

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

Fox Television Stations, Inc., the proposed assignee in the instant application (“FTS”), is a subsidiary of Fox Television Holdings, Inc. (“FTH”), a Delaware corporation.<sup>1</sup> FTH likewise, through intermediate subsidiaries, is the parent of WGHP License, Inc., licensee of WGHP(TV). Pursuant to the *pro forma* transaction proposed herein, WGHP License, Inc. will merge with and into FTS, with the result that FTS will become the licensee of WGHP(TV). Because both FTS and WGHP License, Inc. are subsidiaries of FTH, this transaction will not result in any change in the beneficial ownership of WGHP(TV). Accordingly, this application for consent to assign the license of WGHP(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). WGHP License, Inc. currently is 100 percent owned by FTS North Carolina, Inc., which in turn is 100 percent owned by WBRC and WGHP Holdings Corp., which in turn is 100 percent owned by FTH. Pursuant to the proposed transaction, WGHP License, Inc. and each of FTS North Carolina, Inc. and WBRC and WGHP Holdings Corp. will be merged with and into FTS. At the conclusion of the transaction, each of FTS and WGHP(TV) will continue to be owned and controlled by FTH.

Both FTS and WGHP(TV) will continue to be ultimately owned and controlled by News Corporation, which owns 100 percent of the issued and outstanding

---

<sup>1</sup> FTH owns 94.43 percent of FTS’ issued and outstanding stock; the remaining 5.57 percent of FTS’ stock is held by a wholly-owned subsidiary of News Corporation, a publicly-traded Delaware corporation that – through other intervening subsidiaries – also is the 100 percent owner of FTH.

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 ownership reports for WGHP(TV) on file with the Commission (as of January 29, 2007).

News Corporation is considering the sale of WGHP(TV) to a third party (and if so, will file an appropriate application for assignment of license with the Commission). The proposed assignment is necessary to facilitate any potential sale, and for tax planning purposes.<sup>2</sup>

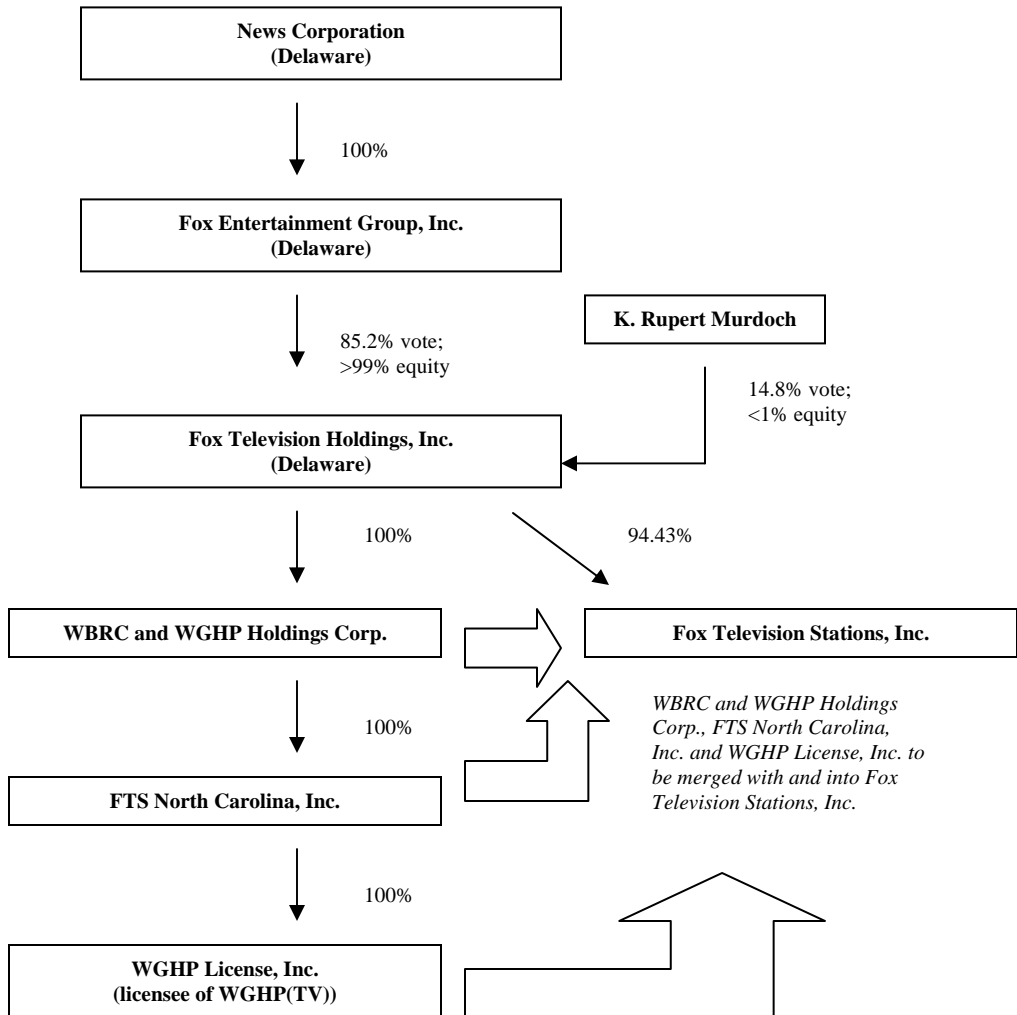
Attached as part of this Exhibit No. 10 are copies of: (i) the form of the Unanimous Written Consent of the Board of Directors of FTS, authorizing the mergers described herein (which Written Consent will be executed by the members of the Board prior to consummation); and (ii) the Restated Certificate of Incorporation of FTS, as filed with the Delaware Secretary of State's Office, authorizing the issuance of additional shares of FTS.

---

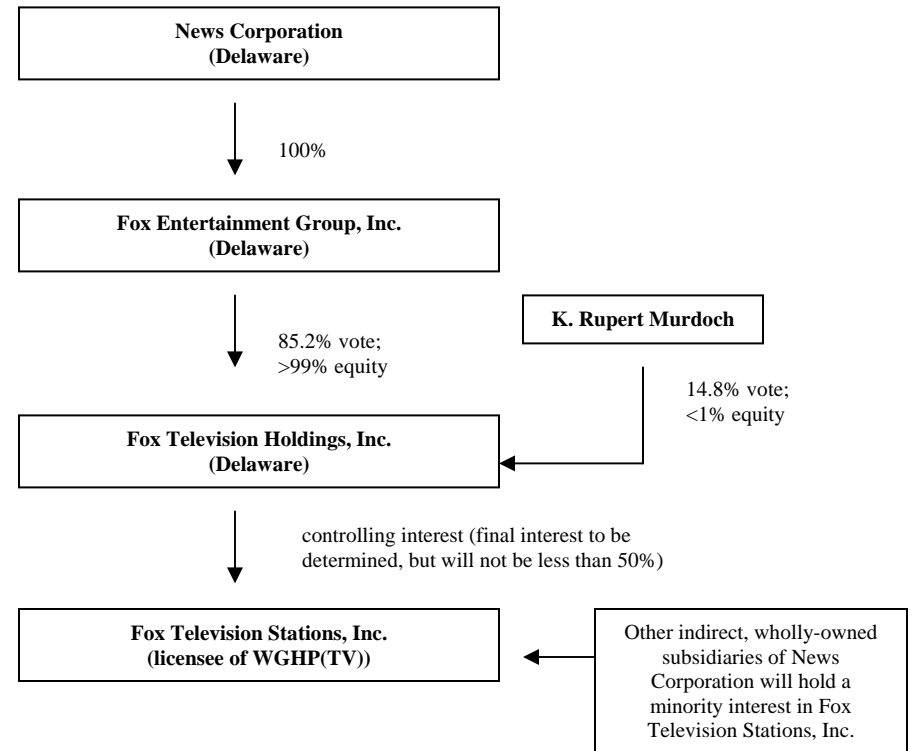
<sup>2</sup> FTS is contemporaneously herewith filing additional applications on FCC Form 316 to effectuate the *pro forma* assignments of license (or transfer of control) to FTS of several additional stations currently licensed to other subsidiaries of FTH.

## SCHEDULE A

*Before*



*After*



**UNANIMOUS WRITTEN CONSENT**  
**OF THE**  
**BOARD OF DIRECTORS**  
**OF**  
**FOX TELEVISION STATIONS, INC.**

The undersigned, being all the members of the Board of Directors of Fox Television Stations, 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 July, 2007.

\_\_\_\_\_  
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 World Communications of Ohio, Inc., a Delaware corporation (“**NWC Ohio**”) 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 (“**Ohio Merger I**”); and

**WHEREAS**, it is declared advisable and in the best interest of the Corporation that WJW License, Inc., a Delaware corporation (“**WJW**”) 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 (“**Ohio Merger II**”); and

**WHEREAS**, it is declared advisable and in the best interest of the Corporation that New World Communications of Milwaukee, Inc., a Delaware corporation (“**NWC Milwaukee**”) 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 (“**Milwaukee Merger I**”); and

**WHEREAS**, it is declared advisable and in the best interest of the Corporation that WITI License, Inc., a Delaware corporation (“**WITI**”) 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 (“**Milwaukee Merger II**”); and

**WHEREAS**, it is declared advisable and in the best interest of the Corporation that New World Communications of St. Louis, Inc., a Missouri corporation (“**NWC St. Louis**”) be merged with and into the Corporation pursuant to Section 252(a) of the Delaware General Corporation Law, with the Corporation as the surviving entity (“**St. Louis Merger I**”); and

**WHEREAS**, it is declared advisable and in the best interest of the Corporation that KTVI License, Inc., a Nevada corporation (“**KTVI**”) be merged with and into the Corporation pursuant to Section 252(a) of the Delaware General Corporation Law, with the Corporation as the surviving entity (“**St. Louis Merger II**”); and

**WHEREAS**, it is declared advisable and in the best interest of the Corporation that Fox Television Stations of Birmingham, Inc., a Delaware corporation (“**FTS Birmingham**”) 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 (“**Birmingham Merger I**”); and

**WHEREAS**, it is declared advisable and in the best interest of the Corporation that WBRC License, Inc., a Delaware corporation (“**WBRC**”) 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 (“**Birmingham Merger II**”); and

**WHEREAS**, it is declared advisable and in the best interest of the Corporation that WBRC and WGHP Holdings, Corp., a Delaware corporation (“**Holdings**”) 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 (“**North Carolina Merger I**”); and

**WHEREAS**, it is declared advisable and in the best interest of the Corporation that FTS North Carolina, Inc., a Delaware corporation (“**FTS North Carolina**”) 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 (“**North Carolina Merger II**”); and

**WHEREAS**, it is declared advisable and in the best interest of the Corporation that WGHP License, Inc., a Delaware corporation (“**WGHP**”) 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 (“**North Carolina Merger III**”); and

**WHEREAS**, it is declared advisable and in the best interest of the Corporation to issue shares of common stock of the Corporation to NWC Acquisition Corporation, a Delaware corporation (“**NWC Acquisition**”) in exchange for shares of New World Communications of Kansas City, Inc. (“**NWC Kansas**”), a Delaware corporation, common stock pursuant to that certain Share Exchange Agreement, by and between the Corporation and NWC Kansas (the “**Kansas Share Exchange Agreement**”).

**NOW THEREFORE, IT IS**

**RESOLVED**, that the form, terms and provisions of that certain Agreement of Merger, by and between the Corporation and NWC Ohio (“**Ohio Merger I Agreement**”), substantially in the form delivered to the Board of Directors (the “**Board**”), pursuant to which the Corporation shall be merged with NWC Ohio so that the separate existence of NWC Ohio 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 Ohio Merger Agreement I; and it is further

**RESOLVED**, that the form, terms and provisions of that certain Agreement of Merger, by and between the Corporation and WJW (“**Ohio Merger II Agreement**”), substantially in the form delivered to the Board, pursuant to which the Corporation shall be merged with WJW so that the separate existence of WJW 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 Ohio Merger II Agreement; and it is further

**RESOLVED**, that the form, terms and provisions of that certain Agreement of Merger, by and between the Corporation and NWC Milwaukee (“**Milwaukee Merger I Agreement**”), substantially in the form delivered to the Board, pursuant to which the Corporation shall be merged with NWC Milwaukee so that the separate existence of NWC Milwaukee 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 Milwaukee Merger I Agreement; and it is further

**RESOLVED**, that the form, terms and provisions of that certain Agreement of Merger, by and between the Corporation and WITI (“**Milwaukee Merger II Agreement**”), substantially in the form delivered to the Board, pursuant to which the Corporation shall be merged with WITI so that the separate existence of WITI 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 Milwaukee Merger II Agreement; and it is further

**RESOLVED**, that the form, terms and provisions of that certain Agreement of Merger, by and between the Corporation and NWC St. Louis (“***St. Louis Merger I Agreement***”), substantially in the form delivered to the Board, pursuant to which the Corporation shall be merged with NWC St. Louis so that the separate existence of NWC St. Louis 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 St. Louis Merger I Agreement; and it is further

**RESOLVED**, that the form, terms and provisions of that certain Agreement of Merger, by and between the Corporation and KTVI (“***St. Louis Merger II Agreement***”), substantially in the form delivered to the Board, pursuant to which the Corporation shall be merged with KTVI so that the separate existence of KTVI 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 St. Louis Merger II Agreement; and it is further

**RESOLVED**, that the form, terms and provisions of that certain Agreement of Merger, by and between the Corporation and FTS Birmingham (“***Birmingham Merger I Agreement***”), substantially in the form delivered to the Board, pursuant to which the Corporation shall be merged with FTS Birmingham so that the separate existence of FTS Birmingham 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 Birmingham Merger I Agreement; and it is further

**RESOLVED**, that the form, terms and provisions of that certain Agreement of Merger, by and between the Corporation and WBRC (“***Birmingham Merger II Agreement***”), substantially in the form delivered to the Board, pursuant to which the Corporation shall be merged with WBRC so that the separate existence of WBRC 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 Birmingham Merger II Agreement; and it is further

**RESOLVED**, that the form, terms and provisions of that certain Agreement of Merger, by and between the Corporation and Holdings (“***North Carolina Merger I Agreement***”), substantially in the form delivered to the Board, pursuant to which the Corporation shall be merged with Holdings so that the separate existence of Holdings 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 North Carolina Merger I Agreement; and it is further

**RESOLVED**, that the form, terms and provisions of that certain Agreement of Merger, by and between the Corporation and FTS North Carolina (“***North Carolina Merger II Agreement***”), substantially in the form delivered to the Board, pursuant to which the Corporation shall be merged with FTS North Carolina so that the separate existence of FTS North Carolina

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 North Carolina Merger II Agreement; and it is further

**RESOLVED**, that the form, terms and provisions of that certain Agreement of Merger, by and between the Corporation and WGHP (“*North Carolina Merger III Agreement*”, and together with Ohio Merger I Agreement, Ohio Merger II Agreement, Milwaukee I Merger Agreement, Milwaukee II Merger Agreement, St. Louis Merger I Agreement, St. Louis Merger II Agreement, Birmingham Merger I Agreement, Birmingham Merger II Agreement, North Carolina Merger I Agreement and North Carolina Merger II Agreement, collectively, the “*Merger Agreements*”), substantially in the form delivered to the Board, pursuant to which the Corporation shall be merged with WGHP so that the separate existence of WGHP 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 North Carolina Merger III Agreement; and it is further

**RESOLVED**, that the form, terms and provisions of the Kansas Share Exchange Agreement, substantially in the form delivered to the Board, pursuant to which shares of common stock of the Corporation shall be issued to NWC Acquisition in exchange for shares of NWC Kansas common stock, 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 Kansas Share Exchange 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 and the Kansas Share Exchange Agreement in substantially the forms 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 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 file with the Secretary of State of each applicable state those certain Certificates of Merger in substantially the forms 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 filing 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.

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "FOX TELEVISION STATIONS, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 2007, AT 10:35 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2961545 8100

070766937

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5805157

DATE: 06-29-07

**RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
FOX TELEVISION STATIONS, INC.**

Fox Television Stations, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation (hereinafter referred to as the "Corporation") is "Fox Television Stations, Inc."

2. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on October 29, 1998.

3. This Restated Certificate of Incorporation has been duly adopted in accordance with Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of the Corporation, as heretofore amended and restated, is hereby amended and restated to read in its entirety as follows:

**FIRST.** The name of the corporation is Fox Television Stations, Inc. (the "Corporation").

**SECOND.** The name and address, including street number, city and county of the registered office of the Corporation in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, Delaware 19805.

**THIRD.** The purpose of the Corporation shall be to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH.** The Corporation shall have the authority to issue Three Thousand (3,000) shares of Common Stock with a par value of Sixty Dollars (\$60.00) per share. Said Common Stock shall only be owned by, and shall only be recorded on the books and records of the Corporation in the name of persons or entities that are citizens of, or incorporated entities formed in, the United States, and would not otherwise, in the determination of the Board of Directors, disqualify the Corporation or any subsidiary of the Corporation under Section 310 of the Communications Act of 1934, as amended (or a successor to such Act) from being issued a television broadcast license by the United States Federal Communications Commission.

**FIFTH.** The Board of Directors of the Corporation is authorized to adopt, amend or repeal the By-laws of the Corporation.

**SIXTH.** No director of the Corporation shall be liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, provided that

his provision does not eliminate the liability of the director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 13 of the Delaware Code, or (iv) for any transaction from which the director derived an improper personal benefit. For purposes of the prior sentence, the term "damages" shall, to the extent permitted by law, include without limitation, any judgment, fine amount paid in settlement, penalty, punitive damages, excise or other tax assessed with respect to an employee benefit plan, or expense of any nature (including, without limitation, counsel fees and disbursements). Each person who serves as a director of the Corporation while this Article SIXTH is in effect shall be deemed to be doing so in reliance on the provisions of this Article SIXTH, and neither the amendment or repeal of this Article SIXTH, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article SIXTH, shall apply to or have any effect on the liability or alleged liability of any director at the Corporation for, arising out of, based upon, or in connection with any acts or omissions of such director occurring prior to such amendment, repeal, or adoption of an inconsistent provision. The provisions of this Article SIXTH are cumulative and shall be in addition to and independent of any and all other limitations on or eliminations of the liabilities of directors of the Corporation, as such, whether such limitation or eliminations arise under or are created by any law, rule regulation, by-law, agreement, vote of shareholders or disinterested directors, or otherwise.

**IN WITNESS WHEREOF**, Fox Television Stations, Inc. has caused this Restated Certificate of Incorporation to be signed by its ~~Senior Executive Vice President~~ this 29<sup>th</sup> day of June 2007.

Fox Television Stations, Inc.

By: 

Name: Lawrence A. Jacobs

Title: Senior Executive Vice President