

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 11)

GRAY COMMUNICATIONS SYSTEMS, INC.  
(Name of Issuer)

Class B Common Stock No Par Value  
(Title of Class of Securities)

389190208  
(CUSIP Number)

James E. McKee, Gabelli Funds, Inc.,  
One Corporate Center, Rye, NY 10580-1434 (914) 921-5294  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

December 8, 1997  
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this Schedule because of Rule 13d-1(b)(3) or (4), check the following box:

CUSIP No. 002535201 13D

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Gabelli Funds, Inc. I.D. No. 13-3056041

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
(a)   
(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS\*  
00: Funds of investment company clients

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

:	(7) SOLE VOTING POWER
:	310,000 (Item 5)
:	
:	(8) SHARED VOTING POWER
:	None (Item 5)
:	
:	(9) SOLE DISPOSITIVE POWER
:	310,000 (Item 5)
:	

:(10) SHARED DISPOSITIVE  
: POWER  
: None (Item 5)

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(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
310,000 (Item 5)

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(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
EXCLUDES CERTAIN SHARES\*

/ x /

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(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
9.27%

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(14) TYPE OF REPORTING PERSON\*  
HC, IA, CO

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
 GAMCO Investors, Inc. I.D. No. 13-2951242

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS\*  
 00: Funds of investment advisory clients

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
 REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)  x

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
 New York

	:	(7) SOLE VOTING POWER
	:	345,900 (Item 5)
	:	
	:	(8) SHARED VOTING POWER
	:	None
NUMBER OF SHARES BENEFICIALLY	:	
OWNED BY EACH REPORTING	:	
PERSON WITH	:	(9) SOLE DISPOSITIVE
	:	POWER
	:	367,900 (Item 5)
	:	
	:	(10) SHARED DISPOSITIVE
	:	POWER
	:	None

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 367,900 (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
 EXCLUDES CERTAIN SHARES\*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
 10.99%

(14) TYPE OF REPORTING PERSON\*  
 IA, CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
 Gabelli International Limited I.D. No. Foreign Corporation

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS\*  
 WC

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
 REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
 British Virgin Islands

	:	(7) SOLE VOTING POWER
	:	24,600 (Item 5)
	:	
	:	(8) SHARED VOTING POWER
	:	None (Item 5)
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	:	(9) SOLE DISPOSITIVE POWER
	:	24,600 (Item 5)
	:	
	:	(10) SHARED DISPOSITIVE POWER
	:	None (Item 5)

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 24,600 (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
 EXCLUDES CERTAIN SHARES\*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
 0.74%

(14) TYPE OF REPORTING PERSON\*  
 CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 002535201

13D

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Mario J. Gabelli

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS\*  
None

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

	:	(7) SOLE VOTING POWER
	:	None (Item 5)
	:	
	:	(8) SHARED VOTING POWER
	:	None
	:	
NUMBER OF SHARES BENEFICIALLY	:	(9) SOLE DISPOSITIVE
OWNED BY EACH REPORTING	:	POWER
PERSON WITH	:	None (Item 5)
	:	
	:	(10) SHARED DISPOSITIVE
	:	POWER
	:	None

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
None (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
EXCLUDES CERTAIN SHARES\*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
0.00%

(14) TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1. Security and Issuer

This Amendment No. 11 to Schedule 13D on the Class B Common Stock of Gray Communications Systems, Inc. (the "Issuer") is being filed on behalf of the undersigned to amend the Schedule 13D, as amended (the "Schedule 13D") which was originally filed on September 26, 1996. Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meaning as set forth in the Schedule 13D.

Item 2. Identity and Background

This statement is being filed by Mario J. Gabelli ("Mr. Gabelli") and various entities which he directly or indirectly controls or for which he acts as chief investment officer. These entities, except for Lynch Corporation ("Lynch"), Spinnaker Industries, Incorporated ("Spinnaker"), Western New Mexico Telephone Company ("Western New Mexico"), Entoleter, Inc. ("Entoleter"), Lynch Telecommunications Corporation ("Lynch Telecom"), Lynch Telephone Corporation ("Lynch Telephone") and Inter-Community Telephone Company ("Inter-Community") (collectively, "Lynch and its affiliates"), engage in various aspects of the securities business, primarily as investment adviser to various institutional and individual clients, including registered investment companies and pension plans, as broker/dealer and as general partner of various private investment partnerships. Certain of these entities may also make investments for their own accounts.

The foregoing persons in the aggregate often own beneficially more than 5% of a class of equity securities of a particular issuer. Although several of the foregoing persons are treated as institutional investors for purposes of reporting their beneficial ownership on the short-form Schedule 13G, the holdings of those who do not qualify as institutional investors may exceed the 1% threshold presented for filing on Schedule 13G or implementation of their investment philosophy may from time to time require action which could be viewed as not completely passive. In order to avoid any question as to whether their beneficial ownership is being reported on the proper form and in order to provide greater investment flexibility and administrative uniformity, these persons have decided to file their beneficial ownership reports on the more detailed Schedule 13D form rather than on the short-form Schedule 13G and thereby to provide more expansive disclosure than may be necessary.

(a), (b) and (c) - This statement is being filed by one or more of the following persons: Gabelli Funds, Inc. ("GFI"), GAMCO Investors, Inc. ("GAMCO"), Gabelli Securities, Inc. ("GSI"), Gabelli & Company, Inc. ("Gabelli & Company"), Gabelli Performance Partnership L.P. ("GPP"), GLI, Inc. ("GLI"), Gabelli Associates Fund ("Gabelli Associates"), Gabelli Associates Limited ("GAL"), Gabelli & Company, Inc. Profit Sharing Plan (the "Plan"), Gabelli International Limited ("GIL"), Gabelli International II Limited ("GIL II"), Gabelli International Gold Fund Limited ("GIGFL"), ALCE Partners, L.P. ("ALCE"), Gabelli Multimedia Partners, L.P. ("Multimedia Partners"), Gabelli Asset Management Company International Advisory Services Ltd. ("GIASL"), Gabelli Foundation, Inc. ("Foundation"), Mr. Gabelli, Lynch, Spinnaker, Western New Mexico, Entoleter, Lynch Telecom, Lynch Telephone and Inter-Community. Those of the foregoing persons signing this Schedule 13D are hereafter referred to as the "Reporting Persons".

GAMCO, a wholly-owned subsidiary of GFI, is an investment adviser registered under the Investment Advisers Act of 1940, as amended ("Advisers Act"). GAMCO is an investment manager providing discretionary managed account services in the equity area for employee benefit plans, private investors, endowments and foundations.

Gabelli & Company, a wholly-owned subsidiary of GSI, is a broker-dealer registered under the Securities Exchange Act of 1934, as amended ("1934 Act"), which as a part of its business regularly purchases and sells securities for its own account.

GLI, a wholly-owned subsidiary of GSI, is the trustee for the Gabelli-Rosenthal & Partners, L.P. Liquidating Trust.

Gabelli Associates is a New York limited partnership whose primary business purpose is risk arbitrage investments. GSI and Mr. Gabelli are the general partners of Gabelli Associates.

GAL is a corporation whose primary business purpose is risk arbitrage investments. Shares of GAL's Common Stock will be offered to persons who are neither citizens nor residents of the United States and may be offered to a limited number of U.S. investors. GSI is the investment manager of GAL.

GSI, a majority-owned subsidiary of GFI, is a Delaware

corporation which as a part of its business regularly purchases and sells securities for its own account. It is the immediate parent of Gabelli & Company.

GFI is the ultimate parent company for a variety of companies engaged in the securities business, each of which is named above. In addition, GFI is an investment adviser registered under the Advisers Act. GFI is an investment adviser which presently provides discretionary managed account services for The Gabelli Equity Trust Inc., The Gabelli Asset Fund, The Gabelli Growth Fund, The Gabelli Convertible Securities Fund, Inc., The Gabelli Value Fund Inc., The Gabelli Small Cap Growth Fund, The Gabelli Equity Income Fund, The Gabelli ABC Fund, The Gabelli Global Telecommunications Fund, Gabelli Gold Fund, Inc., The Gabelli Global Multimedia Trust Inc., The Gabelli Global Convertible Securities Fund, Gabelli Capital Asset Fund, Gabelli International Growth Fund, Inc. and The Gabelli Global Interactive Couch Potato Fund (collectively, the "Funds"), which are registered investment companies.

The Plan, a qualified employee profit sharing plan, covers substantially all employees of GFI and its affiliates.

GPP, a New York limited partnership, is a limited partnership whose primary business purpose is investing in securities. Mr. Gabelli is the general partner and chief investment officer of GPP.

GIL is a corporation whose primary business purpose is investing in a portfolio of equity securities and securities convertible into, or exchangeable for, equity securities in order to achieve its investment objective of significant long-term growth of capital. Shares of GIL's common stock are offered to persons who are neither citizens nor residents of the United States and may be offered to a limited number of U.S. investors. The investments of GIL are managed by Mr. Gabelli who is also a director and Chairman of the Board of Directors of GIL.

GIL II is a corporation whose business purpose is investing primarily in a portfolio of equity securities and securities convertible into, or exchangeable for, equity securities in order to achieve its investment objective of significant long-term growth of capital. Shares of GIL II's common stock are offered to persons who are neither citizens nor residents of the United States and may be offered to a limited number of U.S. investors. The investments of GIL II are managed by Mr. Gabelli who is also a director and Chairman of the Board of Directors of GIL II.

ALCE is a Delaware investment limited partnership that seeks long-term capital appreciation primarily through investments in public and private equity securities. GSI is a general partner of ALCE.

Multimedia Partners is a Delaware investment limited partnership whose objective is to provide long-term capital appreciation by investing primarily in public and private multimedia communications companies. GSI is a general partner of Multimedia Partners.

GIASL is a corporation whose primary business purpose is to provide advisory services to offshore funds.

The Foundation is a private foundation. Mr. Gabelli is the President, a Trustee and the Investment Manager of the Foundation.

Lynch, an Indiana corporation, is a diversified public company traded on the American Stock Exchange. Its subsidiaries are engaged in communications, services, and manufactured products. Spinnaker, a Delaware subsidiary of Lynch, is also a public company and its stock is traded through the NASDAQ System. Spinnaker is a diversified manufacturing firm with major subsidiaries in specialty adhesive-backed materials business. Another of Lynch's subsidiaries, Western New Mexico, provides telephone services in a service area in Southwestern New Mexico. Inter-Community, which is also a subsidiary of Lynch, provides local telephone services in an area 40 miles west of Fargo, North Dakota. Lynch and Spinnaker actively pursue new business ventures and acquisitions. Lynch and its affiliates make investments in marketable securities to preserve capital and maintain liquidity for financing their business activities and acquisitions (not in the case of Western New Mexico) and are not engaged in the business of investing, reinvesting, or trading in securities. Mr. Gabelli is Chairman of Lynch and owns beneficially 23.52% of the shares of common stock of Lynch.

Mr. Gabelli is the majority stockholder and Chairman of the Board of Directors and Chief Executive Officer of GFI and the Chief Investment Officer for each of the Reporting Persons other than GIASL. GFI, in turn, is the sole stockholder of GAMCO. GFI is also the majority stockholder of GSI. Gabelli & Company is a wholly-owned subsidiary of GSI. GIL is a wholly-owned subsidiary

of GSI.

The Reporting Persons do not admit that they constitute a group.

GFI, GAMCO, Gabelli & Company and GLI are New York corporations and GSI is a Delaware corporation, each having its principal business office at One Corporate Center, Rye, New York 10580-1434. GPP is a Delaware limited partnership having its principal business office at 8 Sound Shore Drive, Greenwich, Connecticut 06830. Gabelli Associates is a New York limited partnership having its principal business office at One Corporate Center, Rye, New York 10580-1434. GAL and GIL are corporations organized under the laws of the British Virgin Islands having their principal business office at c/o MeesPierson (Cayman) Limited, British American Centre, Dr. Roy's Drive-Phase 3, George Town, Grand Cayman, British West Indies. GIL II is a corporation organized under the laws of the British Virgin Islands having their principal business office at c/o Coutts & Company (Cayman) Limited, West Bay Road, Grand Cayman, British West Indies. GIASL is a Bermuda corporation with its principal business office at c/o Appleby, Spurling & Kempe, Cedar House, 41 Cedar Avenue, Hamilton HM12, Bermuda. The Foundation is a private foundation having its principal offices at 165 West Liberty Street, Reno, Nevada 89501. Lynch is an Indiana corporation having its principal business office at 8 Sound Shore Drive, Greenwich, CT 06830. Spinnaker is a Delaware corporation having its principal business office at 251 Welton Street, Hamden, CT 06511.

For information required by instruction C to Schedule 13D with respect to the executive officers and directors of the foregoing entities and other related persons (collectively, "Covered Persons"), reference is made to Schedule I annexed hereto and incorporated herein by reference.

(d) and (e) - On December 8, 1994, the SEC instituted and simultaneously accepted offers for the settlement of an administrative proceeding against Gabelli & Company and GAMCO. The order instituting the proceeding included a finding, which Gabelli & Company and GAMCO neither admitted nor denied, that they failed to implement and maintain policies and procedures reasonably designed to prevent the misuse of material, nonpublic information by not specifically addressing the special circumstances that arose from their affiliation with Lynch Corporation, a public company. To resolve this matter, Gabelli & Company and GAMCO agreed to cease and desist from violating Section 15(f) of the 1934 Act and Section 204A of the Advisers Act, respectively. They further agreed to each pay a civil penalty in the amount of \$50,000, and to retain, and adopt the recommendations of, an independent consultant regarding their Section 15(f) and Section 204A policies and procedures.

(f) - Reference is made to Schedule I hereto.

### Item 3. Source and Amount of Funds or Other Consideration

Item 3 to Schedule 13D is amended, in pertinent part, as follows:

All Reporting Persons used an aggregate of approximately \$1,411,819 to purchase the additional Securities reported as beneficially owned in Item 5 below. GAMCO and GFI used approximately \$1,310,119 and \$101,700, respectively, of funds that were provided through the accounts of certain of their investment advisory clients (and, in the case of some of such accounts at GAMCO, may be through borrowings from client margin accounts) in order to purchase the additional Securities for such clients.

### Item 5. Interest In Securities Of The Issuer

Item 5 to Schedule 13D is amended, in pertinent part, as follows:

(a) The aggregate number and percentage of Securities to which this Schedule 13D relates is 702,500 shares, representing 21.00% of the 3,345,970 shares outstanding as reported in the Issuer's most recently filed Form 10-Q for the quarter ended September 30, 1997. The Reporting Persons beneficially own those Securities as follows:

Name	Shares of Class B Common Stock	% of Class B Common Stock
GFI:		
As Principal	0	0.00%
As Agent	310,000	9.27%
GAMCO:		
As Principal	0	0.00%
As Agent	367,900	10.99%



GIL	24,600	0.74%
Mr. Gabelli	0	0.00%

Mr. Gabelli is deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons and GFI is deemed to have beneficial ownership of the securities owned beneficially by each of the foregoing persons other than Mr. Gabelli.

(b) Each of the Reporting Persons and Covered Persons has the sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the Securities reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be, except that GAMCO Investors, Inc. does not have the authority to vote 22,000 of the reported shares, and except that GFI has sole dispositive and voting power with respect to the 310,000 shares of the Issuer held by the Funds, so long as the aggregate voting interest of all joint filers does not exceed 25% of their total voting interest in the Issuer and in that event, the Proxy Voting Committee of each of the Funds shall respectively vote that Fund's shares, and except that, at any time, the Proxy Voting Committee of each such Fund may take and exercise in its sole discretion the entire voting power with respect to the shares held by such Fund under special circumstances such as regulatory considerations, and except that the power of Mr. Gabelli and GFI is indirect with respect to Securities beneficially owned directly by other Reporting Persons.

(c) Information with respect to all transactions in the Securities which were effected during the past sixty days by each of the Reporting Persons and Covered Persons is set forth on Schedule II annexed hereto and incorporated herein by reference.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 9, 1997

MARIO J. GABELLI

By: \_\_\_\_\_  
James E. McKee  
Attorney-in-Fact

GABELLI FUNDS, INC.

By: \_\_\_\_\_  
James E. McKee  
General Counsel

GAMCO INVESTORS, INC.

By: \_\_\_\_\_  
Douglas R. Jamieson  
Executive Vice President

GABELLI INTERNATIONAL LIMITED

By: \_\_\_\_\_  
Mario J. Gabelli, Chairman  
and Investment Manager  
by: James E. McKee  
Attorney-in-Fact

Schedule I

Information with Respect to Executive  
Officers and Directors of the Undersigned

Schedule I to Schedule 13D is amended, in pertinent part, as follows:

The following sets forth as to each of the executive officers and directors of the undersigned: his name; his business address; and his present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. Unless otherwise specified, the principal employer of each such individual is Gabelli Funds, Inc., Gabelli & Company, Inc., or GAMCO Investors, Inc., the business address of each of which is One Corporate Center, Rye, New York 10580, and each such individual identified below is a citizen of the United States. To the knowledge of the undersigned, during the last five years, no such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws except as reported in Item 2(d) of this Schedule 13D.

Gabelli Funds, Inc.

Directors:

Mario J. Gabelli\*

Richard B. Black  
Chairman of Raster Image  
Processing Systems; Chairman  
ECRM; Director of Archetype  
and Oak Technology; Director  
of The Morgan Group, Inc.;  
General Partner of KBA Part-  
ners, Parker Plaza  
400 Kelby Street,  
Fort Lee, NJ 07029

Charles C. Baum  
Chairman, Director and Chief Execu-  
tive Officer of The Morgan Group,  
Inc.;  
Secretary & Treasurer  
United Holdings  
2545 Wilkens Avenue  
Baltimore, MD 21223

Dr. Eamon M. Kelly  
President  
Tulane University  
218 Gibson Hall  
6823 St. Charles Avenue  
New Orleans, LA 70118

Marc J. Gabelli  
Vice President

Officers:

Mario J. Gabelli  
Chairman, Chief Executive  
Officer and Chief Investment  
Officer

Stephen G. Bondi  
Executive Vice President,  
Chief Financial and Admin-  
istrative Officer

James E. McKee  
Vice President, General  
Counsel and Secretary

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\* Mr. Gabelli is the Chairman, Chief Executive Officer and Chief Investment Officer of Gabelli Funds, Inc. and of GAMCO Investors, Inc.; Director/Trustee of all registered investment companies advised by Gabelli Funds, Inc.; Chairman and Chief Executive Officer of Lynch Corporation.

GAMCO Investors, Inc.

Directors:

Mario J. Gabelli  
Douglas R. Jamieson  
Joseph R. Rindler, Jr.  
Regina M. Pitaro  
F. William Scholz, II

Officers:

Mario J. Gabelli	Chief Executive Officer and Chief Investment Officer
Joseph R. Rindler, Jr.	Chairman
Douglas R. Jamieson	Executive Vice President
Stephen G. Bondi	Vice President
James E. McKee	Vice President, General Counsel and Secretary

Gabelli Securities, Inc.

Directors:

Robert W. Blake	President of W.R. Blake & Sons, Inc. 196-20 Northern Boulevard Flushing, NY 11358
Douglas G. DeVivo	General Partner of ALCE Partners, L.P. One First Street, Suite 16 Los Altos, CA 94022
Ronald L. Gallatin	Consultant Gabelli Securities, Inc. One Corporate Center Rye, NY 10580
Francine Sommer	Chief Executive Officer of General Partner of Gabelli Multimedia Partners, L.P. One Corporate Center Rye, NY 10580
Joseph R. Rindler, Jr.	See above

Officers:

Gary P. Watson	Executive Vice President, Chief Financial and Admin- istrative Officer
Stephen G. Bondi	Vice President
James E. McKee	Secretary

Gabelli & Company, Inc.

Directors:

James G. Webster, III	Chairman
Stephen G. Bondi	See above

Donald C. Jenkins Director of Research

Officers:

James G. Webster, III Chairman  
Stephen G. Bondi Vice President  
Bruce N. Alpert Vice President-Mutual Funds  
Walter K. Walsh Compliance Officer  
James E. McKee Secretary

GLI, Inc.  
Directors:

Mario J. Gabelli See above-Gabelli Funds, Inc.

Officers:

Mario J. Gabelli Chairman and Chief Investment Officer  
Stephen G. Bondi Vice President

Gabelli Associates Limited

Directors:

Mario J. Gabelli See above-Gabelli Funds, Inc.  
MeesPierson (Cayman) Limited British American Centre  
Dr. Roy's Drive- Phase 3  
Georgetown, Grand Cayman  
Cayman Islands, British WestIndies

Officers:

Mario J. Gabelli Chief Investment Officer  
Kevin Bromley Vice President, Treasurer and Assistant Secretary  
Sandra Wight Secretary and Assistant Treasurer

Gabelli International Limited

Directors:

Mario J. Gabelli See above-Gabelli Funds, Inc.  
MeesPierson (Cayman) Limited British American Centre  
Dr. Roy's Drive- Phase 3  
Georgetown, Grand Cayman  
Cayman Islands, British West Indies

Officers:

Kevin Bromley Vice President, Treasurer, and Assistant Secretary  
MeesPierson (Cayman) Limited  
British American Centre  
Dr. Roy's Drive- Phase 3  
Georgetown, Grand Cayman  
Cayman Islands, British West Indies

Sandra Wight

Secretary and Assistant Treasurer  
Assistant Secretary  
MeesPierson (Cayman) Limited  
British American Centre  
Dr. Roy's Drive- Phase 3  
Georgetown, Grand Cayman  
Cayman Islands, British West Indies

Gabelli Asset Management Company  
International Advisory Services Ltd.

Directors:

Marc J. Gabelli                      See above-Gabelli Funds, Inc.  
Stephen G. Bondi                      See Above-Gabelli Funds, Inc.  
Joseph R. Rindler, Jr.                See above-GAMCO Investors, Inc.  
Michael J. Burns                      Appleby, Spurling & Kempe  
Cedar House  
41 Cedar Avenue  
Hamilton, HM12  
Bermuda

Douglas Molyneux                    Appleby, Spurling & Kempe  
Cedar House  
41 Cedar Avenue  
Hamilton, HM12  
Bermuda

Lynch Corporation  
8 Sound Shore Drive  
Greenwich, CT 06830

Directors:

Paul J. Evanson                      President  
Florida Light & Power Co.  
P.O Box 14000  
700 Universe Blvd.  
Juno Beach, Fl 33408  
Morris Berkowitz                      Business Consultant  
163-43 Willets Point Blvd.  
Whitestone, NY 11357  
Mario J. Gabelli                      See above-Gabelli Funds, Inc.  
Paul Woolard                          Business Consultant  
116 East 68th Street  
New York, NY 10021  
E. Val Cerutti                        Business Consultant  
Cerutti Consultants  
227 McLain Street  
Mount Kisco, NY 10540  
Ralph R. Papitto                      Chairman of the Board  
AFC Cable Systems, Inc.  
50 Kennedy Plaza  
Suite 1250  
Providence, RI 02903

Salvatore Muoio

Principal  
S. Muoio & Co., LLC  
655 Third Avenue  
New York, NY 10017

John C. Ferrara

Business Consultant  
110 Edward Place  
Stamford, CT 06905

Officers:

Mario J. Gabelli

Chairman and Chief Executive Officer

Robert E. Dolan

Chief Financial Officer

Carmine Ceraolo

Assistant Controller

Robert A. Hurwich

Vice President-Administration,  
Secretary and General Counsel

Spinnaker Industries, Inc.  
600 N. Pearl Street  
Suite 2160  
Dallas, TX 75201

Directors:

Joseph P. Rhein

5003 Central Avenue  
Ocean City, NJ 08226

Richard J. Boyle

The Boyle Group, Inc.  
6110 Blue Circle Drive  
Suite 250  
Minnetonka, MN 55343

Ned N. Fleming, III

Boyle, Fleming,  
& Co., Inc.  
600 N. Pearl Street  
Suite 2160  
Dallas, TX 75201

Robert E. Dolan

See above Lynch Corporation

Anthonie C. van Ekris

Chairman and Chief  
Executive Officer  
Balmac International, Inc.  
61 Broadway  
Suite 1900  
New York, NY 10006

Frank E. Grzelecki

President  
Handy & Harman  
One Corporate Center  
Rye, New York 10580

Philip W. Colburn

Chairman of the Board  
Allen Telecom, Inc.  
11611 San Vincente Blvd.  
Suite 505  
Los Angeles, CA 90049

Officers:

Ned N. Fleming, III

President

Richard J. Boyle

Chairman and Chief Executive Officer

Robert A. Hurwich

Secretary

Mark A. Matteson

Vice President, Corporate  
Development

Craig Jennings

Controller

Entoleter, Inc.



251 Welton Street  
Hamden, CT 06517

Directors:

Ned N. Fleming, III	See above-Spinnaker
Mark A. Matteson	See above-Spinnaker
Robert Hladick	See above Entoleter
Robert P. Wentzel	See above Entoleter
James Fleming	230 Saugatuck Avenue, Unit 8 Westport, CT 06880

Officers:

Robert P. Wentzel	President
Mark R. Matteson	Vice President
Robert Hladick	Controller & Secretary

Western New Mexico Telephone Company  
314 Yankee Street  
Silver City, NM 88062

Directors:

Jack C. Keen	Chairman and President
Dr. Brian E. Gordon	Vice President
Mary Beth Baxter	Secretary & Treasurer
John Clay Keen	Route 6 Box 270 Greenville, TX 75401
Robert E. Dolan	See above-Lynch Corporation
Robert A. Hurwich	See above-Lynch Corporation
Carmine Ceraolo	See above-Lynch Corporation
Mary J. Carroll	See above-Lynch Corporation
Eugene P. Connell	See above-Lynch Corporation

Officers:

Jack C. Keen	Chairman and President
Jack L. Bentley	Executive Vice President
Dr. Brian E. Gordon	Vice President
Charles M. Baxter	Sr. Vice President-Operations
Mary Beth Baxter	Secretary & Treasurer
Robert A. Hurwich	Assistant Treasurer

Inter-Community Telephone Company  
P.O. Box A  
Nome, ND 58062

Directors:

Mary J. Carroll	See above-Lynch Corporation
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Robert E. Dolan	See above-Lynch Corporation
Joseph H. Epel	See above-Lynch Corporation
Robert A. Hurwich	See above-Lynch Corporation
Eugene P. Connell	See above-Lynch Corporation
Harry B. Snyder	P.O. Box 131 Buffalo, ND 58011
Robert Snyder	200 Broadway South Buffalo, ND 58011
Keith S. Anderson	See above-Inter-Community Telephone Company
Robert Reff	See above-Inter-Community Telephone Company

Officers:

Leone A. Nilsen	President
Robert Snyder	President
Robert Reff	Vice President
Keith S. Anderson	Secretary
Harry B. Snyder	Treasurer
Joseph H. Epel	Assistant Treasurer
Robert A. Hurwich	Assistant Secretary

Lynch Telecommunications Corporation  
8 Sound Shore Drive  
Greenwich, CT 06830

Directors:

Richard A. Kiesling	2801 International Lane Suite 207 Madison, WI 53740
Robert E. Dolan	See above-Lynch Corporation
Robert A. Snyder	See above-Inter-Community Telephone Company
Eugene P. Connell	See above-Lynch Corporation

Officers:

Robert A. Hurwich	Secretary
Joseph H. Epel	Treasurer and Assistant Secretary
Robert E. Dolan	President, Controller, Assistant Treasurer, and Assistant Secretary

Lynch Telephone Corporation  
8 Sound Shore Drive  
Greenwich, CT 06830

Directors:

Robert E. Dolan	Controller
Jack W. Keen	President
Robert A. Hurwich	See above-Lynch Corporation
Eugene P. Connell	See above-Lynch Corporation

Officers:

Jack C. Keen	Chairman
Jack W. Keen	President
Robert A. Hurwich	Secretary
Mary Beth Baxter	Treasurer and Assistant Secretary
Robert E. Dolan	Controller

SCHEDULE II  
INFORMATION WITH RESPECT TO  
TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR  
SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

	DATE	SHARES PURCHASED SOLD(-)	AVERAGE PRICE(2)
COMMON STOCK-GRAY COMM SYS CLA B			
GABELLI INTERNATIONAL LTD			
	12/01/97	1,100-	25.2727
	11/25/97	1,000-	25.5000
	11/19/97	800-	25.2969
	11/17/97	2,300-	25.2717
	11/10/97	200-	25.0000
	11/07/97	1,500-	24.6875
	11/05/97	1,500-	25.0208
	11/03/97	1,900-	25.0000
	10/31/97	1,500-	24.6875
	10/29/97	700-	24.7500
	10/28/97	1,500-	24.8125
	10/27/97	3,000-	24.9375
	10/22/97	1,400-	25.5000
	10/21/97	20,600	23.0000
	10/16/97	500-	25.7500
	10/14/97	1,000-	25.5625
	10/13/97	900-	25.5000
	10/10/97	2,200-	25.1534
	10/08/97	100-	24.7500
GABELLI FUNDS, INC.			
THE GABELLI ASSET FUND			
	12/08/97	4,000	25.4250
GAMCO INVESTORS, INC.			
	12/04/97	13,000	25.4135
	11/18/97	1,000	25.0000
	11/17/97	1,000	25.0375
	11/14/97	3,000	24.7500
GAMCO INVESTORS, INC.			
	12/08/97	100	25.0000
	12/08/97	1,000-	25.1375
	12/05/97	2,000	25.2500
	12/05/97	2,000	25.3750
	10/22/97	1,400	25.4911
	10/21/97	100	25.3750
	10/17/97	1,000	25.2500

(1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED  
ON THE NY STOCK EXCHANGE.

(2) PRICE EXCLUDES COMMISSION.