

FCC 316

Exhibit 10(c) – Officers and Directors Before and After Corporate Reorganization

Prior to Corporate Reorganization:

The Officers and Directors of WEAU Licensee Corp., KOLN/KGIN License, Inc., WJHG Licensee Corp., WCTV Licensee Corp., WRDW Licensee Corp., WYMT Licensee Corp., WKYT Licensee Corp., WITN Licensee Corp., WVLT Licensee Corp., KWTX-KBTX Licensee Corp., KXII Licensee Corp., KOLO Licensee Corp., Gray MidAmerica TV Licensee Corp. are as follows:

J. Mack Robinson, Chairman of the Board, President, Director
James C. Ryan, Treasurer
Robert A. Beizer, Secretary, Director
Darryl Smith, Assistant Treasurer, Assistant Secretary, Director

Following the Corporate Reorganization:

The Officers and Directors of Gray Television Licensee, Inc. (f/k/a WEAU Licensee Corp.) are as follows (no change):

J. Mack Robinson, Chairman of the Board, President, Director
James C. Ryan, Treasurer
Robert A. Beizer, Secretary, Director
Darryl Smith, Assistant Treasurer, Assistant Secretary, Director

Prior to Corporate Reorganization:

The following companies were owners of one or more licensee corporations. These companies will now be merged into Gray Television Group, Inc. (f/k/a Gray MidAmerica TV, Inc.) The current officers and directors are:

WEAU-TV, Inc.

J. Mack Robinson, Chairman of the Board, Director
Robert S. Prather, Director
Frank Jonas, President
Regine M. Peterson, Executive Vice President and General Manager
James C. Ryan, Vice President and CFO
Robert A. Beizer, Secretary
Jackson S. Cowart, IV, Assistant Secretary
Vance F. Luke, Assistant Secretary

KOLN/KGIN, Inc.

J. Mack Robinson, Chairman of the Board, Director
Robert S. Prather, Director
Frank Jonas, President
James C. Ryan, Vice President and CFO
Robert A. Beizer, Secretary
Jackson S. Cowart, IV, Assistant Secretary
Vance F. Luke, Assistant Secretary

Gray Florida Holdings, Inc.

J. Mack Robinson, Chairman of the Board, Director
Robert S. Prather, Director

Tracy Flores Connor, President – Television, Panama City Division
Jere Pigue, President – Television, Tallahassee Division
Bob Chomat – President, Paging Division
Jackie Warren - Vice-President, Paging Division
Morris Verlander – President – Gulf Link Division
James C. Ryan, Vice President and CFO
Robert A. Beizer, Secretary
Jackson S. Cowart, IV, Assistant Secretary
Vance F. Luke, Assistant Secretary

WRDW-TV, Inc.

J. Mack Robinson, Chairman of the Board, Director
Robert S. Prather, Director
John L. Ray, President and General Manager
James C. Ryan, Vice President and CFO
Robert A. Beizer, Secretary
Jackson S. Cowart, IV, Assistant Secretary
Vance F. Luke, Assistant Secretary

Gray Kentucky Television, Inc.

J. Mack Robinson, Chairman of the Board, Director
Robert S. Prather, Director
Wayne M. Martin, President
Ernestine Cornett, Executive Vice President
Jim Boggs, Vice President
Tony Turner, Vice President
James C. Ryan, Vice President and CFO
Robert A. Beizer, Secretary
Jackson S. Cowart, IV, Assistant Secretary
Vance F. Luke, Assistant Secretary

Gray Communications of Texas, Inc.

J. Mack Robinson, Chairman of the Board, Director
Robert S. Prather, Director
Richard D. Adams, President
James Baronet, Vice President - KBTX
James C. Ryan, Vice President and CFO
Robert A. Beizer, Secretary
Jackson S. Cowart, IV, Assistant Secretary
Vance F. Luke, Assistant Secretary

Following the Corporate Reorganization: the companies listed above will be merged with **Gray Television Group, Inc. (f/k/a Gray MidAmerica TV, Inc.)**, the officers and directors are currently and will remain:

J. Mack Robinson, Chairman of the Board, President, Director
Robert S. Prather, Jr., Vice President, Director
James C. Ryan, Treasurer
Jackson C. Cowart, IV, Chief Accounting Officer, Assistant Secretary
Robert A. Beizer, Secretary, Director
Vance F. Luke, Controller, Assistant Secretary
Martha Gilbert, 3157 Palmyra Road, Albany, Georgia 31707, Assistant Vice-President - Benefits

Gray MidAmerica Television, Inc.

Before and Following the Corporate Reorganization Gray MidAmerica Television, Inc. owns and will continue to own 100% of Gray Television Group, Inc. f/k/a Gray MidAmerica TV, Inc., the officers and directors will not change.

J. Mack Robinson, Chairman of the Board, President, Director
Robert S. Prather, Jr., Vice President, Director
James C. Ryan, Treasurer
Jackson C. Cowart, IV, Chief Accounting Officer, Assistant Secretary
Robert A. Beizer, Secretary, Director
Vance F. Luke, Controller, Assistant Secretary
Martha Gilbert, Assistant Vice-President - Benefits
Richard L. Boger, Director
Ray M. Deaver, Director
Hilton H. Howell, Jr., Director
William E. Mayher III, 2520 Doublegate Drive, Albany, GA 31707, Director
Howell W. Newton, 219 Brooklyn Avenue, Forsyth, GA 31029, Director
Hugh Norton, 830 Gulfshore Drive, Unit 5121, Destin, FL 32541, Director
Harriet J. Robinson, 3500 Tuxedo Road NW, Atlanta, GA 30305, Director

Gray Television, Inc.

The stockholders, officers and directors of Gray Television, Inc. will not change as a result of the corporate reorganization. The following individuals are officers, directors of or have attributable ownership interests in Gray Television, Inc.

J. Mack Robinson *
3500 Tuxedo Road, N.W., Atlanta, GA 30305
Male, Not Hispanic or Latino, White
US
Director, Chairman, CEO
26.06% votes
26.06% total assets (equity/ debt)

* See calculation of Mr. Robinson's attributable interests below.

Robert S. Prather, Jr.
1843 West Wesley Road, N.E., Atlanta, GA 30327
Male, Not Hispanic or Latino, White
US
Director, President, COO

Jackson S. Cowart IV
247 Danbury Lane, Albany, GA 31707
Male, Not Hispanic or Latino, White
US
Chief Accounting Officer, Assistant Secretary

Vance F. Luke
10993 Luna Pt. Road, Tallahassee, FL 32312
Male, Not Hispanic or Latino, White

US
Controller, Assistant Secretary

Robert A. Beizer
5406 Goldsboro Road, Bethesda, MD 20817
Male, Not Hispanic or Latino, White
US
VP – Law and Development, Secretary

James C. Ryan
1820 Brookhaven Circle, NE, Atlanta, GA 30319
Male, Not Hispanic or Latino, White
US
Senior Vice President, Chief Financial Officer

Martha Gilbert, 1703
3157 Palmyra Road, Albany, GA 31707
Female, Not Hispanic or Latino, White
US
Assistant VP - Benefits

Wayne M. Martin
Waterwork Road, Winchester, KY 40509
Male, Not Hispanic or Latino, White
US
Regional VP - Television

William E. Mayher III
2520 E. Doublegate Drive, Albany, GA 31707
Male, Not Hispanic or Latino, White
US
Director, Chairman of the Board

Hilton W. Howell, Jr.
4370 Peachtree Road, NE, Atlanta, GA 30319
Male, Not Hispanic or Latino, White
US
Director and Vice Chairman

Richard D. Adams
1805 Trinity Drive, Waco, TX 76710
Male, Not Hispanic or Latino, White
US
Regional VP - Texas

Frank Jonas
3720 S. 40th Street, Lincoln, NE 68506
Male, Not Hispanic or Latino, White
US
Regional VP - Midwest

Thomas J. Stultz

3225 Sugarloaf Club Drive, Duluth, GA 30097
Male, Not Hispanic or Latino, White
US
Vice President, President – Publishing Division

Patrick A. Dalbey
Male
US
Regional Vice President - Television

Tracey Jones
Female
US
Regional Vice President - Television

Robert Smith
Male
US
Regional Vice President - Television

Richard L. Boger
303 Townsend Place NW, Atlanta, GA 30319
Male, Not Hispanic or Latino, White
US
Director

Ray M. Deaver
3420 North Ridge Drive, Waco, TX 77610
Male, Not Hispanic or Latino, White
US
Director

Howell W. Newton
219 Brooklyn Avenue, Forsyth, GA 31029
Male, Not Hispanic or Latino, White
US
Director

Hugh Norton
830 Gulf Shore Drive Unit 5121, Destin, FL 32541
Male, Not Hispanic or Latino, White
US
Director

Harriet J. Robinson
3500 Tuxedo Drive, NW, Atlanta, GA 30305
Female, Not Hispanic or Latino, White
US
Director

* Mr. Robinson's attributable interests

J. Mack Robinson's attributable interests through stock as of **November 10, 2003** are as follows:

1. J. Mack Robinson directly owns 403,775 shares of Class A Common Stock and 112,950 shares of Common Stock of Gray, or 4.06% of the outstanding votes.¹
2. Mr. Robinson's attributable interest includes 568,940 shares of Class A Common Stock and 79,500 shares of Common Stock of Gray owned by his wife, Harriet Robinson; it also includes 1,052,380 shares of Class A Common Stock and 43,750 shares of Common Stock that Harriet Robinson holds as trustee for her daughters Jill E. Robinson and Robin M. Robinson-Howell. The combined total represents 16.0% of the company's outstanding votes.²
3. Mr. Robinson controls companies that collectively own 595,805 shares of Class A Common Stock and 173,000 shares of Common Stock of Gray stock, or 6.0% of the outstanding votes (individually no company owns an attributable interest).

Based on his direct ownership of Gray stock, his family's interest and his interest in entities owning Gray stock, Mr. Robinson has a total attributable interest in Gray of 26.06% (4.06% + 16.00% + 6.00% = 26.06%)

¹ Gray has 5,830,820 shares of Class A Common Stock, with ten votes each, and 43,808,388 shares of Common Stock, with one vote each, outstanding as of **November 10, 2003**. Thus, the numerator and denominator used to compute the above percentages is 4,150,700 and 102,116,588, respectively.

² It is not represented that Mrs. Robinson's media interests are independently held and not subject to common influence or control. *See In re Clarification of Commission Policies Regarding Spousal Attribution, Policy Statement*, 7 FCC Rcd 1920, para. 1 (finding that "spouses' media interests will not be attributed where the spouses' disclosures confirm that such media interests are independently held and are not subject to common influence or control")