

FCC Form 315

Transfer of Control of Benedek License Corporation
from Stations Holding Company, Inc., Debtor in Possession
to Gray Communications Systems, Inc.

EXHIBIT 14
Section IV, Question 6
Transferee Parties to the Application

In this application, Gray Communications Systems, Inc. ("Gray") and Stations Holding Company, Inc., Debtor in Possession ("SHC") seek the Commission's consent to the transfer of control of Benedek License Corporation ("BLC") from SHC to Gray. BLC is the licensee of the 15 full-power television stations, 8 television translator stations, and associated auxiliary and ancillary licenses that are the subjects of this application.¹ BLC is a wholly owned subsidiary of Benedek Broadcasting Corp. ("BBC"), which is a wholly owned subsidiary of SHC.

Pursuant to the Agreement and Plan of Merger entered on June 4, 2002 (the "Merger Agreement," attached as Exhibit 6 to this application), Gray MidAmerica Television, Inc. ("Merger Corp."), a newly formed, wholly owned subsidiary of Gray, would merge with and into SHC, which, following consummation of the merger, would be renamed "Gray MidAmerica Television, Inc." The surviving company would be a direct, wholly owned subsidiary of Gray and would be the immediate parent of BBC, which would continue to own BLC, the licensee in this application.

Gray is a publicly traded corporation, organized under the laws of the state of Georgia. The following provides the information requested by Section IV, Question 6 for officers, directors, and holders of attributable interests in Gray.

¹ On the date of this application, BLC is also the licensee of 11 other full-power television stations and associated translators. See Exhibit 7. BLC intends to seek the Commission's consent to the assignment of the remaining BLC stations to a third party other than Gray. The Commission's approval of these assignments and the consummation thereof are conditions precedent to the consummation of the merger that is the subject of this application.

(1) William E. Mayer, III
2520 E. Doublegate Drive
Albany, GA 31707

- (2) U.S.
- (3) Chairman of the Board
- (4) less than 1%
- (5) less than 1%

(1) Robert S. Prather, Jr.
1843 West Wesley Road, N.E.
Atlanta, GA 30327

- (2) U.S.
- (3) Executive V.P. - Acquisitions
- (4) 2.86%
- (5) 2.86%

(1) Ray Deaver
3420 North Ridge Drive
Waco, TX 77610

- (2) U.S.
- (3) Regional Vice President
- (4) less than 1%
- (5) less than 1%

(1) Robert A. Beizer
5406 Goldsboro Road
Bethesda, MD 20817

- (2) U.S.
- (3) V.P. - Law & Dev., Secretary
- (4) less than 1%
- (5) less than 1%

(1) Martha E. Gilbert
3157 Palmyra Road
Albany, GA 31707

- (2) U.S.
- (3) Ass't. V.P. - Benefits
- (4) less than 1%
- (5) less than 1%

(1) J. Mack Robinson
3500 Tuxedo Road, N.W.
Atlanta, GA 30305

- (2) U.S.
- (3) President, Director
- (4) See below
- (5) See below

(1) Wayne M. Martin
1703 Waterwork Road
Winchester, KY 40509

- (2) U.S.
- (3) Regional Vice President
- (4) less than 1%
- (5) less than 1%

(1) Thomas J. Stultz
1112 Ridgebrook Trail
Duluth, GA 30097

- (2) U.S.
- (3) V.P., President of Publishing Div.
- (4) less than 1%
- (5) less than 1%

(1) James C. Ryan
1820 Brookhaven Circle, N.E.
Atlanta, GA 30319

- (2) U.S.
- (3) V.P. and Chief Financial Officer
- (4) less than 1%
- (5) less than 1%

(1) Jackson S. Cowart, IV
247 Danbury Lane
Albany, GA 31707

- (2) U.S.
- (3) Chief Accounting Officer,
Ass't Secretary
- (4) less than 1%
- (5) less than 1%

(1) Vance F. Luke
10993 Luna Pt. Road
Tallahassee, FL 32312
(2) U.S.
(3) Controller, Ass't Secretary
(4) less than 1%
(5) less than 1%

(1) Datasouth Computer Corp.
P.O. Box 240947
Charlotte, NC 28224
(2) U.S.
(3) N/A
(4) 15.25%
(5) 15.25%

(1) Bull Run Corporation
4370 Peachtree Road
Atlanta, GA 30319
(2) U.S.
(3) N/A
(4) 10.86%
(5) 10.86%

The officers, director, and holder of attributable interest in Datasouth Computer Corp. are:

(1) K. Nick Waller
4116 Carnoustie Lane
Charlotte, NC 28210
(2) U.S.
(3) President
(4) 0
(5) 0

(1) Frederick J. Erickson
4904 Dawnridge Drive
Charlotte, NC 28226
(2) U.S.
(3) Executive Vice President,
Secretary and Treasurer
(4) 0
(5) 0

(1) Robert S. Prather, Jr.
1843 West Wesley Road, N.E.
Atlanta, GA 30327
(2) U.S.
(3) Director
(4) 0
(5) 0

(1) Bull Run Corporation
4370 Peachtree Road
Atlanta, GA 30319
(2) U.S.
(3) N/A
(4) 100%
(5) 100%

The officers, directors, and attributable interest holders of Bull Run Corporation are:

(1) Robert S. Prather, Jr.
1843 West Wesley Road, N.E.
Atlanta, GA 30327
(2) U.S.
(3) President, CEO & Director
(4) less than 1%
(5) less than 1%

(1) Hilton W. Howell, Jr.
567 Peachtree Battle Avenue
Atlanta, GA 30395
(2) U.S.
(3) V.P., Secretary & Director
(4) 0
(5) 0

(1) J. Mack Robinson
3500 Tuxedo Road, N.W.
Atlanta, GA 30305
(2) U.S.
(3) Director
(4) 16.67%
(5) 16.67%

(1) James W. Busby
1936 London Lane
Wilmington, NC 28405
(2) U.S.
(3) Director
(4) 5.72%
(5) 5.72%

(1) Gerald N. Agranoff
607 Grant Road
North Salem, NY 10560
(2) U.S.
(3) Director
(4) 0
(5) 0

Robinson-Prather Partnership²
4370 Peachtree Road, N.E.
Atlanta, GA 30319
(2) U.S.
(3) N/A
(4) 7.16%
(5) 7.16%

(1) Frederick J. Erickson
4904 Dawnridge Drive
Charlotte, NC 28226
(2) U.S.
(3) V.P., Treasurer, CFO
(4) less than 1%
(5) less than 1%

(1) Samuel R. Shapiro
Shapiro Capital Management Co.
3060 Peachtree Road, N.W.
Atlanta, GA 30305
(2) U.S.
(3) N/A
(4) 10.90%
(5) 10.90%

(1) W. James Host
1201 Four Pines Court
Lexington, KY 40502
(2) U.S.
(3) Director
(4) 3.16%
(5) 3.16%

(1) Monte C. Johnson
2100 Greenbriar Drive
Lawrence, KS 66047
(2) U.S.
(3) Director
(4) less than 1%
(5) less than 1%

² The Robinson-Prather Partnership consists of J. Mack Robinson and Robert S. Prather.

Gray MidAmerica Television, Inc. is a Delaware corporation, wholly owned and controlled by Gray. Its officers and directors are:

(1) J. Mack Robinson
3500 Tuxedo Road, N.W.
Atlanta, GA 30305

(2) U.S.
(3) Chairman and President
(4) 0
(5) 0

(1) Robert A. Beizer
5406 Goldsboro Road
Bethesda, MD 20817

(2) U.S.
(3) Secretary
(4) 0
(5) 0

(1) Vance Luke
10993 Luna Pt. Road
Tallahassee, FL 32312

(2) U.S.
(3) Assistant Secretary
(4) 0
(5) 0

(1) Robert S. Prather
1843 West Wesley Road, N.E.
Atlanta, GA 30327

(2) U.S.
(3) Director
(4) 0
(5) 0

(1) James C. Ryan
1820 Brookhaven Circle, N.E.
Atlanta, GA 30319

(2) U.S.
(3) Vice President and Treasurer
(4) 0
(5) 0

(1) Jackson S. Cowart, IV
247 Danbury Lane
Albany, GA 31707

(2) U.S.
(3) Assistant Secretary
(4) 0
(5) 0

(1) Hilton W. Howell, Jr.
567 Peachtree Battle Avenue
Atlanta, GA 30395

(2) U.S.
(3) Director
(4) 0
(5) 0

(1) Gray Communications Systems,
Inc.

(2) U.S.
(3) N/A
(4) 100%
(5) 100%

J. Mack Robinson's attributable interests in Gray through stock are as follows:

J. Mack Robinson directly owns 401,975 shares of Class A Common Stock and 92,950 shares of Class B Common Stock of Gray, or 5.32% of the outstanding voting stock.³

Mr. Robinson's attributable interest includes 227,325 shares of Class A Common Stock and 32,900 shares of Class B Common Stock of Gray owned by his wife, Harriet Robinson; it also includes 336,950 shares of Class A Common Stock and 40,000 shares of Class B Common Stock that Harriet Robinson holds as trustee for her daughters Jill E. Robinson and Robin M. Robinson-Howell. The combined total of Mr. Robinson's family's holdings represents 7.39% of the company's voting stock.⁴

Mr. Robinson, his family, and entities he controls, exclusive of the Robinson-Prather Partnership, currently own 6,198,051 or 16.67% of the outstanding shares of Bull Run Corporation ("Bull Run").⁵ Mr. Robinson has an 80% or controlling interest in the Robinson-Prather Partnership, which currently owns 2,660,598 or 7.16% of the outstanding shares of Bull Run Corporation. Bull Run owns directly or indirectly through Datasouth Computer Corporation, a wholly owned subsidiary of Bull Run, a total of 2,017,647 shares of Class A Common Stock and 11,750 Class B Common Stock or 26.12% of Gray's voting stock. Accordingly, Mr. Robinson has an attributable interest in Gray of 14.42% through Bull Run ((16.67% + 7.16%) x 26.12%=6.22%).

³ Gray has 6,848,467 shares of Class A stock, with ten votes each, and 8,813,017 shares of Class B stock, with one vote each. Thus, the denominator used to compute the percentages for voting interests in Gray is 77,297,687.

⁴ 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, ¶ 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").

⁵ None of these corporations has a 5% interest in the applicant, so they are not cognizable even though they may have over 5% interest in the reporting entity.

Mr. Robinson controls companies that own 523,605 shares of Class A Common Stock and 16,000 shares of Class B Common Stock of Gray stock, or 6.79% of the outstanding voting stock.

Based on his direct ownership of Gray stock, his family's interest, his interest in Bull Run including his interest in entities with Bull Run stock, and his interest in entities owning Gray stock, Mr. Robinson has a total attributable interest in Gray of 25.72% (5.32% + 7.39% + 6.22% + 6.79% = 25.72%).