DESCRIPTION OF THE TRANSACTION AND CHANGES IN INTEREST

I. DESCRIPTION OF *PRO FORMA* TRANSFER OF CONTROL

The instant application seeks consent of the Federal Communications Commission ("Commission") to the *pro forma* transfer of control of KSEE License, Inc., licensee of KSEE(TV), Fresno, California ("Licensee"). On December 11, 2006, Granite Broadcasting Corporation ("Granite"), Licensee's ultimate parent, submitted a voluntary petition ("Petition") 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 Number 06-12984 (Chapter 11) (Bankr. D. NY).[1] The Petition, a copy of which is attached hereto, seeks bankruptcy protection for Granite. Attachments 1 and 2 to this Exhibit depict Licensee's ownership structure before and after the *pro forma* transfer of control for which FCC consent is sought herein.

The proposed *pro forma* transfer of control 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 Petition. Moreover, Mr. W. Don Cornwell continues to control Licensee and Granite, Debtor-in-Possession, Licensee's ultimate parent, 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 ultimately controlled by Granite:[2]

Licensee	***Call Sign***	***Facility ID***	***Community of License***	***Type of Application***
WXON License, Inc.	WMYD	74211	Detroit, MI	Assignment
WBNG License, Inc.	WBNG-TV	23337	Binghamton, NY	Transfer
KBWB License, Inc.	KBWB	51189	San Francisco, CA	Assignment
WKBW-TV License, Inc.	WKBW-TV	54176	Buffalo, NY	Transfer
KBJR License, Inc.	KBJR-TV	33658	Superior, WI	Transfer

[1] 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); (iii) KBWB, Inc. (Case No. 06-12990); (iv) KBWB License, Inc., licensee of KBWB(TV), San Francisco, California (Case No. 06-12991); and (v) WEEK-TV License, Inc., licensee of WEEK-TV, Peoria, Illinois (Case No. 06-19285) (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.

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

II. CHANGES IN INTEREST

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 Licensee and its ultimate parent corporation, Granite Broadcasting Corporation, Debtor-in-Possession, the proposed transferee, and all parties holding an attributable interest in Licensee 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 Petition, the information presented below also applies to Licensee and its direct and indirect parent companies prior to the involuntary *pro forma* transfer of control for which Commission approval is sought.

A. KSEE License, Inc., is the Licensee. The officers, directors, and shareholders of KSEE License, Inc., are as follows:

1. Name and Address	**2. Citizenship**	**3. Positional Interest**	**4. % of Total Votes**	**5. % of Total Assets**
KSEE License, Inc. 767 Third Avenue 34th Floor New York, NY 10017	U.S.	Licensee	N/A	N/A
KSEE Television, Inc. 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 767 Third Avenue 34th Floor	U.S.	Assistant Secretary	0%	0%

1. Name and Address	2. Citizenship	3. Positional Interest	4. % of Total Votes	5. % of Total Assets
New York, NY 10017				

B. KSEE Television, Inc., is the sole shareholder of KSEE License, Inc., the Licensee. The officers, directors, and shareholders of KSEE Television, Inc. 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%

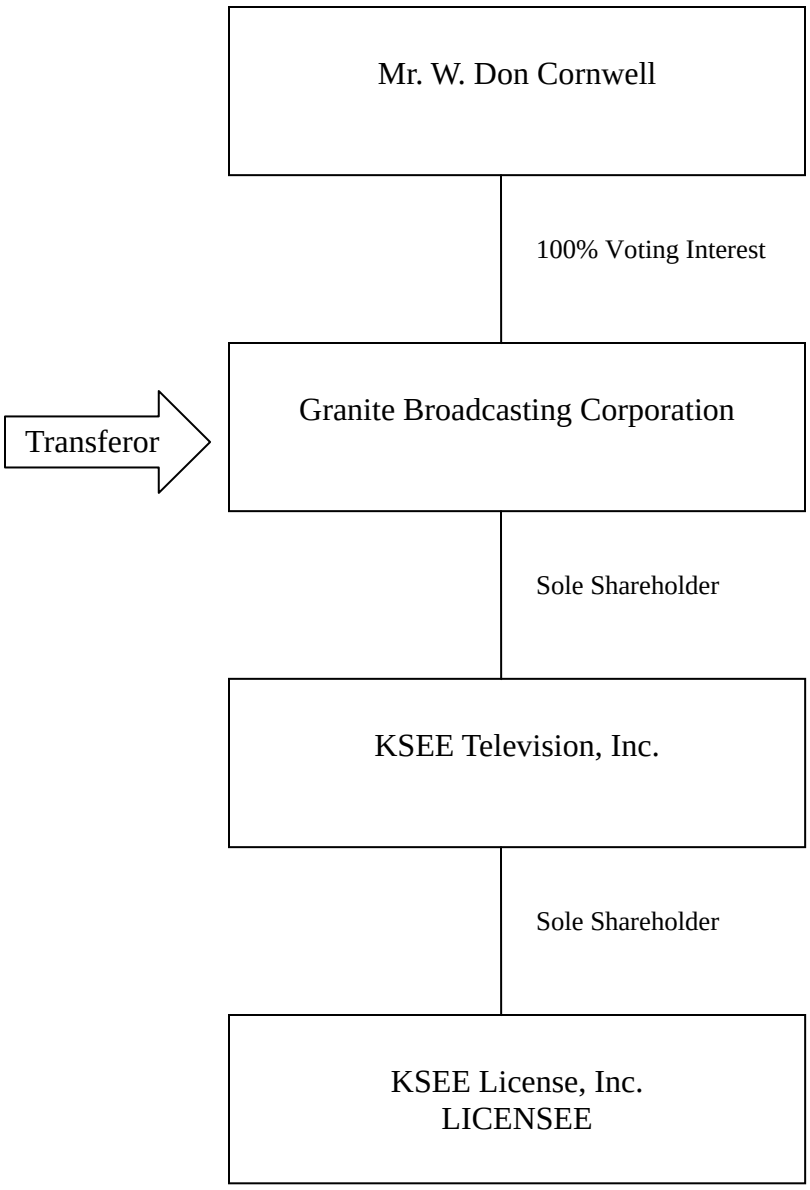
C. Granite Broadcasting Corporation, Debtor-in-Possession is the sole shareholder of KSEE Television, Inc. The officers, directors, and shareholders of Granite Broadcasting Corporation, Debtor-in-Possession are as follows:

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	U.S.	Senior Vice President, Chief	0%	0%

1. Name and Address	2. Citizenship	3. Positional Interest	4. % of Total Votes	5. % of Total Assets
White Plains, NY 10603		Financial Officer		
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%
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	U.S.	Director	0%	0%

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

ATTACHMENT 1: CURRENT OWNERSHIP STRUCTURE



ATTACHMENT II: PROPOSED STRUCTURE

