UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(MARK ONE)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2000.

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM _________ TO _________ .

COMMISSION FILE NUMBER 1-13796

GRAY COMMUNICATIONS SYSTEMS, INC.
(Exact name of registrant as specified in its charter)

GEORGIA	58-0285030
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

4370 PEACHTREE ROAD, NE, ATLANTA, GEORGIA 30319
(Address of principal executive offices)
(Zip code)

(404) 504-9828
(Registrant's telephone number, including area code)

NOT APPLICABLE
(Former name, former address and former fiscal year, if changed since last report.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter periods that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES [X] NO [ ]

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practical date.

CLASS A COMMON STOCK, (NO PAR VALUE)	CLASS B COMMON STOCK, (NO PAR VALUE)
6,848,467 SHARES AS OF APRIL 28, 2000	8,640,215 SHARES AS OF APRIL 28, 2000

INDEX

GRAY COMMUNICATIONS SYSTEMS, INC.

PART I. FINANCIAL INFORMATION

ITEM 1. STATEMENTS

GRAY COMMUNICATIONS SYSTEMS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

	MARCH 31, 2000 (UNAUDITED)	DECEMBER 31, 1999
CURRENT ASSETS:		
Cash and cash equivalents	$ 1,826,156	$ 1,787,446
Trade accounts receivable, less allowance for doubtful accounts of $1,112,000 and $1,008,000, respectively	25,314,634	30,338,425
Recoverable income taxes	2,169,025	2,053,025
Inventories	906,339	1,051,960
Current portion of program broadcast rights	2,811,313	3,538,441
Other current assets	1,202,892	803,410
Total current assets	34,230,359	39,572,707
PROPERTY AND EQUIPMENT:		
Land	4,385,286	4,385,286
Buildings and improvements	16,821,480	16,675,110
Equipment	100,644,078	98,760,379
	121,850,844	119,820,775
Allowance for depreciation	(43,366,600)	(39,443,291)
	78,484,244	80,377,484
OTHER ASSETS:		
Deferred loan costs	9,274,780	9,656,586
Goodwill and other intangibles:		
Licenses and network affiliation agreements	445,376,903	448,346,122
Goodwill	75,118,977	76,218,410
Consulting and noncompete agreements	1,747,412	1,869,368
Other	2,121,659	2,115,847
	533,639,731	538,206,333
	$ 646,354,334	$ 658,156,524

SEE NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.

GRAY COMMUNICATIONS SYSTEMS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS (CONTINUED)

	MARCH 31, 2000 (UNAUDITED)	DECEMBER 31, 1999
CURRENT LIABILITIES:		
Trade accounts payable	$ 3,292,350	$ 4,275,411
Employee compensation and benefits	5,098,581	5,163,973
Accrued expenses	2,298,148	3,161,581
Accrued interest	11,208,666	9,233,909
Current portion of program broadcast obligations	2,930,403	3,870,893
Deferred revenue	3,286,127	3,212,814
Current portion of long-term debt	300,000	316,000
Total current liabilities	28,414,275	29,234,581
LONG-TERM DEBT	376,327,920	381,385,942
OTHER LONG-TERM LIABILITIES:		
Program broadcast obligations, less current portion	275,013	428,867
Supplemental employee benefits	878,900	921,832
Deferred income taxes	73,613,829	75,389,829
Other acquisition related liabilities	2,506,635	2,607,492
	77,274,377	79,348,020
Commitments and contingencies		
STOCKHOLDERS' EQUITY:		
Serial Preferred Stock, no par value; authorized 20,000,000 shares; issued and outstanding 1,350 shares, respectively ($13,500,000 aggregate liquidation value, respectively)	13,500,000	13,500,000
Class A Common Stock, no par value; authorized 15,000,000 shares; issued 7,961,574 shares, respectively	10,683,709	10,683,709
Class B Common Stock, no par value; authorized 15,000,000 shares; issued 8,708,820 shares, respectively	116,452,872	116,379,482
Retained earnings	32,928,564	37,373,183
	173,565,145	177,936,374
Treasury Stock at cost, Class A Common, 1,121,657 and 1,127,282 shares, respectively	(8,463,917)	(8,546,285)
Treasury Stock at cost, Class B Common, 68,605 and 110,365 shares, respectively	(763,466)	(1,202,108)
	164,337,762	168,187,981
	$ 646,354,334	$ 658,156,524

SEE NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.

GRAY COMMUNICATIONS SYSTEMS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	THREE MONTHS ENDED MARCH 31,	
	2000	1999
OPERATING REVENUES		
Broadcasting (net of agency commissions)	$ 26,668,453	$ 21,168,040
Publishing	9,921,227	8,022,053
Paging	2,298,121	2,201,977
	38,887,801	31,392,070
EXPENSES		
Broadcasting	16,915,750	12,988,524
Publishing	7,664,910	6,354,622
Paging	1,504,024	1,513,645
Corporate and administrative	1,028,180	746,506
Depreciation and amortization	7,674,332	5,455,817
	34,787,196	27,059,114
	4,100,605	4,332,956
Miscellaneous income, net	63,301	421,748
	4,163,906	4,754,704
Interest expense	9,724,508	6,770,163
LOSS BEFORE INCOME TAXES	(5,560,602)	(2,015,459)
Income tax benefit	(1,712,000)	(455,000)
NET LOSS	(3,848,602)	(1,560,459)
Preferred Dividends	252,500	252,501
NET LOSS AVAILABLE TO COMMON STOCKHOLDERS	$ (4,101,102)	$ (1,812,960)
AVERAGE OUTSTANDING COMMON SHARES:		
Basic and Diluted	15,456,476	11,954,590
LOSS PER SHARE AVAILABLE TO COMMON STOCKHOLDERS:		
Basic and Diluted	$ (0.27)	$ (0.15)

SEE NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.

GRAY COMMUNICATIONS SYSTEMS, INC.
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (Unaudited)

	Preferred Stock		Class A Common Stock		Class B Common Stock		
	Shares	Amount	Shares	Amount	Shares	Amount	Retained Earnings
Balance at December 31, 1999	1,350	$ 13,500,000	7,961,574	$ 10,683,709	8,708,820	$ 116,379,482	$ 37,373,183
Net loss for the three months ended March 31, 2000							(3,848,602)
Common stock dividends ($.02 per share)							(309,393)
Preferred stock dividends							(252,500)
Issuance of treasury stock:							
401 (k) plan						19,343	
Non-qualified stock plan						54,047	(34,124)
Purchase of Class B Common Stock							
Balance at March 31, 2000	1,350	$ 13,500,000	7,961,574	$ 10,683,709	8,708,820	$ 116,452,872	$ 32,928,564

	Class A Treasury Stock		Class B Treasury Stock		
	Shares	Amount	Shares	Amount	Total
Balance at December 31, 1999	(1,127,282)	$ (8,546,285)	(110,365)	$ (1,202,108)	$ 168,187,981
Net loss for the three months ended March 31, 2000					(3,848,602)
Common stock dividends ($.02 per share)					(309,393)
Preferred stock dividends					(252,500)
Issuance of treasury stock:					
401 (k) plan			15,621	172,773	192,116
Non-qualified stock plan	5,625	82,368	37,500	408,453	510,744
Purchase of Class B Common Stock			(11,361)	(142,584)	(142,584)
Balance at March 31, 2000	(1,121,657)	$ (8,463,917)	(68,605)	$ (763,466)	$ 164,337,762

SEE NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.

GRAY COMMUNICATIONS SYSTEMS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	THREE MONTHS ENDED MARCH 31,	
	2000	1999
OPERATING ACTIVITIES		
Net loss	$ (3,848,602)	$ (1,560,459)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation	4,077,529	2,832,799
Amortization of intangible assets	3,596,803	2,623,018
Amortization of deferred loan costs	381,804	285,128
Amortization of program broadcast rights	1,309,740	1,202,465
Payments for program broadcast rights	(1,489,954)	(1,190,132)
Supplemental employee benefits	(42,932)	(51,443)
Common Stock contributed to 401(k) Plan	192,116	144,859
Deferred income taxes	(1,776,000)	(582,000)
Gain on disposal of assets	(9,290)	(378,097)
Changes in operating assets and liabilities:		
Receivables, inventories and other current assets	4,841,182	2,029,673
Accounts payable and other current liabilities	557,563	2,513,733
NET CASH PROVIDED BY OPERATING ACTIVITIES	7,789,959	7,869,544
INVESTING ACTIVITIES		
Purchase of newspaper business	-0-	(16,520,701)
Purchases of property and equipment	(2,228,979)	(2,436,979)
Deferred acquisition costs	-0-	(66,558)
Payments on purchase liabilities	(133,653)	(404,756)
Other	341,638	395,023
NET CASH USED IN INVESTING ACTIVITIES	(2,020,994)	(19,033,971)
FINANCING ACTIVITIES		
Dividends paid	(561,893)	(759,825)
Proceeds from sale of treasury stock - common	48,244	-0-
Purchase of treasury stock - common	(142,584)	(257,004)
Proceeds from borrowings of long-term debt	5,500,000	23,700,000
Payments on long-term debt	(10,574,022)	(11,092,887)
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	(5,730,255)	11,590,284
INCREASE IN CASH AND CASH EQUIVALENTS	38,710	425,857
Cash and cash equivalents at beginning of period	1,787,446	1,886,723
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 1,826,156	$ 2,312,580

SEE NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.

GRAY COMMUNICATIONS SYSTEMS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE A--BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements of Gray Communications Systems, Inc. (the "Company") have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three-month period ended March 31, 2000 are not necessarily indicative of the results that may be expected for the year ending December 31, 2000. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 1999.

Certain amounts reported for the prior year have been reclassified to conform to the 2000 format.

NOTE B--LONG-TERM DEBT

At March 31, 2000, the balance outstanding and the balance available under the Company's bank loan agreement were $216.0 million and $79.0 million, respectively, and the interest rate on the balance outstanding was 8.84%.

NOTE C--INFORMATION ON BUSINESS SEGMENTS

The Company operates in three business segments: broadcasting, publishing and paging. The broadcasting segment operates 13 television stations located in the southern and mid-western United States. The publishing segment operates four daily newspapers located in Georgia and Indiana. The paging operations are located in Florida, Georgia and Alabama. The following tables present certain financial information concerning the Company's three operating segments:

	THREE MONTHS ENDED MARCH 31, 2000	THREE MONTHS ENDED MARCH 31, 1999
	(IN THOUSANDS)	
Operating revenues:		
Broadcasting	$ 26,669	$ 21,168
Publishing	9,921	8,022
Paging	2,298	2,202
	$ 38,888	$ 31,392
Operating income:		
Broadcasting	$ 2,506	$ 3,120
Publishing	1,376	1,032
Paging	219	181
Total operating income	4,101	4,333
Miscellaneous income, net	63	422
Interest expense	(9,725)	(6,770)
Loss before income taxes	$ (5,561)	$ (2,015)

Operating income is total operating revenues less operating expenses, excluding miscellaneous income and expense (net) and interest. Corporate and administrative expenses are allocated to operating income based on net segment revenues.

NOTE C--INFORMATION ON BUSINESS SEGMENTS (CONTINUED)

	THREE MONTHS ENDED MARCH 31, 2000	THREE MONTHS ENDED MARCH 31, 1999
	(IN THOUSANDS)	
Media Cash Flow:		
Broadcasting	$ 9,710	$ 8,297
Publishing	2,292	1,690
Paging	802	699
	$ 12,804	$ 10,686
Media Cash Flow reconciliation:		
Operating income	$ 4,101	$ 4,333
Add:		
Amortization of program broadcast rights	1,310	1,202
Depreciation and amortization	7,674	5,456
Corporate overhead	1,028	747
Non-cash compensation and contributions to the Company's 401(k) plan, paid in common stock	181	138
Less:		
Payments for program broadcast obligations	(1,490)	(1,190)
Media Cash Flow	$ 12,804	$ 10,686

"Media Cash Flow" is defined as operating income, plus depreciation and amortization (including amortization of program broadcast rights), non-cash compensation and corporate overhead, less payments for program broadcast obligations. The Company has included Media Cash Flow data because such data is commonly used as a measure of performance for media companies and is also used by investors to measure a company's ability to service debt. Media Cash Flow is not, and should not be used as, an indicator or alternative to operating income, net income or cash flow as reflected in the Company's unaudited Condensed Consolidated Financial Statements. Media Cash Flow is not a measure of financial performance under generally accepted accounting principles and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with generally accepted accounting principles.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

Introduction

The following analysis of the financial condition and results of operations of Gray Communications Systems, Inc. (the "Company") should be read in conjunction with the Company's unaudited Condensed Consolidated Financial Statements and notes thereto included elsewhere herein.

As discussed below, the Company has acquired several television stations and a newspaper since January 1, 1999. The Company's acquisitions have been accounted for under the purchase method of accounting. Under the purchase method of accounting, the results of operations of the acquired businesses are included in the accompanying consolidated financial statements as of their respective acquisition dates. The assets and liabilities of acquired businesses are included based on an allocation of the purchase price.

1999 Acquisitions

On October 1, 1999, the Company completed its acquisition of all the outstanding capital stock of KWTX Broadcasting Company and Brazos Broadcasting Company, as well as the assets of KXII Broadcasters Ltd. The Company acquired the capital stock of KWTX Broadcasting Company and Brazos Broadcasting Company in merger transactions with the shareholders of KWTX Broadcasting Company and Brazos Broadcasting Company receiving a combination of cash and the Company's Class B Common Stock for their shares. The Company acquired the assets of KXII Broadcasters Ltd. in an all cash transaction. These transactions are referred to herein as the "Texas Acquisitions."

Aggregate consideration (net of cash acquired) paid in the Company's Class B Common Stock and cash was approximately $146.4 million which included a base purchase price of $139.0 million, transaction expenses of $2.8 million and certain net working capital adjustments (excluding cash) of $4.6 million. In addition to the amount paid, the Company assumed approximately $600,000 in liabilities in connection with the asset purchase of KXII Broadcasters Ltd. The Company funded the acquisitions by issuing 3,435,774 shares of the Company's Class B Common Stock (valued at $49.5 million) to the sellers, borrowing an additional $94.4 million under its bank loan agreement and using cash on hand of approximately $2.5 million.

With the Texas Acquisitions the Company added the following television stations to its broadcast segment: KWTX-TV, the CBS affiliate located in Waco, Texas; KBTX-TV, the CBS affiliate located in Bryan, Texas, each serving the Waco-Temple-Bryan, Texas television market and KXII-TV, the CBS affiliate serving Sherman, Texas and Ada, Oklahoma. Under Federal Communications Commission (the "FCC") regulations, KBTX-TV is operated as a satellite station of KWTX-TV. The three stations are collectively referred to herein as the "Texas Stations."

On March 1, 1999, the Company acquired substantially all of the assets of The Goshen News from News Printing Company, Inc. and affiliates thereof, for aggregate cash consideration of approximately $16.7 million including a non-compete agreement (the "Goshen Acquisition"). The Goshen News is currently an 18,000-circulation newspaper published Monday through Sunday and serves Goshen, Indiana and surrounding areas. The Company financed the acquisition through borrowings under its bank loan agreement.

General

Broadcast advertising revenues are generally highest in the second and fourth quarters each year, due in part to increases in consumer advertising in the spring and retail advertising in the period leading up to and including the holiday season. In addition, broadcast advertising revenues are generally higher during even numbered election years due to spending by political candidates and other political advocacy groups, which spending typically is heaviest during the fourth quarter.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

RESULTS OF OPERATIONS (CONTINUED)

Broadcasting, Publishing and Paging Revenues

Set forth below are the principal types of broadcasting, publishing and paging revenues earned by the Company's broadcasting, publishing and paging operations for the periods indicated and the percentage contribution of each to the Company's total revenues:

	THREE MONTHS ENDED MARCH 31,			
	2000		1999	
	AMOUNT	PERCENT OF TOTAL	AMOUNT	PERCENT OF TOTAL
	(DOLLARS IN THOUSANDS)			
BROADCASTING NET REVENUES:				
Local	$14,946	38.4%	$12,524	39.9%
National	7,187	18.5	5,503	17.5
Network compensation	2,017	5.2	1,396	4.4
Political	524	1.4	49	0.2
Production and other	1,995	5.1	1,696	5.4
	$26,669	68.6%	$21,168	67.4%
PUBLISHING NET REVENUES:				
Retail	$ 4,484	11.5%	$ 3,682	11.7%
Classified	3,147	8.1	2,554	8.1
Circulation	1,939	5.0	1,502	4.8
Other	351	0.9	284	1.0
	$ 9,921	25.5%	$ 8,022	25.6%
PAGING NET REVENUES:				
Paging lease, sales and service	$ 2,298	5.9%	$ 2,202	7.0%
TOTAL	$38,888	100.0%	$31,392	100.0%

THREE MONTHS ENDED MARCH 31, 2000 COMPARED TO THREE MONTHS ENDED MARCH 31, 1999

Revenues. Total revenues for the three months ended March 31, 2000 increased $7.5 million, or 23.9%, over the same period of the prior year, to $38.9 million from $31.4 million. This increase was primarily attributable to the (i) revenues resulting from the Texas Stations that were acquired on October 1, 1999, (ii) revenues resulting from The Goshen News that was acquired on March 1, 1999, (iii) increased revenues from existing publishing operations and (iv) increased paging revenues.

Broadcasting revenues increased $5.5 million or 26.0%, over the same period of the prior year, to $26.7 million from $21.2 million. The Texas Acquisitions accounted for an increase of $5.2 million. On a pro forma basis, assuming the Texas Acquisitions had been effective on January 1, 1999, broadcasting revenues for the Texas Stations for the three months ended March 31, 2000 were consistent at $5.2 million, when compared to the same period of the prior year. Political advertising revenue was $524,000 for the three months ended March 31, 2000, compared to $49,000 for the same period of the prior year. Broadcasting revenues, excluding the results of the Texas Acquisitions, increased $267,000, or 1.3%, over the same period of the prior year, to $21.4 million from $21.2 million. This increase was due primarily to increased political advertising revenue.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

THREE MONTHS ENDED MARCH 31, 2000 COMPARED TO THREE MONTHS ENDED MARCH 31, 1999 (CONTINUED)

Publishing revenues increased $1.9 million, or 23.7%, over the same period of the prior year, to $9.9 million from $8.0 million. The increase in publishing revenues was due primarily to increased revenues from the Company's existing publishing operations and from the revenues generated by The Goshen News which was acquired on March 1, 1999. Revenues from the Company's existing publishing operations increased $1.0 million, or 13.4%, over the same period of the prior year, to $8.5 million from $7.5 million. The primary components of the increase in revenues from existing operations were increases in retail advertising, classified advertising and circulation revenues of $432,000, $327,000 and $205,000, respectively. The Goshen News provided revenues of $1.4 million for the three months ended March 31, 2000. On a pro forma basis, assuming that the Goshen Acquisition had been completed on January 1, 1999, revenue for The Goshen News increased $215,000, or 17.7%, to $1.4 million from $1.2 million, as compared to the same period of the prior year.

Paging revenues increased $96,000, or 4.4%, over the same period of the prior year, to $2.3 million from $2.2 million due primarily to an increase in the number of pagers. The Company had approximately 90,000 pagers and 87,000 pagers in service at March 31, 2000 and 1999, respectively.

Operating expenses. Operating expenses for the three months ended March 31, 2000 increased $7.7 million, or 28.6%, over the same period of the prior year, to $34.8 million from $27.1 million, due primarily to increased broadcasting expenses, publishing expenses and depreciation and amortization expense.

Broadcasting expenses increased $3.9 million, or 30.2%, over the three months ended March 31, 1999, to $16.9 million from $13.0 million. The acquisition of the Texas Stations accounted for an increase of $2.9 million. On a pro forma basis, assuming the acquisition of the Texas Stations had been effective on January 1, 1999, broadcasting expenses for the Texas Stations for the three months ended March 31, 2000 decreased $253,000, or 8.0%, to $2.9 million from $3.2 million. Broadcasting expenses, excluding the results of the Texas Stations, increased $1.0 million, or 7.9 %, over the same period of the prior year, to $14.0 million from $13.0 million. The increase was due primarily to increased employee compensation expense.

Publishing expenses for the three months ended March 31, 2000 increased $1.3 million, or 20.6%, from the same period of the prior year, to $7.7 million from $6.4 million. The increase in publishing expenses was due primarily to increased expenses from the Company's existing publishing operations and from the expenses of The Goshen News. Expenses from the Company's existing publishing operations increased $664,000, or 11.1%, over the same period of the prior year, to $6.7 million from $6.0 million. The increase in expenses at the Company's existing publishing operations was due primarily to payroll and transportation costs associated with increased circulation and commencement of a Sunday edition in February, 2000, at one of the Company's daily newspapers. The Goshen News recorded expenses of $1.0 million for the three months ended March 31, 2000. On a pro forma basis, assuming that the Goshen Acquisition had been completed on January 1, 1999, expenses for The Goshen News increased $59,000, or 6.3%, to $1.0 million from $0.9 million, as compared to the same period of the prior year reflecting in part the commencement of a Sunday edition as of August 1, 1999.

Paging expenses remained consistent with that of the prior year at approximately $1.5 million.

Corporate and administrative expenses increased $281,000, or 37.6%, to $1.0 million for the three months ended March 31, 2000 from $747,000 for the three months ended March 31, 1999. The increase was due primarily to increased payroll expense and other operating expenses. In addition, the Company incurred approximately $100,000 of non-recurring charges relating to conversion and upgrades of its telecommunications systems.

Depreciation of property and equipment and amortization of intangible assets was $7.7 million for the three months ended March 31, 2000, as compared to $5.5 million for the same period of the prior year, an increase of $2.2 million, or 40.7%. This increase was primarily the result of higher depreciation and amortization costs related to the acquisition of the Texas Stations and The Goshen News.

THREE MONTHS ENDED MARCH 31, 2000 COMPARED TO THREE MONTHS ENDED MARCH 31, 1999 (CONTINUED)

Miscellaneous income. Miscellaneous income for the three months ended March 31, 2000 was $63,000 compared to $422,000 for the three months ended March 31, 1999. The decrease in miscellaneous income of $359,000 was due primarily to lower gains on disposal of property in the current year as compared to that of the prior year.

Interest expense. Interest expense increased $3.0 million, or 43.7%, to $9.7 million for the three months ended March 31, 2000 from $6.8 million for the three months ended March 31, 1999. This increase was attributable primarily to increased interest rates on the Company's variable interest rate debt and to increased levels of debt resulting from the financing of the acquisition of the Texas Stations and The Goshen News.

Income tax benefit. Income tax benefit for the three months ended March 31, 2000 and March 31, 1999 was $1.7 million and $455,000, respectively. The increase in the income tax benefit was directly attributable to the increase in net loss before tax in the current quarter as compared to the first quarter of the prior year.

Net loss available to common stockholders. Net loss available to common stockholders of the Company for the three months ended March 31, 2000 and March 31, 1999 was $4.1 million and $1.8 million, respectively.

LIQUIDITY AND CAPITAL RESOURCES

The Company's working capital was $5.8 million and $10.3 million at March 31, 2000 and December 31, 1999, respectively. The Company's cash provided from operations was $7.8 million and $7.9 million for the three months ended March 31, 2000 and March 31, 1999, respectively.

The Company's cash used in investing activities was $2.0 million and $19.0 million for the three months ended March 31, 2000 and March 31, 1999, respectively. The decreased usage of $17.0 million from 1999 to 2000 was primarily due to the acquisition of The Goshen News in 1999 and no similar transactions ocurring in the current quarter.

The Company's financing activities used $5.7 million for the three months ended March 31, 2000 while providing $11.6 million for the three months ended March 31, 1999. The increase in cash used in financing activities resulted primarily from increased payments on long-term debt in the current quarter as compared to borrowings on long-term debt to fund the acquisition of The Goshen News in 1999.

During the three months ended March 31, 2000, the Company issued 5,625 shares of Class A Common Stock and 53,121 shares of its Class B Common Stock from treasury to fulfill obligations under its employee benefit plan and certain employment agreements. The Company also purchased 11,361 shares of its Class B Common Stock for $142,584 during the three months ended March 31, 2000.

The Company regularly enters into program contracts for the right to broadcast television programs produced by others and program commitments for the right to broadcast programs in the future. Such programming commitments are generally made to replace expiring or canceled program rights. Payments under such contracts are made in cash or the concession of advertising spots for the program provider to resell, or a combination of both. During the three months ended March 31, 2000, the Company paid $1.5 million for such program broadcast rights.

The Company and its subsidiaries file a consolidated federal income tax return and such state or local tax returns as are required. As of March 31, 2000, the Company anticipates that it will generate taxable operating losses for the foreseeable future.

At March 31, 2000, the balance outstanding and the balance available under the bank loan agreement were $216.0 million and $79.0 million, respectively, and the effective interest rate on the balance outstanding was 8.84%.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

LIQUIDITY AND CAPITAL RESOURCES (CONTINUED)

On March 31, 2000, the Company's Board of Directors authorized payment of a $1.0 million fee to Bull Run Corporation, a principal shareholder of the Company, for services rendered in connection with the Company's option to purchase Bull Run's equity investment in Sarkes Tarzian. Effective as of March 1, 2000, the fee will be payable in equal monthly installments of $50,000.

Management believes that current cash balances, cash flows from operations and the borrowings under its bank loan agreement will be adequate to provide for the Company's capital expenditures, debt service, cash dividends and working capital requirements for the forseeable future.

Management does not believe that inflation in past years has had a significant impact on the Company's results of operations nor is inflation expected to have a significant effect upon the Company's business in the near future.

CAUTIONARY STATEMENTS FOR PURPOSES OF THE "SAFE HARBOR" PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT

This quarterly report on Form 10-Q contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. When used in this report, the words "believes," "expects," "anticipates," "estimates" and similar words and expressions are generally intended to identify forward-looking statements. Statements that describe the Company's future strategic plans, goals, or objectives are also forward-looking statements. Readers of this report are cautioned that any forward-looking statements, including those regarding the intent, belief or current expectations of the Company or management, are not guarantees of future performance, results or events and involve risks and uncertainties, and that actual results and events may differ materially from those in the forward-looking statements as a result of various factors including, but not limited to, (i) general economic conditions in the markets in which the Company operates, (ii) competitive pressures in the markets in which the Company operates, (iii) the effect of future legislation or regulatory changes on the Company's operations and (iv) other factors described from time to time in the Company's filings with the Securities and Exchange Commission. The forward-looking statements included in this report are made only as of the date hereof. The Company undertakes no obligation to update such forward-looking statements to reflect subsequent events or circumstances.

PART II. OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

27 - Financial Data Schedule

(b) Reports on Form 8-K

None

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GRAY COMMUNICATIONS SYSTEMS, INC.
(Registrant)

Date: April 28, 2000

By: /s/ James C. Ryan

James C. Ryan,
Vice President - Finance &
Chief Financial Officer

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE MARCH 31, 2000 UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF GRAY COMMUNICATIONS SYSTEMS, INC. AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

3-MOS
DEC-31-2000
JAN-01-2000
MAR-31-2000
1,826,156
0
26,426,634
1,112,000
906,339
34,230,359
121,850,844
43,366,600
646,354,334
28,414,275
376,627,920
0
13,500,000
117,909,198
32,928,564
646,354,334
38,887,801
38,887,801
0
34,787,196
(63,301)
132,896
9,724,508
(5,560,602)
(1,712,000)
(3,848,602)
0
0
0
(3,848,602)
(0.27)
(0.27)