

Description of the Transaction

This application is one of six concurrently filed *pro forma* applications that seek Commission consent to permit the assignment of the FCC licenses associated with the operations of the following stations from their current licensee to Raycom Media Licensee, LLC:

- KNIN-TV, Caldwell, Idaho (Facility Identification Number 59363)
- WBRC(TV), Birmingham, Alabama (Facility Identification Number 71221)
- WFLX(TV), West Palm Beach, Florida (Facility Identification Number 39736)
- WVUE-DT, New Orleans, Louisiana (Facility Identification Number 4149)
- WXIX-TV, New Port, Kentucky (Facility Identification Number 39738)
- KYOU-TV, Ottumwa, Iowa (Facility Identification Number 53820)

Following consummation of the proposed transaction, all of the attributable interests in the stations will continue to be held in the same proportions and by the same persons who previously were disclosed to the Commission in the already granted long-form applications seeking approval of the merger. Accordingly, the proposed transaction meets the Commission's requirements for the use of pro forma procedures on FCC Form 316. See 47 C.F.R. § 73.3540(f)(4) (corporate reorganization without substantial change of control). The instant transaction is being undertaken solely for internal corporate purposes and there are no agreements for the sale of the stations.

The following charts provide the ownership information for the proposed assignee of the license – Raycom Media Licensee, LLC.

Raycom Media Licensee, LLC

1	Raycom Media Licensee, LLC 4370 Peachtree Road, NE Atlanta, GA 30319	Raycom Media, Inc. 4370 Peachtree Road, NE Atlanta, GA 30319
2	Delaware Limited Liability Company	Delaware Corporation
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

The following individuals are the officers or directors of **Raycom Media Licensee, LLC**

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Hilton H. Howell, Jr.	US	Director/Officer	0%	0%
Donald Patrick LaPlatney	US	Director/Officer	0%	0%
Kevin P. Latek	US	Director/Officer	0%	0%
James C. Ryan	US	Officer	0%	0%
Robert J. Folliard, III	US	Officer	0%	0%
Ellenann Yelverton	US	Officer	0%	0%
Robin Collins	US	Officer	0%	0%

Raycom Media, Inc.

1	Raycom Media, Inc. 4370 Peachtree Road, NE Atlanta, GA 30319	Gray Television, Inc. 4370 Peachtree Road, NE Atlanta, GA 30319
2	Delaware Corporation	Delaware Corporation
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	N/A

The following individuals are the proposed officers or directors of **Raycom Media, Inc.**

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Hilton H. Howell, Jr.	US	Director/Officer	0%	0%
Donald Patrick LaPlatney	US	Director/Officer	0%	0%
Kevin P. Latek	US	Director/Officer	0%	0%
James C. Ryan	US	Officer	0%	0%
Robert J. Folliard, III	US	Officer	0%	0%
Ellenann Yelverton	US	Officer	0%	0%
Bob Smith	US	Officer	0%	0%
Nick Waller	US	Officer	0%	0%
Sandy Breland	US	Officer	0%	0%
Dave Burke	US	Officer	0%	0%
Matt Jaquint	US	Officer	0%	0%
Mike King	US	Officer	0%	0%
Nick Matesi	US	Officer	0%	0%
Greg McCastle	US	Officer	0%	0%
Chris Mossman	US	Officer	0%	0%
J. Bradley Streit	US	Officer	0%	0%

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Mike Braun	US	Officer	0%	0%
Becky Meyer	US	Officer	0%	0%
John C. Alexander	US	Officer	0%	0%
Rick Burns	US	Officer	0%	0%
Robin Collins	US	Officer	0%	0%
Greg Conklin	US	Officer	0%	0%
Jackson S. Cowart, IV	US	Officer	0%	0%
Sabra Cowart	US	Officer	0%	0%
Mike Fass	US	Officer	0%	0%
Jan Goldstein	US	Officer	0%	0%
Mike Jones	US	Officer	0%	0%
Vance F. Luke	US	Officer	0%	0%
Becky Sheffield	US	Officer	0%	0%
Diane Wilson	US	Officer	0%	0%
Karen Youger	US	Officer	0%	0%
Bruce Austin	US	Officer	0%	0%
Jeffrey Benninghoff	US	Officer	0%	0%
Rick Blangiardi	US	Officer	0%	0%
Mark Bunting	US	Officer	0%	0%
Debbie Bush	US	Officer	0%	0%
Daniel Cates	US	Officer	0%	0%
Chris Conroy	US	Officer	0%	0%
Ronna Corrente	US	Officer	0%	0%
Scott Dempsey	US	Officer	0%	0%
Eric Duncan	US	Officer	0%	0%
Mike Elrod	US	Officer	0%	0%
Ted Fortenberry	US	Officer	0%	0%
Collin Gaston	US	Officer	0%	0%
Kym Grinnage	US	Officer	0%	0%
John Heislman	US	Officer	0%	0%
Jay Hiett	US	Officer	0%	0%
Tim Ingram	US	Officer	0%	0%
Daniel Jackson	US	Officer	0%	0%
Jama Killingsworth	US	Officer	0%	0%
Brent McClure	US	Officer	0%	0%
Mark Mendenhall	US	Officer	0%	0%
Sarah Miles	US	Officer	0%	0%
Jonathan Mitchell	US	Officer	0%	0%
Kelvin Mize	US	Officer	0%	0%
Erik Schrader	US	Officer	0%	0%
Lyle Schulze	US	Officer	0%	0%
Joe Sciortino	US	Officer	0%	0%
Ken Selvaggi	US	Officer	0%	0%
Larry Silbermann	US	Officer	0%	0%
Kathy Silk	US	Officer	0%	0%
Pat Stacey	US	Officer	0%	0%
Holly Steuart	US	Officer	0%	0%
Dave Thomason	US	Officer	0%	0%
John Ware	US	Officer	0%	0%
Hatton Weeks	US	Officer	0%	0%
Rick Williams	US	Officer	0%	0%

Gray Television, Inc.

The following individuals or entities are the proposed officers, directors or holders of an attributable interest in **Gray Television, Inc.**

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Harriet J. Robinson ¹	US	Owner	28.32%	6.37%
Hilton H. Howell, Jr. ²	US	Director/Officer	6.66%	1.86%
Donald Patrick LaPlatney	US	Director/Officer	Less than 1%	Less than 1%
Atlantic American Corporation ³	US	Owner	6.0%	1.1%
Richard L. Boger	US	Director	Less than 1%	Less than 1%
T.L.(Gene) Elder	US	Director	Less than 1%	Less than 1%
Luis A. Garcia	US	Director	Less than 1%	Less than 1%
Richard B. Hare	US	Director	Less than 1%	Less than 1%
Robin R. Howell	US	Director	Less than 1%	Less than 1%
Howell W. Newton	US	Director	Less than 1%	Less than 1%
Hugh E. Norton	US	Director	Less than 1%	Less than 1%
Elizabeth R. Neuhoff	US	Director	Less than 1%	Less than 1%
Paul McTear	US	Director	Less than 1%	Less than 1%
Kevin P. Latek	US	Officer	Less than 1%	Less than 1%
James C. Ryan	US	Officer	Less than 1%	Less than 1%
Bob Smith	US	Officer	Less than 1%	Less than 1%
Nick Waller	US	Officer	Less than 1%	Less than 1%
Jackson S. Cowart, IV	US	Officer	Less than 1%	Less than 1%
Robert J. Folliard, III	US	Officer	Less than 1%	Less than 1%
Vance F. Luke	US	Officer	Less than 1%	Less than 1%
Jan Goldstein	US	Officer	Less than 1%	Less than 1%
Ellenann Yelverton	US	Officer	Less than 1%	Less than 1%
Rick Burns	US	Officer	Less than 1%	Less than 1%

¹ The attributable ownership interest reported herein for Harriet Robinson includes:

- (i) her ownership of Class A Common Stock (ten votes each share) and Class B Common Stock (one vote each share);
- (ii) the stock held in trust for children or grandchildren; and
- (iii) shares held by companies controlled by Mrs. Robinson that own both Class A Common and Class B Common Stock of Gray except Atlantic American Corporation, which is reported separately above. *See* Note 12.

² The attributable ownership interest reported herein for Hilton H. Howell, Jr. includes:

- (i) his individual ownership of Class A Common Stock (ten votes each share) and Class B Common Stock (one vote each share); and
- (ii) the stock owned by his wife, Robin R. Howell, and children.

It is not represented that Mrs. Howell'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.")

³ Atlantic American Corporation is controlled by Mrs. Robinson who owns more than 50% of the stock of this corporation.

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Robin Collins	US	Officer	Less than 1%	Less than 1%
Sabra Cowart	US	Officer	Less than 1%	Less than 1%
Becky Sheffield	US	Officer	Less than 1%	Less than 1%