

**EXHIBIT NO. 10
FCC Form 316
Section III, Paragraph 5**

This application seeks FCC consent to the involuntary transfer of control of Benedek License Corporation ("BLC"), licensee of the television stations listed in Section II, paragraph 5, and its immediate parent Benedek Broadcasting Corporation ("BBC") from their ultimate parent Stations Holding Company, Inc. ("Stations Holding") to Stations Holding Company, Inc., as Debtor in Possession ("Stations Holding DIP").

Mr. A. Richard Benedek is the single majority shareholder of Stations Holding, a Delaware corporation.¹ Stations Holding owns 100% of the issued and outstanding shares of BBC, a Delaware corporation. BBC owns 100% of the issued and outstanding shares of licensee BLC, a Delaware corporation. On March 22, 2002, Stations Holding filed a voluntary petition under Chapter 11 of the federal Bankruptcy Code in the Bankruptcy Court for the District of Delaware to attempt to restructure its financial obligations through a plan of

¹ Of the 7,400,000 outstanding shares of Class B common stock (10 votes per share), Mr. Benedek holds 6,467,600 shares or 87.4%. The only other shareholders with a 5% or greater voting interest in Stations Holding are Stephen D. Benedek, Vice President-Planning and Technology and a director (and the son of the single majority shareholder), and Mr. K. James Yager, President, COO and a director.

reorganization.² Stations Holding's subsidiaries BBC and BLC are not themselves in Chapter 11 bankruptcy. The instant application, therefore, is necessitated by the contemplated change, occasioned by the filing of the Chapter 11 bankruptcy petition, in the legal status of parent company Stations Holding to Stations Holding DIP. (Annex A contains a Before/After diagram.) During the bankruptcy proceeding, Stations Holding DIP will continue to manage and operate its business as Debtor-in-Possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. Mr. A. Richard Benedek remains the single majority shareholder; Mr. K. James Yager continues as President, COO and a director; and the board of directors continue to direct the affairs of the company through existing management.

As the transaction involves an involuntary change of control occasioned by bankruptcy (and does not involve any substantial change in *de jure* or *de facto* ownership or control), it is properly filed pursuant to the FCC's rules.

² Despite diligent efforts including many weeks of intense discussions with certain holders of Stations Holding's debt and other constituencies, Stations Holding has been unable to obtain adequate concessions or additional liquidity in an amount sufficient to avert a Chapter 11 filing.