

Exhibit 10DESCRIPTION OF PRO FORMA TRANSACTIONS

The *pro forma* transactions proposed herein are related to the following commonly owned broadcast television stations (and their related earth stations and broadcast auxiliary stations):

KWTV(TV), Oklahoma City, OK, Facility ID No. 25382 (“KWTV”)

KOTV(TV), Tulsa, OK, Facility ID No. 35434 (“KOTV”)

KQCW-TV, Muskogee, OK, Facility ID No. 78322 (“KQCW”)

Pursuant to an internal restructuring plan being implemented for business and tax planning purposes, the current licensee subsidiaries will be dissolved and replaced by new licensee subsidiaries, upon receipt of all required Commission approvals. **The following describes the restructuring plan and demonstrates that there will be no change in the ultimate ownership or control of the stations.**

For administrative convenience, diagrams indicating the current ownership structure and the proposed ownership structure are provided at the end of this Exhibit.

The Current Ownership Structure

KWTV is currently licensed to Griffin Entities, L.L.C. (“Griffin Entities”). Griffin Entities is owned 65.2% by Kelley Holdings, Inc. and 34.8% by Grefleet, Inc. Kelley Holdings, Inc. is 100% owned by Griffin Capital Corporation. Griffin Capital Corporation is owned 69.39% by David F. Griffin Trust #1, 15.22% by Grace Holly Griffin GST Exempt 2004 Family Trust, and 15.22% by John Wilkinson Griffin GST Exempt 2004 Family Trust. Grefleet, Inc. is 100% owned by Griffin Holdings, Inc. Griffin Holdings, Inc. is 86.5% owned by John Watson Griffin Trust 1 and 13.5% by John W. Griffin Irrevocable Children's Trust.

KOTV and KQCW are currently licensed to Griffin Licensing, L.L.C. (“Griffin Licensing”). Griffin Licensing is owned 65.2% by David F. Griffin and 34.8% by John W. Griffin, as individuals. David and John Griffin are brothers.

Griffin Communications, L.L.C. is owned 65.2% by Griffin Capital Corporation and 34.8% by Griffin Holdings, Inc. Griffin Communications, L.L.C. also owns 99.49% of Oklahoma Community Television, L.L.C., the licensee of thirty-eight Oklahoma translator stations.

The members, managers and officers of Griffin Entities, L.L.C. are:

Kelley Holdings, Inc., Member
Grefleet, Inc. Member
David F. Griffin, Member, Manager and President
Steve P. Foerster, Vice President
Joyce Reed, Vice President
Ted W. Strickland, Vice President and CFO
Terry Alexander, Secretary
Garry Hills, Assistant Secretary

The members, manager and officers of Griffin Licensing, L.L.C. are:

David F. Griffin, Member, Manager and President
John W. Griffin, Member
Steve P. Foerster, Vice President
Joyce Reed, Vice President
Ted W. Strickland, Vice President and CFO
Terry Alexander, Secretary
Garry Hills, Assistant Secretary

The officers and directors of Kelley Holdings, Inc. are:

David F. Griffin, Chairman of the Board and President
Kirsten Griffin, Director and Vice President
Steve P. Foerster, Director and Vice President
Ted W. Strickland, Director, Vice President and CFO
Garry Hills, Director and Assistant Secretary
Terry Alexander, Secretary

The officers and directors of Grefleet, Inc. are:

John W. Griffin, Director and President
Marti Killingsworth, Director
Fern Sallee, Director
Mindy Riddle, Director

The officers and directors of Griffin Capital Corporation are:

David F. Griffin, Chairman of the Board and President
Kirsten Griffin, Director and Vice President
Steve P. Foerster, Director and Vice President
Ted W. Strickland, Director, Vice President and CFO
Terry Alexander, Secretary

The officers and directors of Griffin Holdings, Inc. are:

John W. Griffin, Director and President
Marti Killingsworth, Director
Michael Bauman, Director
Samuel Ramos, Director
Dick Hall, Director
Fern Sallee, Director

The members, managers and officers of Griffin Communications, L.L.C. are:

Griffin Capital Corporation, Member
Griffin Holdings, Inc, Member
David F. Griffin, President, Manager and Member
Steve P. Foerster, Vice President
Joyce Reed, Vice President
Ted W. Strickland, Director, Vice President and CFO
Terry Alexander, Secretary

The members, managers and officers of Oklahoma Community Television, L.L.C. are:

Griffin Communications, L.L.C., Member
Marvin Shirley, Member and Chairman of the Board of Managers
Steve P. Forester, President and Manager
Ted W. Strickland, Manager, Vice President, Treasurer and Secretary

John W. Griffin and Pauline Griffin are the trustees of the John W. Griffin Irrevocable Children's Trust.

John W. Griffin is the trustee of the John Watson Griffin Trust 1.

David F. Griffin is the trustee of the David F. Griffin Trust #1.

Ted W. Strickland and Jay Wilkinson are the trustees of the Grace Holly Griffin GST Exempt 2004 Family Trust.

Ted W. Strickland and Jay Wilkinson are the trustees of the John Wilkinson Griffin GST Exempt 2004 Family Trust.

The Proposed Ownership Structure

Three new wholly-owned subsidiaries of Griffin Communications, L.L.C. have been formed to be the licensees of the stations. Specifically, it is proposed that: 1) Griffin OKC Licensing, L.L.C. will be the licensee of KWTV; 2) Griffin Tulsa I Licensing,

L.L.C. will be the licensee of KOTV; and 3) Griffin Tulsa II Licensing, L.L.C. will be the licensee of KQCW.

The officers and managers of Griffin OKC Licensing, L.L.C. are:

David F. Griffin, Manager and President
Steve P. Foerster, Vice President
Ted W. Strickland, Vice President, CFO and Treasurer
Terry Alexander, Secretary

The officers and managers of Griffin Tulsa I Licensing, L.L.C. are:

David F. Griffin, Manager and President
Steve P. Foerster, Vice President
Ted W. Strickland, Vice President, CFO and Treasurer
Terry Alexander, Secretary

The officers and managers of Griffin Tulsa II Licensing, L.L.C. are:

David F. Griffin, Manager and President
Steve P. Foerster, Vice President
Ted W. Strickland, Vice President, CFO, Treasurer
Terry Alexander, Secretary

As noted above, the current licensee subsidiaries will be dissolved.

Kelley Holdings, Inc., which is wholly owned by Griffin Capital Corporation, will be dissolved. Similarly, Grefleet, Inc., which is wholly owned by Griffin Holdings, Inc., will be dissolved. Thus, Griffin Communications, L.L.C., the immediate parent company of the licensee subsidiaries, will be owned 65.2% by Griffin Capital Corporation and 34.8% by Griffin Holdings, Inc. The David F. Griffin Trust #1 will maintain majority control (69.39%) of Griffin Capital Corporation, and hence have majority control of Griffin Communications, L.L.C. and the licensee subsidiaries.

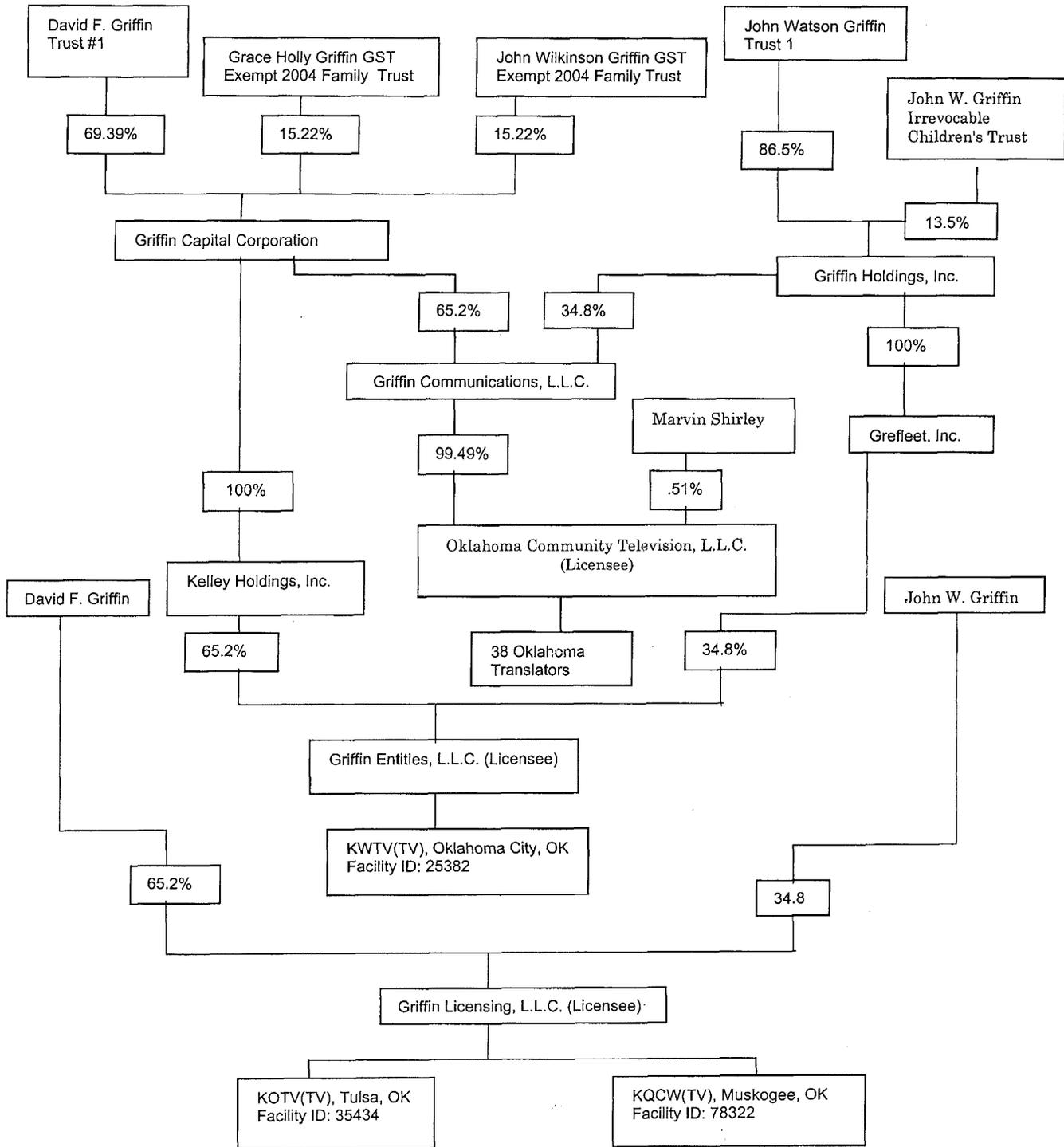
The assets of Griffin Entities, L.L.C. will be assigned to Griffin OKC Licensing, L.L.C., the proposed licensee of KWTW. The assets of Griffin Licensing, L.L.C. will be assigned to Griffin Tulsa I Licensing, L.L.C., the proposed licensee of KOTV, and to Griffin Tulsa II Licensing, L.L.C., the proposed licensee of KQCW.

Thus, pursuant to the *pro forma* assignment applications being filed concurrently with the Commission, the parties request consent to the *pro forma* assignment of the licenses of: 1) KWTW from Griffin Entities, L.L.C. to Griffin OKC Licensing, L.L.C.; 2) KOTV from Griffin Licensing, L.L.C. to Griffin Tulsa I Licensing, L.L.C.; and 3) KQCW from Griffin Licensing, L.L.C. to Griffin Tulsa II Licensing, L.L.C.

The parties submit that a grant of this application will serve the public interest because it will enhance the implementation of a more functional corporate organization by a broadcast television licensee.

3920169_v4

Current Ownership Structure



Proposed Ownership Structure

