

Gray Television, Inc. Investor Presentation

NYSE:GTN

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Financial Information as of September 30, 2015 Note: Gray's "as reported", "pro forma" and "combined historical" information, where presented, does not include the Pending Schurz and Related Transactions. Please see Gray's separate presentation discussing the pending transactions.

Disclaimer



Certain statements in this presentation constitute "forward-looking statements" within the meaning of and subject to the protections of the Private Securities Litigation Reform Act of 1995 and other federal and state securities laws. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such "forward-looking statements." Factors that could cause our actual results to differ materially from those expressed or implied by any forward-looking statements are described under the heading "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2014 and may be contained in our other reports subsequently filed with the SEC.

See the appendix to this presentation for the definition of certain capitalized terms used herein. Reconciliations of the Company's non-GAAP measures of broadcast cash flow, broadcast cash flow less cash corporate expenses, operating cash flow as defined in the credit agreement, and free cash flow are contained in the appendix



Overview An Industry Leading Power

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Gray TV has a Diverse and National Footprint





Significant Scale Poised for Long-Term Success



	Net Revenue	BCF	<u>OCF</u>	<u>FCF</u>
2014 PF (in millions)	\$621	\$273	\$257	\$151
161 program streams	FOX 13 channels:			
82 "Big 4" network affiliation	0/00/40			
77 stations	abc			channels: 8/31/19
46 markets	1 channel:12/31/15			
14 markets with two "Big 4" network affiliations	3 channels: 12/31/17 13 channels: 12/31/18			NBC
5 markets with three "Big 4" network affiliations				hannels: 2/31/18



The Importance of Being #1 Price Leadership Highly **Ranked News** Reinvest **Franchises** in Share of **Business** Market Ad \$ **Drive Traffic** Network and News Ratings

- Dominate local and political revenue with highly-rated news platforms
- #1 Stations Can secure more than half of a market's political ad buys
- Greater purchasing power and leverage with MVPDs, programmers, and other vendors
- Deliver higher margins
- Maximize free cash flow
- Exploit best practices
- Attract and retain high quality talent
- Leverage new Washington DC News Bureau



Gray Dominates the Industry with the Highest Quality Portfolio of Local Television Stations

- ✓ **43** of 46 markets with stations ranked #1 or #2
- \checkmark 32 of 46 markets with #1 news ranking
- ✓ One of Two pure-play TV broadcasters with a full-time Washington DC News Bureau



The Importance of Being #1



Long History of Being #1 in the Market



Source: Nielsen Media Research

Gray's Stations Over-Index Every Major Network



■CBS● ■Gray

CBS, NBC, and ABC perform far better on Gray's stations than national averages across all key day-parts



ABC vs. Gray November '14 Household Share 30



Gray

Source: Nielsen Media Research, November 2014

Gray Dominates Local News and Information



+91%

Amount by which Gray's late local newscasts **outperform** the national average...

+80%

Amount by which Gray's 6PM newscasts **outperform** the national average...

Gray's national Household Share average exceeds all major affiliate news programs National Average vs. Gray November '14 Household Share



Source: Nielsen Media Research, November 2014

Gray Has Long-Term Ratings GROWTH



November DMA Rating – All Viewing⁽¹⁾



(1) November DMA Average Rating in DMA TV HH Monday-Sunday 6:00am to 2:00am

Gray Leads the Industry in Ratings



Household Rating Analysis – November 2014



Source: Nielsen Media Research, November 2014; M-Sun/6a-2a

Gray Leads the Industry in Political Ad Revenues



2014 Political Revenue Per TV Household



Source: Company filings, Investor presentations, BIA data

(1) Pro Forma

(2) Pro Forma for Belo and London transactions

(3) Media General pro forma for LIN; Reported in Media General's Investor Presentation dated 3/12/2015

(4) Based on Calendar year ending 12/31/14; Fiscal year ends 6/30

(5) Scripps pro forma for Journal; Reported in Scripps' and Journal's 2014 10-Ks

(6) Political revenue on gross "as reported basis" net of implied % agency commission; TV Households incorporate closed acquisitions only; Reported in Nexstar's 2014 10-K

(7) On a Pro Forma basis; Reported in Sinclair's March 2015 Investor Presentation

(8) As reported in Tribune Media Company's 2014 Earnings Presentation and Earnings Call

Gray Excels at Retrans



Gray TV Retransmission Revenue in Millions



(1) Gray actual data per Company; 2013PF and 2014 PF includes the completed Acquisitions and Montana Disposition

(2) Per current Company estimate PF. 2016 & 2017 assume Network Affiliation fees (a.k.a. "Network Reverse Compensation") equal to 50% of retransmission revenue. Actual results may vary from current estimates.

Gray TV Leads Industry In Operating Margins



2014 EBITDA Margins (1) 41% (2) (3) 37% 36% 35% 33% 31% (4) 25% (5) 18% (6) 10% Nexstar Sinclair Media General Entravision Tribune TEGNA Meredith Scripps gray

Source: Company filings, Investor presentations

Note: Based on "as-reported" financials for all companies except Gray TV and Media General, which are reported on a "combined historical" basis

(1) Based on 2014 Pro Forma Operating Cash Flow

(2) Based on Non-GAAP reconciliation available on Sinclair Broadcasting's website

(3) Media General pro forma for LIN, including \$16 million in Young synergies and \$35 million in LIN run rate synergies; Reported in Media General's Investor Presentation dated 3/12/2015

(4) Based on consolidated revenue and EBITDA

(5) Based on consolidated revenue and EBITDA and calendar year ending 12/31/14; Fiscal year ends 6/30

(6) Based on consolidated revenue and EBITDA; Calculated as segment profits less corporate and pension plan expense; Reported in Scripps' 2014 10-K

Significant Opportunity for Continued Growth





(1) Reflects all completed transactions as well as all announced and pending transactions. Source: Company filings, BIA, company websites

Note: Excludes Big Four networks



Investment Highlights

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- A Leading Television Broadcaster in Diverse Mid-Markets with Dominant Market Positions
- ✓ Improving Advertising Market and Diversification of Revenue Mix
- ✓ Large Political Upside in Election Years with Presence in Key States
- ✓ Strong Growth in Net Retransmission Revenue and Increasing Leverage With Networks
- ✓ Successful New Media Initiatives and Spectrum Upside
- ✓ Robust Free Cash Flow Generation Over a Two Year Cycle
- Experienced Management with a Track Record of Accretive Transactions and Successful Integrations

Acquisitions Announced and Closed in 2014 Significantly Increased Scale and Margins





(1) % of OCF

Diversification Across Networks and Markets



2014PF Revenue by Affiliate: 2014PF BCF by Affiliate: **Station Mix** \$621mm ⁽¹⁾ \$273mm^{(1), (3)} **161 Total Program Streams:** FOX All Secondary All Secondary Channels & Other Channels & Other 2% 3% 82 Big 4 Affiliates: 3% <1% abc 30 CBS abc 19% CBSO 22 NBC CBSO 22% 39% 17 ABC 40% 13 FOX NBC IBC 79 Additional Program Streams:⁽²⁾ 38% 34% 17 CW

- 2 Telemundo
- 20 MyNetwork TV
- 19 MeTV Network
- 7 Antenna TV
- 2 This TV Network
- 2 MOVIES! Network
- 10 Local News/Weather

No single market represents >10% of total revenue or BCF

(1) Pro Forma

- (2) Certain program channels are affiliated with more than one additional network simultaneously
- (3) Excludes corporate expenses

Stable Markets – Concentration on DMAs 61-209 with Focus on State Capitals / Collegiate Presence

Approximate

Enrollment

75

53

50

45

43

43

30

27

25

22

21

21

21



Gray stations cover 12 state capitals and 25 university towns

AM

Florida A&M

College(s)

STATE

tukers

UT

WKU

B

k

(Pe

Enrollment of approximately 602,000 students

Market

Waco, TX

Topeka, KS

Lansing, MI

Cedar Rapids, IA

Tallahassee, FL

Madison, WI

Lexington, KY

Knoxville, TN

Lincoln, NE

Toledo, OH

Greenville, NC

Market	College(s)	Approximate Enrollment
Reno, NV		20
Harrisonburg, VA	JMUS	20
Sioux Falls, SD		13
Cheyenne, WY	*	11
Charleston-Huntington, WV		10
Monroe, LA		9
Flint, MI	FLINT	9
Colorado Springs, CO	T	9
South Bend, IN	No.	8
Twin Falls, ID		8
Odessa, TX		5
Bismarck, ND		4

Better demographics, more stable economies

Source: College/University website Note: Shading indicates DMA includes state capital. Enrollment in thousands.

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Charlottesville, VA

Bowling Green, KY

Revenue Mix Continues to Diversify



- Growth in net revenue, driven by increases in core revenue, political, retransmission and internet revenues
- Revenue mix continues to diversify from traditional ad-based sources to new media internet and subscriber driven – and retransmission revenue
- Diversification lowers overall revenue volatility



(1) (2)

²⁰¹⁴ Pro Forma

Gray is a Leading Beneficiary of Political Revenue with Large Upside in Presidential Years





November 8, 2016 Elections





Successful Digital Media Initiatives



- Operate web and mobile applications in all markets
 - Approximately 80% of all traffic is mobile
- Focused on local content: news, weather, sports
 - Estimating 2 Billion page views in 2015
 - Estimating 3.5 million live video streams in 2015
- All sites use responsive design
- Social Media
 - 100 TV Station Social Media Accounts
 approximately 4.3 million followers
 - Over 1,000 Social Media Accounts including TV Station news/weather/ sports staff

Nowswerydy

 "Moms Everyday" digital vertical; deployed in each Gray TV market and continues to expand to other markets



Full service digital solutions

Gray TV Digital Media Revenue in Millions



50% plus margin on digital revenue

Significant Potential Upside from Spectrum Monetization Opportunities



- One of first broadcasters to monetize digital spectrum
- 84 secondary channels of programming today
- Opportunities to benefit from the 2016 FCC Broadcast Incentive Auction
- Potential opportunities from future changes to new broadcast technical standard





Financial Overview

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Gray TV's Financial Scale Continues to Increase





Operating Cash Flow⁽¹⁾ (\$ in millions) LTM L8QA \$257 \$234 \$224 \$195 \$192 \$174 \$155 \$144 \$136 \$136 \$117 \$114 \$104 \$97 2010 2011 2012 2013 2014 2013 PF 2014 PF L8QA Margin 34% 36% 38% 38% 36% 43% 40% LTM Margin 39% 32% 43% 33% 38% 38% 41%

Capital Expenditures ⁽¹⁾





Gray actual data per Company; 2013PF and 2014PF (1) (2)

Gray standalone Capex as a percentage of Gray standalone Revenue

PF Capex as a percentage of PF Revenue (3)

Robust Free Cash Flow Generation



- Gray realized record free cash flow of \$95 million in 2014; \$151 million pro forma FCF in 2014
- Gray's free cash flow is expected to increase with the Acquisitions due to the incremental OCF despite a moderate increase in capital and corporate expenditures
- Gray also benefits from ~\$160 million in net operating loss carryforwards as of 12/31/14



(1) Pro Forma interest expense estimated with Pro Forma incremental indebtedness and estimated cash interest

(2) Gray actual data per Company; 2012PF, 2013PF and 2014PF

Prudent Balance Sheet Management Leads to Deleveraging



- Gray has significantly reduced secured and total leverage from historical levels
- Gray's strategic investments have diversified its revenue base, allowing for significant free cash flow in both political and non-political years



Total debt less up to \$30 million of cash on hand (2)

(3) Total debt less all cash on hand

Pro forma data as of and for the period ended does not reflect the Montana Disposition. (4)

Record Results YTD, 2015



		As I	Reported Basis		
		Nine Months	s Ended Septem	nber 30,	
			% Change 2015 to		% Change 2015 to
	2015	2014	2014	2013	2013
		(in thousands	s except per sha	are data)	
Revenue (less agency commissions):					
Total	\$ 427,869	\$ 330,248	30 %	\$ 250,742	71 %
Political	\$ 7,950	\$ 33,437	(76)%	\$ 2,769	187 %
Operating expenses (1):					
Broadcast	\$ 272,213	\$ 199,604	36 %	\$ 158,817	71 %
Corporate and administrative	\$ 23,313	\$ 21,618	8 %	\$ 13,587	72 %
Net income	\$ 24,314	\$ 16,808	45 %	\$ 13,087	86 %
Non-GAAP Cash Flow (2):					
Broadcast Cash Flow	\$ 156,635	\$ 129,578	21 %	\$ 91,419	71 %
Broadcast Cash Flow Less					
Cash Corporate Expenses	\$ 135,652	\$ 110,766	22 %	\$ 79,551	71 %
Free Cash Flow	\$ 64,988	\$ 41,644	56 %	\$ 27,021	141 %
Free Cash Flow Per Share:					
Basic	\$ 0.97	\$ 0.72		\$ 0.47	
Diluted	\$ 0.96	\$ 0.71		\$ 0.47	

(1) Excludes depreciation, amortization and loss on disposal of assets

(2) See definition of non-GAAP terms and a reconciliation of the non-GAAP amounts to net income included elsewhere herein

Record Pro Forma Results YTD, 2015



	Selected Op	erating Data on Pro Nine Month	o Forma Basis (a Is Ended Septer		listorical) ⁽³⁾
			% Change 2015 to		% Change 2015 to
	2015	2014	2014	2013	2013
		(dollars in thous	ands, except pe	er share data)	
Revenue (less agency commissions):					
Total	\$ 454,016	\$ 429,022	6 %	\$ 373,424	22 %
Political	\$ 8,468	\$ 40,468	(79) %	\$ 4,086	107 %
Operating expenses (1):					
Broadcast	\$ 289,435	\$ 258,573	12 %	\$ 237,647	22 %
Corporate and administrative	\$ 23,313	\$ 21,618	8 %	\$ 13,587	72 %
Net income	\$ 31,297	\$ 40,654	(23) %	\$ 29,648	6 %
Non-GAAP Cash Flow (2):					
Broadcast Cash Flow	\$ 169,966	\$ 175,882	(3) %	\$ 134,105	27 %
Broadcast Cash Flow Less					
Cash Corporate Expenses	\$ 148,983	\$ 157,070	(5) %	\$ 122,237	22 %
Operating Cash Flow as defined in the					
Senior Credit Facility	\$ 154,388	\$ 162,662	(5) %	\$ 134,511	15 %
Free Cash Flow	\$ 83,266	\$ 87,649	(5) %	\$ 58,730	42 %
Free Cash Flow Per Share:					
Basic	\$ 1.24	\$ 1.51		\$ 1.02	
Diluted	\$ 1.23	\$ 1.50		\$ 1.01	

(1) Excludes depreciation, amortization, and loss on disposal of assets

(2) See definition of non-GAAP terms and reconciliation of the non-GAAP amounts to net income included elsewhere herein

(3) Pro forma and Combined Historical Basis data does not reflect the Montana Disposition

Pro Forma Annual Results 2012-2014



	Selected Op	perating Data on P Year E	ro Forma Basis Inded December		Historical)
			% Change 2014 to		% Change 2013 to
	2014	2013	2013	2012	2012
		(in thousand	ds except per sh	are data)	
Revenue (less agency commissions):					
Total	\$ 621,018	\$ 510,977	22 %	\$ 577,230	8 %
Political	\$ 93,526	\$ 6,838	1268 %	\$ 119,959	(22) %
Operating expenses (1):					
Broadcast	\$ 350,059	\$ 319,307	10 %	\$ 302,899	16 %
Corporate and administrative	\$ 29,203	\$ 19,810	47 %	\$ 15,927	83 %
Net income	\$ 75,852	\$ 39,190	94 %	\$ 70,542	8 %
Non-GAAP Cash Flow (2):					
Broadcast Cash Flow	\$ 273,023	\$ 192,504	42 %	\$ 278,530	(2) %
Broadcast Cash Flow Less					
Cash Corporate Expenses	\$ 245,888	\$ 171,431	43 %	\$ 260,899	(6) %
Operating Cash Flow as defined in the					
Senior Credit Facility	\$ 257,109	\$ 191,507	34 %	\$ 275,594	(7) %
Free Cash Flow	\$ 151,374	\$ 90,169	68 %	\$ 172,364	(12) %
Free Cash Flow Per Share Data:					
Basic	\$ 2.62	\$ 1.56		\$ 3.01	
Diluted	\$ 2.59	\$ 1.56		\$ 3.01	

(1) Excludes depreciation, amortization and loss on disposal of assets

(2) See definition of non-GAAP terms and a reconciliation of the non-GAAP amounts to net income included elsewhere herein

Capitalization Overview



No near-term debt maturities and ~\$131 million of liquidity as of 9/30/15

Current Capitalization

		9/30/2015	
(\$ in millions)	Actual \$	Cum. X L8QA OCF ⁽¹⁾	Cum. X LTM OCF ⁽²⁾
Cash & Equivalents	\$81		
Priority Revolver (\$50MM) due 2019		0.0x	0.0x
Term Loan B due 2021 (LIBOR + 3% with LIBOR Floor of 0.75%)	\$556	2.39x	2.23x
Secured Debt	\$556	2.39x	2.23x
7.5% Senior Notes due 10/2020, at par value	\$675	5.28x ⁽⁵⁾	4.94x ⁽⁵⁾
Total Debt	\$1,231	5.28x	4.94x
Net Debt ⁽³⁾	\$1,201	5.15x	4.82x
Debt Net All Cash ⁽⁴⁾	\$1,150	4.94x	4.62x
Source: Company financials and management estin	nates	\$233	

⁽¹⁾Based on Gray's L8QA 9/30/15 Pro Forma OCF for transactions closed on/before 9/30/15 ⁽²⁾Based on Gray's LTM 9/30/15 Pro Forma OCF for transactions closed on/before 9/30/15

⁽³⁾Total debt less up to \$30 million of cash on hand

⁽⁴⁾Total debt less all cash on hand

⁽⁵⁾Ratio is calculated using total debt

Gray Television, Inc.

34

\$249



Questions & Answers





Appendix



Glossary



"Combined Historical Basis":	Combined Historical Basis reflects financial results, position or statistics that have been prepared by adding Gray's historical financial results, position or statistics of the Completed Acquisitions and Montana Disposition. It does not include any adjustments for other events attributable to the Completed Acquisitions and Montana Disposition except "Operating Cash Flow" gives effect to expected synergies and "Combined Historical Free Cash Flow" gives effect to the financings related to the Completed Acquisitions and Montana Disposition.
"Completed Acquisitions":	All previously disclosed acquisitions completed since November 2013 through November 1, 2015, unless otherwise specified
"Gray" (Gray Television, Inc.):	A television broadcast company headquartered in Atlanta, Georgia, that owns and operates television stations and digital properties in markets throughout the United States.
"Montana Disposition":	The pending disposition of NBC stations in Montana; KGBF-LP, Great Falls and KMTF, Helena for an aggregate of \$3.0. The dispositions are subject to regulatory approval and is currently expected to close in the 4 th QTR of 2015
"Operating Cash Flow" or "OCF":	Operating cash flow as defined in Gray's existing senior credit facility; includes Pro Forma adjustments for Completed Acquisitions and Montana Disposition. See appendix herein for definition and reconciliations of non-GAAP terms
"Pending Schurz and Related Transactions":	On September 14, 2015, we announced that we have agreed to acquire all of the television and radio stations of Schurz Communications, Inc. ("Schurz") for approximately \$442.5 million (the "Schurz Acquisition"). On October 1, 2015, we announced agreements to sell Gray's KAKE-TV in Wichita, Kansas and Schurz's WSBT-TV in South Bend, Indiana, as well as certain assets of Schurz's KOTA-TV in Rapid City, South Dakota to facilitate regulatory approvals for the Schurz Acquisition, and we simultaneously announced the acquisition of WBXX-TV in Knoxville, Tennessee, WLUC-TV in Marquette, Michigan, and KYES-TV in Anchorage, Alaska. On November 2, 2015, we announced that we reached agreements to divest the Schurz radio stations to other radio broadcasters upon the closing of the Schurz Acquisition for an aggregate sales price of \$16 million. The net purchase price for the foregoing transactions is \$415.8 million. Currently, we anticipate closing these pending transactions either in the fourth quarter of 2015 or the first quarter of 2016.
"Pro Forma" or "PF":	Reflects Combined Historical Basis Results, position, or statistics of Gray, the Completed Acquisitions and the Montana Disposition; Pro Forma financial results give effect to the specified acquisitions and/or dispositions as if they had occurred at the beginning of the relevant period

Combined Historical Results⁽¹⁾



	Pro Forma Non-GAAP Reconciliation													
	Year Ended December 31,					Nine Months Ended September 30, ⁽²⁾								
	2012		2013		2014		2013		2014		2015		L8QA 2015	
						(in thousand	ds)							
Net income	\$ 7	0,542	\$	39,190	\$	75,852	\$	23,062	\$ 37,667	\$	31,297	\$	61,639	
Adjustments to reconcile from net income to Free Cash Flow:														
Depreciation	3	3,916		34,748		35,998		26,106	27,585		28,510		36,575	
Amortization of intangible assets		1,262		1,336		8,782		1,297	6,000		8,804		8,813	
Non-cash stock-based compensation		878		1,974		5,012		1,719	4,032		3,011		4,139	
(Gain) loss on disposals of assets, net		(69)		850		171		(56)	385		562		820	
Miscellaneous expense (income), net		1,399		360		(69)		4,378	3,122		(37)		(2,062)	
Interest expense	7	7,362		75,339		75,225		56,013	55,711		55,946		75,249	
Loss from early extinguishment of debt	4	6,683		-		5,086		-	4,897		-		2,543	
Income tax expense	2	9,615		18,613		39,361		11,390	13,464		16,186		31,385	
Amortization of program broadcast rights	1	2,969		13,090		12,871		8,492	9,227		10,837		14,153	
Common stock contributed to 401(k) plan														
excluding corporate 401(k) contributions		26		28		25		21	18		19		26	
Network compensation revenue recognized		(687)		(615)		(456)		(470)	(343)		-		(301)	
Payments for program broadcast rights		3,727)		(13,156)		(15,087)		(8,549)	(11,194)		(10,558)		(15,126)	
Corporate and administrative expenses excluding	,	. ,		(. ,				(. ,	(· ·)		· · /		(, ,	
depreciation, amortization of intangible assets and														
non-cash stock-based compensation	1	7,631		21,073		27,135		11,868	18,812		20,983		28,662	
Other		730		(326)		3,117		(1,166)	6,499		4,406		3,221	
Broadcast Cash Flow	27	8,530		192,504		273,023		134,105	175,882		169,966		249,736	
Corporate and administrative expenses excluding		-,		- ,		-,		-,	-,		,		-,	
depreciation, amortization of intangible assets and														
non-cash stock-based compensation	(17	7,631)		(21,073)		(27,135)	ļ	(11,868)	(18,812)		(20,983)		(28,662)	
Broadcast Cash Flow Less Cash Corporate Expenses		0.899		171,431		245,888		122,237	157,070		148,983		221,074	
Pension expense		7,874		8,626		6,126		6,464	4,611		4,190		6,239	
Contributions to pension plans		9,402)		(4,748)		(6,770)		(3,686)	(4,713)		(3,916)		(5,874)	
Other		6,223		16,198		11,865		9,496	5,694		5,131		11,849	
Operating Cash Flow as defined in Senior Credit Agreement		5,594		191,507		257,109		134,511	162,662		154,338		233,288	
Interest expense	(77	7,362)		(75,339)		(75,225)		(56,013)	(55,711)		(55,946)		(75,249)	
Amortization of deferred financing costs		2,723		1,903		2,970		1,235	2,158		2,396		3,017	
Amortization of net original issue (premium) or discount on		_,, _0		1,000		2,010		1,200	2,100		2,000		0,017	
$7 \frac{1}{2}$ senior notes, due 2020		1,127		(9)		(863)		206	(647)		(647)		(863)	
Purchase of property and equipment		3,882)		(27,374)		(32,215)		(20,691)	(20,452)		(15,250)		(27,074)	
Income taxes paid, net of refunds	(20	(836)		(519)		(401)		(518)	(361)		(13,230)		(1,039)	
Free Cash Flow	\$17	<u>(030)</u> 2,364		\$90,169		\$151,375		\$58,730	\$87,649		\$83,266	¢	\$132,080	
	<u> </u>			430,103		<i>w</i> 101,070	i ——	ψ 30,130	401,043		ψ00,200	4	,	

Gray Television, Inc. (1) (2)

See Definition of "Pro Forma" herein Pro forma data for the nine months ended September 30, 2015, 2014 and 2013 as well as the L8QA 2015 data does not reflect the Montana Disposition 38



Investor Presentation

