



Gray Completes Divestiture Sale Process To Facilitate Transaction With Raycom

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ATLANTA, Aug. 20, 2018 /PRNewswire/ -- Gray Television, Inc. ("**Gray**") (NYSE: GTN and GTN.A) announced today that it has entered into agreements to sell television stations in eight markets in which both it and Raycom Media, Inc. ("**Raycom**") currently own television stations. The agreements are as follows:

- Lockwood Broadcasting, Inc. has agreed to purchase Fox affiliates WTNZ in the Knoxville market (DMA 61), WFXG in the Augusta market (DMA 112), WPGX in the Panama City market (DMA 151) and WDFX in the Dothan market (DMA 173).
- The E.W. Scripps Company has agreed to purchase ABC affiliates KXXV/KRHD in the Waco market (DMA 86) and WTXL in the Tallahassee market (DMA 108).
- TEGNA Inc. has agreed to purchase CBS affiliate WTOL in the Toledo market (DMA 78) and NBC affiliate KWES in the Odessa-Midland market (DMA 144).



Last week, Gray announced that it had reached an agreement to sell its CBS affiliate, WSWG, in the ninth of the nine Gray/Raycom overlap markets, Albany, Georgia, to Marquee Broadcasting, Inc. The combined purchase price for all nine divestitures is \$235.5 million, which exceeds Gray's internal projections for divestiture proceeds.

By divesting television stations in each of the nine overlap markets, Gray ensures that the Gray/Raycom combination will not reduce competition in those local markets and otherwise complies with regulatory requirements. Gray will not have any joint sales, joint retransmission, shared services, or local marketing arrangements with any divested station. Additionally, Gray will not hold an option to repurchase any divested station, nor will Gray finance or guarantee any purchaser's indebtedness. In short, following consummation of the transactions, the divested stations will operate independently of Gray and under the full control of their new owners.

The proposed divestitures will close concurrently with the closing of the Gray/Raycom transaction, which Gray anticipates will occur following the receipt of regulatory and other approvals in the fourth quarter of 2018. Wells Fargo Securities, LLC served as financial advisor and Cooley LLP served as legal counsel for Gray in connection with the divestiture process.

Gray owns and/or operates over 100 television stations across 57 television markets that collectively broadcast over 200 program streams including over 100 channels affiliated with the CBS Network, the NBC Network, the ABC Network and the FOX Network. Our portfolio includes the number-one and/or number-two ranked television station operations in essentially all of our markets, which collectively cover approximately 10.4 percent of total United States television households. For further information, please visit www.gray.tv.

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