

**DESCRIPTION OF THE TRANSACTION
AND PARTIES TO THE APPLICATION**

I. Description of *Pro Forma* Assignment

This application seeks consent of the Federal Communications Commission (“Commission”) to the *pro forma* assignment of television station KBWB(TV), San Francisco, California from KBWB License, Inc. (“Licensee”) to KBWB License, Inc., Debtor-in-Possession (“Assignee”). On December 11, 2006, Licensee – along with KBWB, Inc, Granite Broadcasting Corporation (“Granite”) and certain of Granite’s subsidiaries¹ – submitted voluntary petitions (“Petitions”) for bankruptcy to the United States Bankruptcy Court for the Southern District of New York (“Bankruptcy Court”) seeking to reorganize under Chapter 11 of the U.S. Bankruptcy Code. *See In re Granite Broadcasting Corporation, et al.*, Case Numbers 06-12984, *et al.* (Chapter 11) (Bankr. D. NY). The Petitions, copies of which are attached hereto, seek bankruptcy protection for Granite and certain of its subsidiaries, including Licensee and KBWB, Inc. Attachments 1 and 2 to this Exhibit depict Licensee’s ownership structure before and after the *pro forma* assignment for which FCC consent is sought herein.

The proposed *pro forma* assignment does not effect a substantial change in the control of Licensee, as the officers, directors, and shareholders of Licensee remain unchanged following the filing of the Petitions. Moreover, Mr. W. Don Cornwell continues to control Licensee, KBWB, Inc., and Granite, each as a debtor-in-possession, subject to the jurisdiction and oversight of the Bankruptcy Court. Accordingly, use of FCC Form 316 is appropriate for the described transaction.

Similar applications are being filed simultaneously herewith for the following commercial television stations controlled by Granite:²

<i>Licensee</i>	<i>Call Sign</i>	<i>Facility ID</i>	<i>Community of License</i>	<i>Type of Application</i>
WBNG License, Inc.	WBNG	23337	Binghamton, NY	Transfer
WKBW-TV License, Inc.	WKBW-TV	54176	Buffalo, NY	Transfer
WXON License, Inc.	WMYD	74211	Detroit, MI	Assignment
KBJR License, Inc.	KBJR-TV	33658	Superior, WI	Transfer

¹ In addition to Licensee and KBWB, Inc, the following subsidiaries of Granite also have submitted voluntary petitions for bankruptcy to the Bankruptcy Court seeking Chapter 11 protection: (i) WXON, Inc. (Case No. 06-12987); (ii) WXON License, Inc., licensee of WMYD(TV), Detroit, Michigan (Case No. 06-12988); and (iii) WEEK-TV License, Inc., licensee of WEEK-TV, Peoria, Illinois (Case No. 06-12985) (collectively, the “Granite DIPs”).

² Applications also are being filed with the International Bureau and Wireless Bureau seeking Commission consent to the *pro forma* transfer of control of certain Granite subsidiaries or the *pro forma* assignment of FCC authorizations held by certain of the Granite DIPs.

<i>Licensee</i>	<i>Call Sign</i>	<i>Facility ID</i>	<i>Community of License</i>	<i>Type of Application</i>
Channel 11 License, Inc.	KRII	82698	Chisholm, MN	Transfer
WEEK-TV License, Inc.	WEEK-TV	24801	Peoria, IL	Assignment
KSEE License, Inc.	KSEE	35594	Fresno, CA	Transfer
WISE-TV License, LLC	WISE-TV	13960	Fort Wayne, IN	Transfer
WTVH License, Inc.	WTVH	74151	Syracuse, NY	Transfer

II. Parties to the Application

Information on the (1) name and address; (2) citizenship; (3) positional interest; (4) percentage of votes; and (5) percentage of total assets (equity plus debt) of KBWB License, Inc., Debtor-in-Possession, the proposed assignee, and all parties holding an attributable interest in the proposed assignee is set forth in the below tables. Except to the extent that Granite or its subsidiaries are operating as debtors-in-possession pursuant to the Petitions, the information presented below also applies to Licensee and its direct and indirect parent companies prior to the involuntary *pro forma* assignment for which Commission approval is sought.

A. KBWB License, Inc., Debtor-in-Possession is the proposed assignee. The officers, directors, and shareholders of KBWB License, Inc., Debtor-in-Possession are as follows:

1. Name and Address	2. Citizenship	3. Positional Interest	4. % of Total Votes	5. % of Total Assets
KBWB License, Inc., Debtor-in-Possession 767 Third Avenue 34th Floor New York, NY 10017	U.S.	Assignee	N/A	N/A
KBWB, Inc., Debtor-in- Possession 767 Third Avenue 34th Floor New York, NY 10017	U.S.	Sole Shareholder	100%	100%
W. Don Cornwell 192 Columbia Heights Brooklyn, NY 11201	U.S.	Chairman, Director	0%	0%
Lawrence I. Wills 148 Stone Avenue White Plains, NY 10603	U.S.	Vice President, Secretary and Treasurer	0%	0%
Andrea Pagliughi Granite Broadcasting Corporation, Debtor-in- Possession	U.S.	Assistant Secretary	0%	0%

1. Name and Address	2. Citizenship	3. Positional Interest	4. % of Total Votes	5. % of Total Assets
767 Third Avenue 34th Floor New York, NY 10017				

B. KBWB, Inc., Debtor-in-Possession is the sole shareholder of KBWB License, Inc., Debtor-in-Possession, the proposed assignee. The officers, directors, and shareholders of KBWB, Inc., Debtor-in-Possession are as follows:

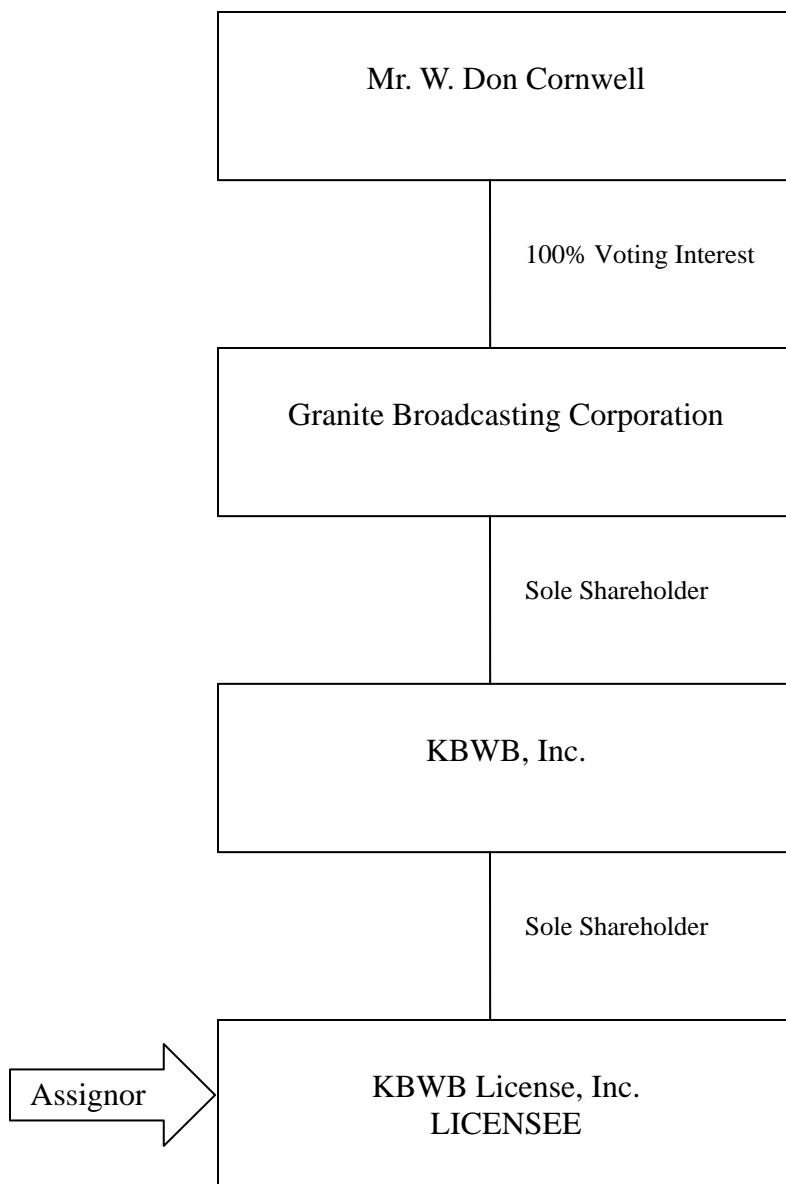
1. Name and Address	2. Citizenship	3. Positional Interest	4. % of Total Votes	5. % of Total Assets
Granite Broadcasting Corporation, Debtor-in-Possession 767 Third Avenue 34th Floor New York, NY 10017	U.S.	Sole Shareholder	100%	100%
W. Don Cornwell 192 Columbia Heights Brooklyn, NY 11201	U.S.	Chairman, Director	0%	0%
Lawrence I. Wills 148 Stone Avenue White Plains, NY 10603	U.S.	Vice President, Secretary and Treasurer	0%	0%
Andrea Pagliughi c/o Granite Broadcasting Corporation, Debtor-in-Possession 767 Third Avenue 34th Floor New York, NY 10017	U.S.	Assistant Secretary	0%	0%

C. Granite Broadcasting Corporation, Debtor-in-Possession is the sole shareholder of KBWB, Inc., Debtor-in-Possession. The officers, directors, and shareholders of Granite Broadcasting Corporation, Debtor-in-Possession are as follows:

1. Name and Address	2. Citizenship	3. Positional Interest	4. % of Total Votes	5. % of Total Assets
W. Don Cornwell 192 Columbia Heights Brooklyn, NY 11201	U.S.	Chairman, Chief Executive Officer, and Director	100%	0%
Lawrence I. Wills 148 Stone Avenue White Plains, NY 10603	U.S.	Senior Vice President, Chief Financial Officer	0%	0%
John Deushane Granite Broadcasting Corporation, Debtor-in- Possession 767 Third Avenue 34th Floor New York, NY 10017	U.S.	Chief Operating Officer	0%	0%
Andrea Pagliughi Granite Broadcasting Corporation, Debtor-in- Possession 767 Third Avenue 34th Floor New York, NY 10017	U.S.	Assistant Secretary	0%	0%
Edward Dugger, III 54 Burroughs Street Boston, MA 02130	U.S.	Director	0%	0%
James L. Greenwald 510 Park Ave., Apt. 15B New York, NY 10022	U.S.	Director	0%	0%
Thomas R. Settle 9 East 96th Street New York, NY 10128	U.S.	Director	0%	0%
Charles J. Hamilton, Jr. 11 Salem Drive Scarsdale, NY 10583	U.S.	Director	0%	0%
M. Fred Brown 831 Longridge Road Oakland, CA 94610	U.S.	Director	0%	0%
Veronica Pollard 895 West End Ave. New York, NY 10025	U.S.	Director	0%	0%

1. Name and Address	2. Citizenship	3. Positional Interest	4. % of Total Votes	5. % of Total Assets
Eugene I. Davis Granite Broadcasting Corporation, Debtor-in- Possession 767 Third Avenue 34th Floor New York, NY 10017	U.S.	Director	0%	0%
Kirk W. Aubry Granite Broadcasting Corporation, Debtor-in- Possession 767 Third Avenue 34th Floor New York, NY 10017	U.S.	Director	0%	0%

ATTACHMENT 1: CURRENT OWNERSHIP STRUCTURE



ATTACHMENT II: PROPOSED STRUCTURE

