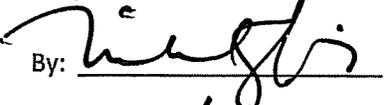


Interference Acceptance Agreement

This Interference Agreement ("Agreement") is entered into as of August 15, 2009 by Gray television Licensee, Inc. and WOIO License Subsidiary, LLC.

1. Gray television Licensee, Inc. is the licensee of Television Station WILX, FCC Facility ID No. 6863, Onondaga, MI ("WILX"). WILX holds a construction permit issued by the FCC to operate a post-transition facility on channel 10 (see FCC File No. BMPCDT-20080618AAZ) hereinafter referred to as the "WILX CP facility".
2. WOIO License Subsidiary, LLC. Is the licensee of television Station WOIO, FCC facility ID No. 39746, Shaker Heights, OH ("WOIO"). WOIO holds a construction permit issued by the FCC to operate a post-transition facility on channel 10(see FCC File No. BMPCDT-20080620AKW) hereinafter referred to as the WOIO CP facility.
3. The facility specified in the WILX CP facility, results in less than 0.5% new interference to the WOIO CP facility.
4. The facility specified in the WOIO CP facility, results in .84% new interference to the WILX CP facility.
5. WILX agrees to accept the interference from WOIO CP facility referenced in paragraph 4.
6. WOIO agrees to accept the interference from WILX CP facility referenced in paragraph 3.
7. The parties acknowledge that ongoing mutual cooperation is the only consideration being paid or promised in connection with this Agreement.

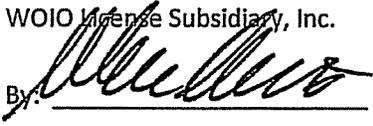
Gray Television Licensee, Inc.

By: 

Title: VP/AM

Date: 8-14-09

WOIO License Subsidiary, Inc.

By: 

Title: D.P. Jones

Date: 8/14/09