXN(TV), San Bernardino, California (FIN 58978).
- (u) ION Media of Minneapolis, Inc., Debtor-In-Possession, which is the sole owner of ION Media Minneapolis License, Inc., Debtor-In-Possession, licensee of KPXM(TV), St. Cloud, Minnesota (FIN 35907).
- (v) ION Media of Oklahoma City, Inc., Debtor-In-Possession, which is the sole owner of ION Media Oklahoma City License, Inc., Debtor-In-Possession, licensee of KOPX(TV), Oklahoma City, Oklahoma (FIN 2566).
- (x) ION Media of Orlando, Inc., Debtor-In-Possession, which is the sole owner of ION Media Orlando License, Inc., Debtor-In-Possession, licensee of WOPX(TV), Melbourne, Florida (FIN 67602).
- (y) ION Media of Philadelphia, Inc., Debtor-In-Possession, which is the sole owner of ION Media Philadelphia License, Inc., Debtor-In-Possession, licensee of WPPX(TV), Wilmington, Delaware (FIN 51984).
- (z) ION Media of Phoenix, Inc., Debtor-In-Possession, which is the general partner of America 51, L.P. , Debtor-In-Possession, a Delaware limited partnership, licensee of KPPX(TV), Tolleson, Arizona (FIN 26655). ION Media of Phoenix, Inc., Debtor-In-Possession, holds a 51% general partnership interest and 48% limited partnership interest in America 51, L.P., Debtor-In-Possession.
- (aa) ION Media of Portland, Inc., Debtor-In-Possession, which is the sole owner of ION Media Portland License, Inc., Debtor-In-Possession, licensee of KPXG(TV), Salem, Oregon (FIN 5801).
- (bb) ION Media of Providence, Inc., Debtor-In-Possession, which is the sole member of Ocean State Television, L.L.C., Debtor-In-Possession, a Delaware limited liability company, licensee of WPXQ(TV), Block Island, Rhode Island (FIN 50063). R. Brandon Burgess is the sole member of the management committee. All other officers hold the positions listed above.
- (cc) ION Media of Sacramento, Inc., Debtor-In-Possession, which is the sole owner of ION Media Sacramento License, Inc., Debtor-In-Possession, licensee of KSPX(TV), Sacramento, California (FIN 52953).
- (dd) ION Media of Salt Lake City, Inc., Debtor-In-Possession, which is the sole owner of ION Media Salt Lake City License, Inc., Debtor-In-Possession, licensee of KUPX(TV), Provo, Utah (FIN 57884).

- (ee) ION Media of San Antonio, Inc., Debtor-In-Possession, which is the sole owner of ION Media San Antonio License, Inc., Debtor-In-Possession, licensee of KPXL(TV), Uvalde, Texas (FIN 61173).
- (ff) ION Media of San Jose, Inc., Debtor-In-Possession, which is the sole owner of ION Media San Jose License, Inc., Debtor-In-Possession, licensee of Television Station KKPX(TV), San Jose, California (FIN 22644).
- (gg) ION Media of Scranton, Inc., Debtor-In-Possession, which is the sole owner of ION Media Scranton License, Inc., Debtor-In-Possession, licensee of WQPX(TV), Scranton, Pennsylvania (FIN 64690).
- (hh) ION Media of Spokane, Inc., Debtor-In-Possession, which is the sole owner of ION Media Spokane License, Inc., Debtor-In-Possession, licensee of KGPX(TV), Spokane, Washington (FIN 81694).
- (ii) ION Media of Syracuse, Inc., Debtor-In-Possession, which is the sole owner of ION Media Syracuse License, Inc., Debtor-In-Possession, licensee of WSPX-TV, Syracuse, New York (FIN 64352).
- (jj) ION Media of Tulsa, Inc., Debtor-In-Possession, which is the sole owner of ION Media Tulsa License, Inc., Debtor-In-Possession, licensee of KTPX(TV), Okmulgee, Oklahoma (FIN 7078).
- (kk) ION Media of Washington, Inc., Debtor-In-Possession, which is the sole owner of ION Media Washington License, Inc., Debtor-In-Possession, licensee of WPXW(TV), Manassas, Virginia (FIN 74091).
- (ll) ION Media of Wausau, Inc., Debtor-In-Possession, which is the sole owner of ION Media Wausau License, Inc., Debtor-In-Possession, licensee of WTPX(TV), Antigo, Wisconsin (FIN 86496).
- (mm) ION Media LPTV, Inc., Debtor-In-Possession, which is licensee of WPXU-LP, Amityville, New York (FIN 2129); WPXB-LP, Daytona Beach, Florida (FIN 10321); KBPX-LP, Houston, Texas (FIN 17746); KPXH-LP, Ft. Collins, Colorado (FIN 18509); W40BO, Boston, Massachusetts (FIN 55114); and WNPX-LP, Nashville, Tennessee (FIN 30258).
- (nn) ION Media of Memphis, Inc., Debtor-In-Possession, which is the sole owner of ION Media Memphis License, Inc., Debtor-In-Possession, licensee of WPXX-TV, Memphis, Tennessee (FIN 21726).
- (oo) ION Media of New Orleans, Inc., Debtor-In-Possession, which is the sole owner of ION Media New Orleans License, Inc., Debtor-In-Possession, licensee of WPXL(TV), New Orleans, Louisiana (FIN 21729).

ION is the sole member of ION Media License Company, LLC, Debtor-In-Possession, a Delaware limited liability company, which is the licensee of the following television stations:

- (a) WPXR(TV), Roanoke, Virginia (FIN 70251);
- (b) WPXH(TV), Gadsden, Alabama (FIN 73312);
- (c) WFPX(TV), Fayetteville, North Carolina (FIN 21245);
- (d) WXPX(TV), Bradenton, Florida (FIN 6601);
- (e) WPXM(TV), Miami, Florida (FIN 48608);
- (f) WNPX(TV), Cookeville, Tennessee (FIN 28468);
- (g) KPXR(TV), Cedar Rapids, Iowa (FIN 21156);
- (h) WPXD(TV), Ann Arbor, Michigan, (FIN 5800),
- (i) W48AV, Detroit, Michigan (FIN 68544);
- (j) WPXV(TV), Norfolk, Virginia (FIN 67077);
- (k) KWPX(TV), Bellevue, Washington (FIN 56852);
- (l) KPXG-LP, Portland, Oregon (FIN 69792);
- (m) WIPX-LP, Indianapolis, Indiana (FIN 65121);
- (n) WPXJ-LP, Jacksonville, Florida (FIN 29716); and
- (o) WPXN-TV, New York, New York (FIN 73356).