

**EXHIBIT 5**

**CHANGES IN INTERESTS AS A RESULT OF TRANSFER**

The instant application seeks Federal Communications Commission (“FCC” or “Commission”) consent to the indirect transfer of control of KNTV License, Inc. from Granite Broadcasting Corporation (“Granite”) to National Broadcasting Company, Inc. (“NBC”).

Granite presently owns and controls 100% of the outstanding shares of KNTV Television, Inc. (“KNTV”). KNTV, in turn, owns and controls 100% of the outstanding shares of KNTV License, Inc. (“KNTV License”). KNTV License is the licensee of television broadcast station KNTV(TV), San Jose, California, digital television broadcast station KNTV-DT, San Jose, California, and television translator station K56BR, Palo Alto, California.<sup>1</sup>

On December 14, 2001, Granite and NBC entered into a Stock Purchase Agreement (the “Agreement”). Pursuant to the Agreement, upon grant of FCC consent, Granite will transfer all of its shares in KNTV to NBC. Thus, following the consummation of the transfer of control proposed herein, NBC will own and control 100% of the outstanding shares of KNTV, the 100% owner of KNTV License, and Granite will no longer hold any interest in KNTV or in KNTV License.

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<sup>1</sup> KNTV License also is the licensee of various other broadcast auxiliary stations, which are listed in Exhibit 7 of the instant application. These broadcast auxiliary stations are to be transferred in the instant application. In addition, KNTV License holds several authorizations for private microwave stations and satellite earth stations. Accordingly, in other applications to be filed next week, Granite and NBC will be requesting FCC consent to the transfer of control of the licensee of these non-broadcast authorizations.