

EXHIBIT 5

Description of Transaction

This application requests the consent of the Commission for the *pro forma* transfer of control of the indirect wholly owned and controlled broadcast licensee subsidiaries of Granite Broadcasting Corporation (“**GBC**”). As a result of the transaction,

- GBC would be replaced in the control structure by a new limited liability company, Granite Broadcasting LLC, which would continue to be controlled by SP Granite LLC, with the present stockholders of GBC holding membership interests in Granite Broadcasting LLC proportional to their current stockholdings in GBC and with the control of SP Granite LLC remaining unchanged; and
- GBC’s direct wholly owned subsidiary KBWB, Inc., the direct parent company of KBWB, License, Inc., the licensee of KOFY-TV, San Francisco, California, will convert from being a corporation to being a limited liability company (“**KBWB LLC**”) pursuant to the Delaware conversion statute.
- GBC’s indirect wholly owned licensee subsidiaries KBWB, License, Inc., the licensee of KOFY-TV, San Francisco, California, and WTVH License, Inc., licensee of WTVH(TV), Syracuse, New York, each will convert from being a corporation to being a limited liability company pursuant to the Delaware conversion statute, with the converted entities to be named, respectively, KBWB License LLC and WTVH License LLC.

Proposed Changes Requiring Prior *Pro Forma* Consent: At present, GBC is controlled by SP Granite LLC, which owns and votes 74% of the issued and outstanding stock of GBC. Two of GBC’s direct wholly owned subsidiaries, in turn, have a wholly owned subsidiary that holds a television broadcast license, as follows:

- GBC’s direct wholly owned subsidiary WTVH, LLC wholly owns and controls WTVH License, Inc., the licensee of WTVH (TV), Syracuse, New York (FCC Facilities ID No. 74151); and
- GBC’s direct wholly owned subsidiary KBWB, Inc. wholly owns and controls KBWB License, Inc., the licensee of KOFY-TV, San Francisco, California (FCC Facilities ID No. 51189).

The attached charts show the ownership and control of KOFY-TV and WTVH (TV) before and after the proposed *pro forma* transfers of control and *pro forma* assignments of licenses.

- **Substitution of New Limited Liability Company for GBC: Transfer of control from Granite Broadcasting Corporation to Granite Broadcasting LLC**

Upon the distribution of the common units of Granite Broadcasting LLC (the “*Granite LLC Units*”) to the stockholders of GBC (the “*Spinoff*”), no GBC stockholder will be entitled to vote the Granite LLC Units and each GBC stockholder will be subject to the standard insulation provisions in the Granite Broadcasting LLC operating agreement, so that each would be non-voting insulated limited liability company members in Granite Broadcasting LLC. Those GBC stockholders that the Commission previously has passed upon as attributable stockholders of GBC, however, will acquire the right to vote their Granite LLC Units immediately upon receipt of their interests, giving them attributable, non-insulated voting membership interests.

SP Granite LLC, which owns and votes a 74% stock interest in GBC and is GBC’s present single-majority, controlling stockholder, is the only GBC stockholder that previously has been passed upon by the Commission. Accordingly, SP Granite LLC will have the right to vote its Granite LLC Units, so its Granite LLC Units will represent non-insulated voting (and controlling) interests in Granite Broadcasting LLC at the outset. As a result, SP Granite LLC will hold at least 74% of the voting rights in Granite Broadcasting LLC and will control Granite Broadcasting LLC’s indirect broadcast licensee subsidiaries (which are currently indirect broadcast license subsidiaries of GBC) through Granite Broadcasting LLC, just as it controls them now through its control of GBC. Other current GBC stockholders will not have voting rights with respect to their Granite LLC Units and will be subject to the insulation provisions of the Granite Broadcasting LLC operating agreement, unless and until they elect to demonstrate, and successfully demonstrate, that they are qualified to hold an attributable interest in Granite Broadcasting LLC in compliance with all applicable Commission rules and policies and without adversely affecting the compliance of Granite Broadcasting LLC and its licensee subsidiaries.

- **Conversion of KBWB, Inc. from Corporation to Limited Liability Company: Transfer of control from KBWB, Inc. to KBWB LLC:**

By separate application, the parties also seek authority to convert KBWB, Inc., the parent company of GBC’s present licensee subsidiary KBWB License, Inc., into a limited liability company to be named KBWB LLC. The conversion of KBWB, Inc., into KBWB LLC will take place pursuant to a Delaware statute permitting the conversion of a corporation to a limited liability company through a filing with the Office of the Secretary of State of the State of Delaware (the “*Conversion*”).

- **Conversion of KBWB License, Inc. from Corporation to Limited Liability Company: Assignment of License from KBWB License, Inc. to KBWB License LLC; and**
- **Conversion of WTVH License, Inc. from Corporation to Limited Liability Company: Transfer of control from WTVH License, Inc. to WTVH License LLC:**

By separate application, the parties also seek authority through pro forma applications for consent to the assignment of licenses to convert GBC's two present licensee subsidiaries from corporations to limited liability companies pursuant to a Delaware statute permitting the conversion of a corporation to a limited liability company through a filing with the Office of the Secretary of State of the State of Delaware (the "*Licensee Conversions*"). Following the conversion,

- KBWB License, Inc., licensee of KOFY-TV, will become KBWB License LLC; and
- WTVH License, Inc., licensee of WTVH(TV), will become WTVH License LLC.

Eligibility for *Pro Forma* Procedures: The proposed transfer of control qualifies for *pro forma* treatment. The transaction will not result in any change of ultimate control. SP Granite LLC, which now controls GBC and, through GBC, GBC's licensee subsidiaries through their respective parent companies, will control the licensee subsidiaries of Granite Broadcasting, LLC in the same pattern, with wholly owned KBWB LLC converted into KBWB, Inc. and the present licensee corporate subsidiaries converted into limited liability company subsidiaries. The Commission previously has passed upon the qualifications of SP Granite LLC to control KOFY-TV and WTVH (TV). *See* FCC File No. BTCCT - 20070214ABB *et al.*

Attributable Parties:

The address and contact information for SP Granite LLC is 2 Greenwich Plaza, Greenwich, CT 08630.

The address for Granite Broadcasting LLC, Granite Broadcasting Corporation, WTVH, LLC, WTVH License, Inc., KBWB LLC and KBWB License, Inc. is 767 Third Avenue, 34 Floor, New York, New York, 10017.

Until the Spinoff, Granite Broadcasting LLC will be wholly-owned and managed by GBC. Immediately prior to the Spinoff, the members of the Board of Directors of Granite Broadcasting LLC will be the same as the Board of Directors of GBC, the members of which are: Peter Markham, Anthony DiNello, David Reganato, and Patrick Dyson. The following address may be used for each of these individuals: 767 Third Avenue, 34 Floor, New York, New York, 10017.

Upon consummation of the Conversion, and the Licensee Conversions, Peter Markham and David Reganato, currently the members of the Board of Directors of KBWB, Inc., KBWB License, Inc. and WTVH License, Inc. will be the members of the Board of Directors of KBWB LLC, KBWB License LLC, and WTVH License LLC. The following address may be used for each of these individuals: 767 Third Avenue, 34 Floor, New York, New York, 10017.

Transaction Documents: The *pro forma* changes in ownership and voting rights resulting from the transactions described in this application affect only the existing investors in Granite Broadcasting LLC. No new outside third party will acquire any interest in KOFY-TV or WTVH (TV) as a result of the proposed transaction. Because the application proposes what is essentially an internal reorganization substituting a limited liability company for each of four corporations with no change in ultimate percentage ownership by existing investors, there is no comprehensive transaction agreement. Anticipated transaction documents principally would consist of documentation of the various steps to implement the transaction described above (some of which would be delivered to GBC stockholders), organizational documents associated with the two new limited liability companies, and filings with the Delaware Secretary of State's office to implement the transaction. The parties anticipate filing with the Commission copies of any documents created in connection with the transaction that are required to be filed pursuant to Section 73.3613 of the Commission's Rules, subject to customary protections for confidential business information.

**Pro Forma Reorganization of
Granite Ownership**
Prior to Consummation

**Non-
Attributable
Shareholders**

SP Granite LLC

26%
Ownership
and Voting
Rights

74%
Ownership
and Voting
Rights

Granite Broadcasting Corporation

100%
Ownership
and Control

100%
Ownership
and Control

KBWB, Inc.

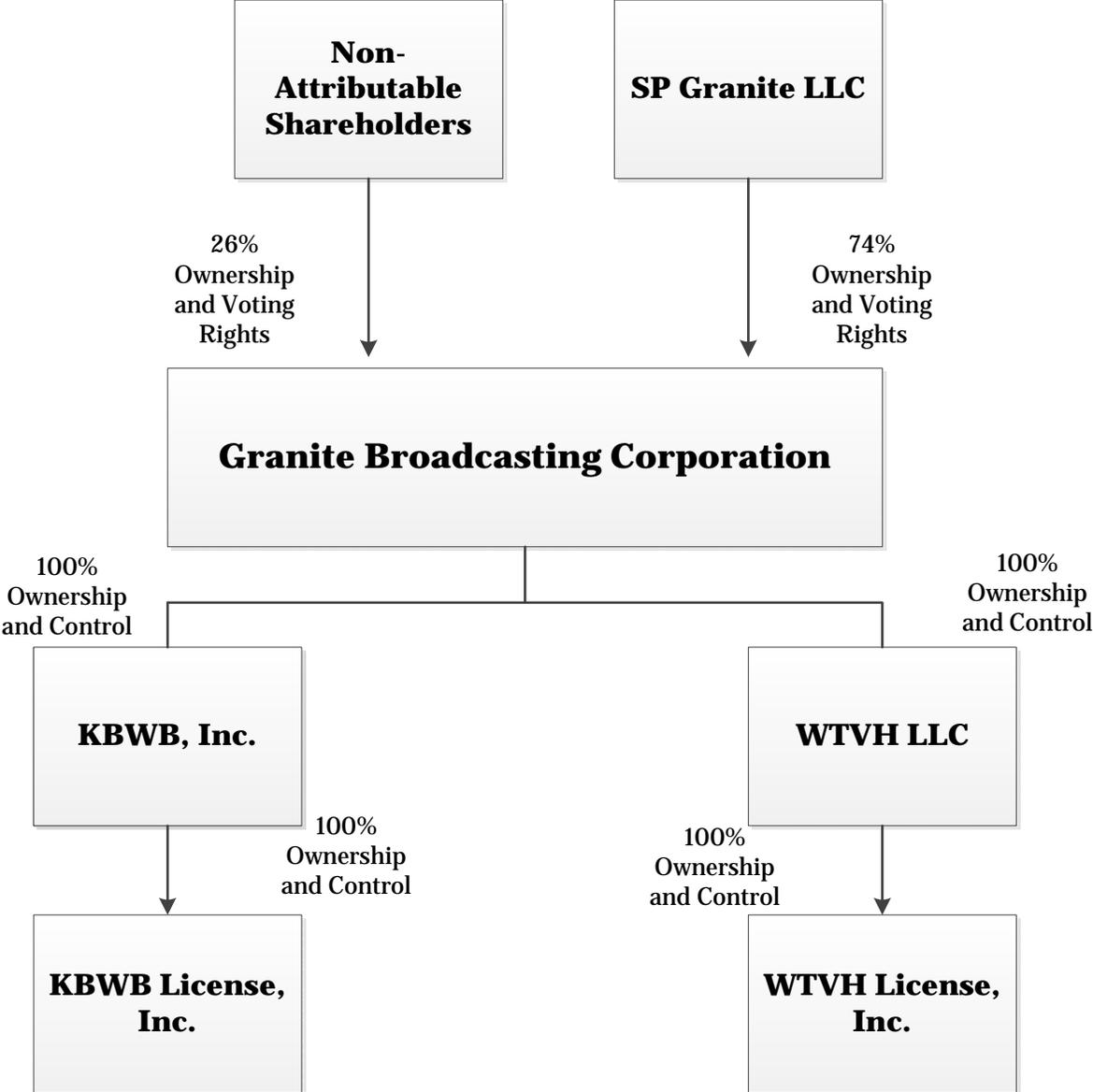
WTVH LLC

100%
Ownership
and Control

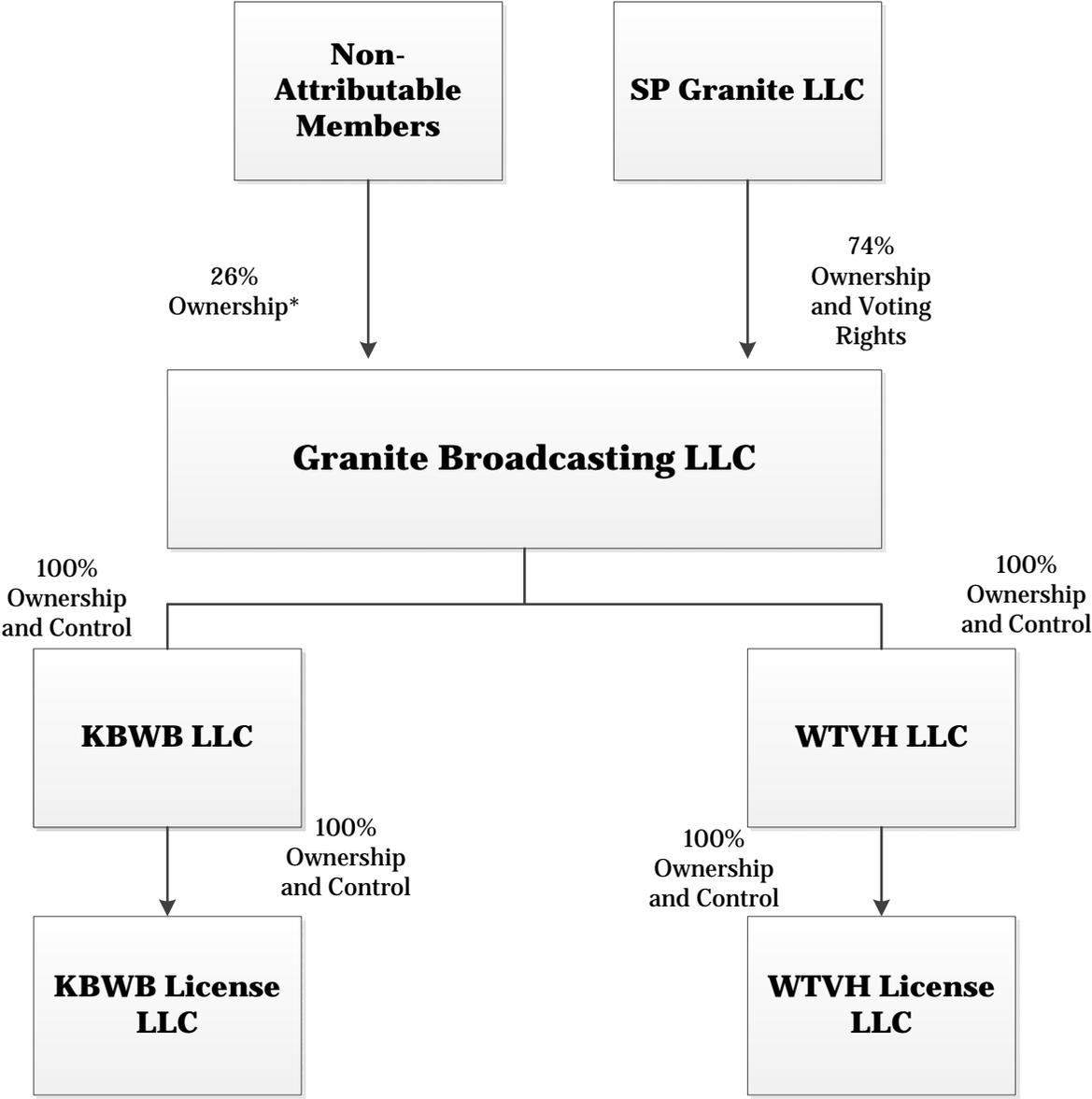
100%
Ownership
and Control

**KBWB License,
Inc.**

**WTVH License,
Inc.**



**Pro Forma Reorganization of
Granite Ownership**
Post-Consummation



*Members other than SP Granite LLC will be subject to insulation under the Commission's criteria and will remain as insulated, non-voting members until and unless they elect to demonstrate their qualifications to hold an attributable interest in Granite Broadcasting LLC. Accordingly, 74% is the minimum percentage of the voting rights in Granite Broadcasting LLC that SP Granite will exercise.