### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock (GTN.A)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock (GTN)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock (GTN)</td>
<td>10/06/2006</td>
<td>A</td>
<td>160,000(2)</td>
<td>272,000</td>
<td>D</td>
<td></td>
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<tr>
<td>Common Stock (GTN)</td>
<td></td>
<td></td>
<td></td>
<td>2,266(3)</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock (GTN.A)</td>
<td></td>
<td></td>
<td></td>
<td>249,396</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Option - Common Stock (GTN)</td>
<td>$9.58</td>
<td></td>
<td></td>
<td></td>
<td>09/30/2004 09/30/2007</td>
<td>Common Stock 125,730</td>
<td>125,730</td>
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</tr>
<tr>
<td>Option - Class A Common Stock (GTN.A)</td>
<td>$15.39</td>
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<td></td>
<td>11/19/2008 11/19/2008</td>
<td>Class A Common Stock 10,803</td>
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<td></td>
</tr>
<tr>
<td>Option - Common Stock (GTN)</td>
<td>$9.82</td>
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<td></td>
<td></td>
<td>01/07/2004 01/07/2007</td>
<td>Common Stock 76,581</td>
<td>76,581</td>
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<td></td>
</tr>
<tr>
<td>Options - Common Stock (GTN)</td>
<td>$12.3</td>
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<td></td>
<td></td>
<td>05/18/2005 11/19/2007</td>
<td>Common Stock 57,150</td>
<td>57,150</td>
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</tr>
<tr>
<td>Options - Common Stock (GTN)</td>
<td>$9.71</td>
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<td></td>
<td>06/07/2005 06/07/2010</td>
<td>Common Stock 142,875</td>
<td>142,875</td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Explanation of Responses:
1. Owned by reporting person's wife, as to which shares Mr. Prather disclaims beneficial ownership.
2. Represents a grant of restricted common stock (GTN).
3. Held in 401K account.

### Remarks:
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.
LIMITED POWER OF ATTORNEY FOR
SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby constitutes and
appoints the person listed below, signing singly, the undersigned's true and
lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity
as an officer and/or director of Gray Television, Inc. (the "Company"), Forms 3,
4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934
and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which
may be necessary or desirable to complete and execute any such Form 3, 4 or 5,
and timely file such form with the United States Securities and Exchange
Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the
foregoing which, in the opinion of such attorney-in-fact, may be of benefit to,
in the best interest of, or legally required by, the undersigned, it being
understood that the documents executed by such attorney-in-fact on behalf of the
undersigned pursuant to this Power of Attorney shall be in such form and shall
contain such terms and conditions as such attorney-in-fact may approve in such
attorney-in-fact's discretion.

Dottie R. Boudreau

The undersigned hereby grants to such attorney-in-fact full power and authority
to do and perform any and every act and thing whatsoever requisite, necessary,
or proper to be done in the exercise of any of the rights and powers herein
granted, as fully to all intents and purposes as the undersigned might or could
do if personally present, with full power of substitution or revocation, hereby
ratifying and confirming that such attorney-in-fact, or such attorney-in-fact's
substitute or substitutes, shall lawfully do or cause to be done by virtue of
this power of attorney and the rights and powers herein granted. The
undersigned acknowledges that the foregoing attorney-in-fact, in serving in such
capacity at the request of the undersigned, is not assuming, nor is the Company
assuming, any of the undersigned's responsibilities to comply with Section 16 of

This Power of Attorney shall remain in full force and effect until the
undersigned is no longer required to file Forms 3, 4 and 5 with respect to the
undersigned's holdings of and transactions in securities issued by the Company,
unless earlier revoked by the undersigned in a signed writing delivered to the
foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be
executed as of this 1st day of November, 2005.

/s/ Robert S. Prather, Jr.
Signature

Robert S. Prather, Jr.
Print Name