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**I. INTRODUCTION**

General Communication, Inc. (“GCI”), Liberty Interactive Corporation (“LIC”), and their affiliates have entered into agreements pursuant to which GCI’s operating businesses will be combined with certain of LIC’s Liberty Ventures Group businesses, and will be renamed GCI

Liberty, Inc. (“GCI Liberty”). GCI Liberty will own GCI’s existing operating subsidiaries through an existing holding company, GCI Holdings, Inc. (“GCI Holdings”), which will continue to operate its communications subsidiaries under the GCI brand and will maintain the current management and headquarters of GCI Holdings and its operating subsidiaries in Anchorage.<sup>1</sup>

## **II. PARTIES**

### **A. General Communication, Inc. (“GCI”)**

GCI is a telecommunications holding company incorporated in Alaska and headquartered in Anchorage. GCI’s class A common stock trades publicly on the NASDAQ exchange under the symbol GNCMA. Through its operating subsidiaries, GCI provides local exchange, exchange access, domestic intrastate and interstate interexchange, resold international telecommunications, commercial mobile radio and data, cable television, Internet access, broadcast television, wholesale submarine cable capacity, specialized telecommunications and data services for the oil, gas, and mining industries, and other communications services throughout many areas of Alaska, between Alaska and the 48 contiguous states, and in certain other geographic regions. A list of GCI’s subsidiaries and their FCC authorizations and licenses is provided at Attachment 1. GCI indirectly holds its interests in its communications subsidiaries through GCI Holdings.

***Fixed Telephone Service and Internet Access Service.*** GCI provides fixed telecommunications and Internet access services and networks through its subsidiaries GCI Communication Corp. (“GCICC”), Yukon Telephone Co., Inc., United Utilities, Inc., United-KUC, Inc., Unicom, Inc., and United2, LLC, using a combination of terrestrial wireline, fixed wireless, and satellite-based assets. GCICC operates as a competitive local exchange carrier

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<sup>1</sup> One step in the transaction converts GCI Holdings, Inc. to a limited liability company.

(“CLEC”) in many areas of Alaska, offering residential and enterprise services in competition with local incumbent carriers, as well as offering interstate and intrastate interexchange services throughout the State. All interstate services are offered pursuant to 47 C.F.R. § 63.01.

Yukon Telephone Co., Inc., United Utilities, Inc., and United-KUC, Inc. each operate as incumbent local exchange carriers (“ILECs”) and fixed eligible telecommunications carriers, serving about 60 villages in rural and remote Alaska. In addition to local voice services, these ILECs offer Internet access via DSL or in some cases fixed wireless technologies. Under the *Alaska Plan Order*, these ILECs have committed to improve the level of broadband Internet access offered in their ILEC service areas.<sup>2</sup>

GCICC, Unicom, Inc., and GCI Fiber Communication Co., Inc. are authorized by the Regulatory Commission of Alaska (“RCA”) to provide intrastate interexchange services, and GCICC and United Utilities, Inc. are also authorized by the RCA to offer private pay telephone services. United Utilities, Inc., United2, LLC, Unicom, Inc. and GCICC variously operate and provide interexchange and Internet access services over the TERRA network, GCI’s hybrid fiber-microwave network connecting western Alaska with Anchorage.

***Submarine Cable-Related Services.*** GCI owns and operates five submarine cable systems—Alaska United East, Alaska United West, Cook Inlet Segment, Kodiak-Kenai Fiber Link, and SEAFast—connecting Alaska with the contiguous 48 states and points within southern and southeast Alaska. GCI markets these systems collectively as the Alaska United Fiber-Optic Cable System (“Alaska United”). GCI uses Alaska United to provide interexchange

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<sup>2</sup> See *Wireline Competition Bureau Authorizes Alaska Plan Support for 13 Alaska Rate-of-Return Companies*, Public Notice, DA 16-1425, 31 FCC Rcd. 13,347, 13,353 (Wireline Comp. Bur. 2016) (“*Alaska Plan Rate-of-Return Companies Public Notice*”).

and other services for its own subscribers. GCI also provides wholesale submarine cable capacity on Alaska United to unaffiliated third parties.

***Fixed and Mobile Wireless Services.*** GCI offers fixed and mobile wireless services through its subsidiaries GCICC, The Alaska Wireless Network, LLC (“AWN”), BBN Inc., United Utilities, Inc., United2, LLC, and Unicom, Inc.

GCICC provides commercial mobile radio and commercial mobile data services in many areas throughout Alaska through a combination of cellular, 700 MHz, PCS, and other wireless licenses. AWN is the CMRS license holder and operator of the underlying radio network facilities. As such, AWN also holds and operates fixed microwave backhaul facilities. In many parts of Alaska, GCICC has been designated an eligible telecommunications service provider by the RCA with respect to its mobile wireless services (a list of those designations is provided as Attachment 2) and, as such, has committed to upgrade its mobile voice and broadband networks in certain underserved areas.<sup>3</sup>

***Cable and Internet Access.*** GCI provides cable television service and Internet service to 41 communities throughout Alaska through its subsidiaries GCICC, GCI Cable, Inc., and Supervision, Inc. GCI Cable, Inc. also holds wireless licenses for internal communications related to its cable business.

***Broadcast Television.*** GCI provides broadcast television service in the Anchorage and Juneau areas through its subsidiaries Denali Media Southeast, Corp. and Denali Media Anchorage, Corp. Denali Media Anchorage, Corp. also holds fixed wireless, broadcast-auxiliary

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<sup>3</sup> See *Wireless Telecommunications Bureau Approves Performance Plans of the Eight Wireless Providers That Elected To Participate in the Alaska Plan*, Public Notice, DA 16-1419, 31 FCC Rcd. 13,317, 13,321-22 (Wireless Tel. Bur. 2016) (“*Alaska Plan Wireless Providers Public Notice*”).

service, television pickup, and other wireless licenses, as well as satellite earth station licenses, in support of its broadcast operations.

***International Resale Services.*** GCICC and AWN each hold international Section 214 authority for global resale telecommunications services.

A chart showing the current ownership structure of GCI is provided as Attachment 3.

**B. GCI Liberty, Inc. (“GCI Liberty”)**

GCI Liberty will be the ultimate parent entity of GCI’s operating businesses and the contributed Liberty Ventures Group businesses and assets. In connection with the consummation of the Proposed Transaction, GCI will change its name to GCI Liberty and form a Delaware corporation and wholly-owned subsidiary of GCI. As soon as practicable after closing, and subject to the receipt of requisite stockholder approvals, GCI will merge into the new Delaware subsidiary, retaining the name GCI Liberty. The prospective Form 602 ownership report on file for GCI Liberty identifies the only expected owner of more than 10% of its equity or voting interests, Dr. John C. Malone, and the FCC Regulated Businesses in which he has at least a 10% ownership interest. Dr. Malone currently is projected to hold a 4.0% equity interest and a 27.4% voting interest in GCI Liberty.

A chart showing the post-transaction ownership structure of GCI Liberty is provided as Attachment 5.

**C. Liberty Interactive Corporation (“LIC”)**

Liberty Interactive Corporation is a publicly-traded company incorporated in Delaware that owns interests in subsidiaries and other companies engaged primarily in the video content and online commerce industries. LIC’s ownership interests in its subsidiaries and entities in which it has an equity ownership interest are currently attributed to two tracking stock groups: QVC Group and Liberty Ventures Group. The QVC Group has attributed to it LIC’s wholly-

owned subsidiaries QVC, Inc. and zulily, llc, and its approximate 38% ownership interest in HSN, Inc. The QVC Group Series A common stock trades on the NASDAQ as QVCA, and the QVC Group Series B common stock trades on the NASDAQ as QVCB. The Liberty Ventures Group has attributed to it LIC's interests in its consolidated subsidiary, Evite, Inc., as well as its equity interests in FTD Companies, Inc., LendingTree, Inc., giggle, Inc., Liberty Broadband Corporation ("LBC"), and ILG, Inc., together with a 1.7% equity interest in Charter Communications, Inc. ("Charter"), among others. The Liberty Ventures Group Series A common stock trades on the NASDAQ as LVNTA, and the Liberty Ventures Group Series B common stock trades on the NASDAQ as LVNTB.

LIC holds a 23.5% non-voting equity interest in LBC, which is a publicly-traded company that holds ownership interests in subsidiaries and other companies engaged in the mobile location technology and cable television/broadband industries. LBC's wholly-owned subsidiary Skyhook Holding, Inc. offers mobile positioning and contextual location intelligence solutions. LBC also beneficially owns a 25.01% voting interest in Charter, through its own 17.6% equity interest in Charter and certain proxy agreements executed with Advance/Newhouse Partnership and with LV Bridge, LLC, a subsidiary of LIC, for its 1.7% interest.

A chart showing the current ownership structure of LIC is provided as Attachment 4.

### **III. THE PROPOSED TRANSACTION**

The Proposed Transaction is one in which the former stockholders of Liberty Ventures Group of LIC ultimately would, through a series of steps, acquire control of GCI through a reorganization in which certain Liberty Ventures Group assets and liabilities will be transferred to GCI in exchange for newly-issued shares of reclassified Class A common stock and reclassified Class B common stock of GCI (the "Contribution"). In addition, in the course of the reorganization, GCI will be renamed "GCI Liberty." Existing GCI shareholders will receive

0.63 of a share of reclassified Class A common stock and 0.2 of a share of Series A preferred stock of GCI Liberty for each share of existing GCI Class A and Class B common stock.

Following the Contribution, LIC will redeem each share of LIC's existing Liberty Ventures Group Series A common stock and Liberty Ventures Group Series B common stock for one share of reclassified Class A common stock in GCI Liberty and one share of reclassified Class B common stock in GCI Liberty, respectively. Upon consummation of the Proposed Transaction, the former holders of LIC's Liberty Ventures Group common stock will hold approximately 77% of the undiluted equity interests and 84% of the undiluted voting interests of GCI Liberty, and the former shareholders of GCI will own approximately 23% of the undiluted equity and 16% of the undiluted voting interests in GCI Liberty. GCI's communications operating businesses will continue to operate as indirect, wholly-owned subsidiaries of GCI Liberty. GCI's leadership team, brand, operations, and products and services for its operating companies will not change as a result of the Proposed Transaction, nor will its Alaska-based focus. GCI Holdings will remain headquartered in Anchorage. GCI Holdings will be the primary operating asset in GCI Liberty's portfolio of assets.

GCI Liberty will be a publicly-traded holding company that will own GCI Holdings, GCI's existing ownership interests, and certain interests formerly attributed to the Liberty Ventures Group of LIC, including, among others<sup>4</sup>: (1) Broadband Holdco, LLC, a Delaware limited liability company to be formed prior to the closing of the Contribution to hold LIC's

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<sup>4</sup> The Contributed Ventures Subsidiaries also are expected to include the following entities which will become subsidiaries of Ventures Holdco: BCY Holdings, Inc.; Celebrate Interactive LLC; Centennial Rural Development, Inc.; Cool Kicks Media, LLC; Evite, Inc.; Liberty Interactive Advertising, LLC; Liberty Digital Commerce, LLC; LIC Tree, LLC; LIC Tree 2, LLC; LIC Ventures Marginco, LLC; LMC Lockerz, LLC; LMC Social, LLC; LV Basket Marginco, LLC; LV Bridge, LLC and Provide Gifts, Inc.

42,681,842 shares of Series C (non-voting) common stock of LBC and certain margin loan arrangements with respect to these interests; and (2) Ventures Holdco, LLC, a Delaware limited liability company to be formed prior to the closing of the Contribution to own GCI Holdings and the remaining assets and liabilities to be contributed by Liberty Ventures Group to GCI Liberty, which are expected to include: the Evite, Inc. operating business; 5,358,401 shares of Class A common stock of Charter; 10,203,010 shares of common stock of FTD Companies, Inc.; 2,773,989 shares of common stock of LendingTree, Inc.; 22,194,508 shares of Series B-1 Preferred Stock and 6,813,053 shares of Series C Preferred Stock of giggle, Inc.; and any rights of LIC related to such investments. A copy of the Agreement and Plan of Reorganization is attached as Attachment 7.

Charts depicting the pre-transaction ownership structure of GCI and LIC and the post-transaction ownership structure of GCI Liberty are provided as Attachments 3 through 5.

#### **IV. THE TRANSACTION WILL PRODUCE SUBSTANTIAL PUBLIC INTEREST BENEFITS**

##### **A. Standard of Review**

In its review, the Commission first determines whether the proposed transaction complies with the specific provisions of the Communications Act, other applicable statutes, and the Commission's rules.<sup>5</sup> The Commission then weighs "any potential public interest harms of the proposed transaction against any potential public interest benefits" to determine whether, "on

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<sup>5</sup> See, e.g., *Applications for Consent to the Transfer of Control of Licenses from Comcast Corp. and AT&T Corp., Transferors, to AT&T Comcast Corp., Transferee*, Memorandum Opinion and Order, FCC 02-310, 17 FCC Rcd. 23,246, 23,255 ¶ 26 (2002) ("AT&T/Comcast Order").

balance,” approval of the transaction would serve the public interest.<sup>6</sup> In doing so, the Commission employs a “sliding scale approach” that examines “the likelihood and the magnitude of the potential public interest harms,” if any.<sup>7</sup> The Proposed Transaction creates no foreseeable harm to competition or the public interest generally. Rather, the Proposed Transaction will promote stability and investment in Alaska, to the benefit of consumers in the many communities that GCI serves. Therefore, the Commission should approve the Proposed Transaction.

**B. The Proposed Transaction Will Benefit the Public Interest by Facilitating Continued Investment in Alaska**

The Proposed Transaction, which may appear complex, will have limited practical effect on the day-to-day operations of GCI’s FCC-licensed communications businesses in Alaska, and will have no negative effect on the customers and communities that GCI serves. As explained above, from the perspective of GCI’s communications businesses, the primary effects of the Proposed Transaction will be 1) their ultimate corporate parent will be reconstituted with a new name, and 2) the former shareholders of the Liberty Ventures Group of LIC collectively will have a controlling interest in that ultimate corporate parent. GCI’s communications subsidiaries, through which GCI currently offers communications services, will remain unchanged. They will remain dedicated to serving Alaska and providing access to high-quality telecommunications

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<sup>6</sup> *Applications of AT&T and DIRECTV, for Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, FCC 15-94, 30 FCC Rcd. 9131, 9140 ¶ 18 (2015).

<sup>7</sup> *Assignees and Transferees; Comcast Corp., Transferor, to Time Warner Inc., Transferee; Time Warner Inc., Transferor, to Comcast Corp., Transferee*, Memorandum Opinion and Order, FCC 06-105, 21 FCC Rcd. 8203, 8327 ¶ 300 (2006); *see also AT&T/Comcast Order*, 17 FCC Rcd. at 23,329 ¶ 218 (observing that “in balancing the public interest harms and benefits, we employ a sliding scale approach” that “examine[s] the likelihood and the magnitude of the potential public interest harms”).

services. Consummation of the Proposed Transaction will serve the public interest by providing GCI's operating businesses with more stable access to financial markets and greater capacity to execute on GCI's current business plan. It will reduce the exposure of those businesses to Alaska-specific market fluctuations and diversify the overall enterprise beyond Alaska, with GCI Liberty being a substantially larger and more diverse company than GCI is today.

The Proposed Transaction would increase substantially the economic and geographic diversity of the businesses within GCI Liberty. Although the GCI communications subsidiaries will remain Alaska-focused, they will become corporate siblings to businesses and investments with nationwide footprints and diverse revenue sources. Thus, even when the Alaska economy is singularly going through hard times, GCI Liberty's other businesses may continue to perform well in other U.S. markets, providing greater assurance to financial markets of GCI Liberty's stability. The increased size of GCI Liberty also will provide it improved access to capital markets.

As the Commission knows, GCI is committed to continued investment in Alaska, making capital market stability all the more important. For example, GCI is currently in the final phases of completing the TERRA "ring," which will further increase speed and reliability. This project is important to rural Alaskans because it provides terrestrial—and therefore low-latency—high-speed Internet connectivity in the communities it serves. Completion of the TERRA ring, however, has required the construction of more than 2000 miles of fiber and microwave links, under some of the harshest construction conditions anywhere in the United States. The Proposed Transaction will better position GCI to continue to execute on these projects in the future.

Likewise, GCI has committed to expanding wireline and mobile wireless broadband service in Alaska through its Alaska Plan commitments, which are binding obligations to expand

availability of modern broadband services, both fixed and mobile, to remote areas of Alaska.<sup>8</sup> Economic certainty is especially important for this type of expansion—be it fulfillment of Alaska Plan commitments or other builds. Even in the earliest stages, such projects require infrastructure investment commensurate with the anticipated final scope of service, which in turns depends on an accurate prediction of future financial circumstances. Underinvestment in the early stages can either limit the eventual scope of the build-out, or require early-stage infrastructure to be replaced to accommodate an expansion in project scope. Conversely, if the scope of a project shrinks after it is already underway due to unforeseen economic changes, investments made in the early stages of the project can be stranded. In either case, resources are used inefficiently. Thus, economic uncertainty increases these risks of over- or underinvestment in the early stages of a project and makes it more difficult to use resources efficiently, potentially slowing the growth of telecommunications service, especially in rural areas.

The Proposed Transaction will allow GCI to reduce these risks through increased financial stability. Thus, it will further improve GCI's ability to execute its plans to expand the geographic reach of its wireless, wireline, and high-speed Internet services in Alaska, helping to bridge the digital divide in some of the most isolated areas of the United States.

### **C. The Proposed Transaction Will Not Harm the Public Interest**

On the other side of the scale, the Proposed Transaction will not cause any public interest harm. There is no overlap in the services provided by GCI, its subsidiaries, and the LIC entities

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<sup>8</sup> See *Alaska Plan Wireless Providers Public Notice*, Public at app. A; *Alaska Plan Rate-of-Return Companies Public Notice* at app. B.

that will become part of GCI Liberty. In fact, the LIC entities that will become part of GCI Liberty offer no FCC-regulated services at all.<sup>9</sup>

GCI Liberty will hold, directly and indirectly, a non-controlling interest in Charter Communications, Inc. (“Charter”). LIC’s interest in Charter poses no competitive concerns for two reasons. First, although Charter and GCI Cable, Inc. both provide cable television/Internet and local voice services, there is no geographic overlap between the markets that these businesses serve. There is therefore no impact on the market for video distribution, Internet access service, or local voice service given the lack of overlap.

Second, GCI Liberty will not have control over Charter. It will hold a 1.7% equity interest in Charter, and it will hold a 23.5% non-voting interest in LBC, which in turn holds a minority interest in Charter.<sup>10</sup> In any event, GCI Cable has only 125,800 basic video subscribers, compared to Charter’s 17.2 million video subscribers, in non-overlapping areas. Associating GCI Cable with any national cable company would not affect the competitive landscape for content distribution.

To the extent that GCI Liberty will be affiliated with other carriers, these affiliations also raise no competitive concerns. Charter offers telecommunications services, but not within Alaska. And any services GCI offers outside of Alaska are not on its own facilities, with the exception of submarine cable services between Alaska and Washington and Oregon and limited VSAT service. To the extent that GCI Liberty will become affiliated with foreign carriers

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<sup>9</sup> One entity that will be contributed to GCI Liberty—Provide Gifts, Inc.—holds an industrial/business pool wireless license for internal use but is not in the communications business.

<sup>10</sup> LBC currently has a 25.01% voting interest in Charter comprised of the 17.6% equity interest owned by LBC and proxy agreements with Advance/Newhouse Partnership and with LV Bridge, LLC, a subsidiary of LIC, for its 1.7% interest.

through Liberty Global plc, none of those entities offers services in Alaska to the best of the Applicants' knowledge. The foreign carrier affiliates provide service to countries that are members of the World Trade Organization or to countries that the Commission has treated as members. In any event, GCI Liberty's provision of international services is limited to resale, and GCI currently owns no international facilities.

Therefore, not only are the public interest benefits of the Proposed Transaction substantial—increased financial stability with which to continue investment and expansion of services within Alaska—but there are also no public interest harms for these benefits to outweigh. Accordingly, the Proposed Transaction is clearly in the public interest.

## **V. ADMINISTRATIVE MATTERS**

### **A. Request for Approval of Additional Authorizations**

Applicants may now have on file, and may hereafter file, additional requests for authorizations for new or modified facilities that may be granted before the Commission takes action on applications associated with the Proposed Transaction. Accordingly, the Applicants respectfully request that any Commission approval of any such application include authority for transfer of control to GCI Liberty of: (1) any licenses and/or authorizations issued to GCI or any of its subsidiaries or affiliates during the Commission's review of the applications and the period required for the consummation of the Proposed Transaction following approval (including, for example, applications for new facilities, modifications of existing licenses, spectrum leases, and special temporary authority); (2) any construction permits that mature into licenses after closing; and (3) applications filed by the Applicants or their subsidiaries or affiliates that are filed after the date of these applications and remain pending at the time of consummation. Such action

would be fully consistent with prior decisions of the Commission.<sup>11</sup> In addition, the Applicants request that Commission approval include any licenses or authorizations that may have been inadvertently omitted.

### **B. Trafficking**

To the extent any authorizations for unconstructed systems are covered by this transaction, these authorizations are merely incidental, with no separate payment being made for any individual authorization or facility. Accordingly, there is no reason to review the transaction from a trafficking perspective.<sup>12</sup>

### **C. Exemption from Cut-Off Rules**

Pursuant to Sections 1.927(h), 1.929(a)(2) and 1.933(b) of the Commission's rules<sup>13</sup> and to the extent necessary, Applicants request a blanket exemption from any applicable cut-off rules in cases where the Applicants file amendments to pending applications to reflect consummation of the Proposed Transaction. This exemption is requested so that amendments to pending applications to report the change in ultimate ownership of these licensees are not treated as major amendments. The scope of the Proposed Transaction demonstrates that the ownership change would not be made for the acquisition of any particular pending application, but as part of a larger transaction undertaken for an independent and legitimate business purpose. Grant of such

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<sup>11</sup> See, e.g., *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, FCC 04-255, 19 FCC Rcd. 21,522, 21,626 ¶ 275 (2004) (“*AT&T-Cingular Order*”).

<sup>12</sup> See 47 C.F.R. § 1.948(i) (noting that the Commission *may* request additional information regarding trafficking if it appears that a transaction involves unconstructed authorizations that were obtained for the principal purpose of speculation); *id.* § 101.55(c)-(d) (permitting transfers of unconstructed microwave facilities that are “incidental to a sale of other facilities or merger of interests”).

<sup>13</sup> See *id.* §§ 1.927(h), 1.929(a)(2), 1.933(b).

application would be consistent with previous Commission decisions granting a blanket exemption in cases involving similar transactions.<sup>14</sup>

**D. Ex Parte Status**

The Applicants request that the Commission treat this proceeding as permit-but-disclose pursuant to Section 1.1206 of the Commission's rules.<sup>15</sup>

**E. Other Filings**

In connection with the Proposed Transaction, the Applicants are or will be making filings with the Federal Trade Commission and U.S. Department of Justice pursuant to the Hart-Scott-Rodino Antitrust Improvements Act and the Regulatory Commission of Alaska.

**VI. CONCLUSION**

For the forgoing reasons, approval of the Proposed Transaction will serve the public interest, and the Commission should grant the applications expeditiously.

May 1, 2017

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<sup>14</sup> See, e.g., *Sprint Nextel Corp. and Clearwire Corp.*, Memorandum Opinion and Order, FCC 08-259, 23 FCC Rcd. 17,570, 17,611 ¶ 105 (2008); *AT&T-Cingular Order*, 19 FCC Rcd. at 21,626 ¶ 275; *PacifiCorp Holdings, Inc., Transferor, and Century Tel. Enterprises, Inc., Transferee, for Consent to Transfer Control of Pacific Telecom, Inc., a Subsidiary of PacifiCorp Holdings, Inc.*, Memorandum Opinion and Order, DA 97-2225, 13 FCC Rcd. 8891, 8915-16 ¶ 47 (Wireless Telecomms. Bur. 1997); *Applications of Craig O. McCaw, Transferor, and American Telephone and Telegraph Co., Transferee*, Memorandum Opinion and Order, FCC 94-238, 9 FCC Rcd. 5836, 5909 ¶ 137 n.300 (1994).

<sup>15</sup> See 47 C.F.R. § 1.1206.

## ATTACHMENT 1

### GCI LICENSES AND AUTHORIZATIONS

#### Wireless Licenses

Name of Licensee	Call Sign/Identifier	Type of Wireless Service <sup>1</sup>
The Alaska Wireless Network, LLC	WQGD632	AW
The Alaska Wireless Network, LLC	L000022936	BR
The Alaska Wireless Network, LLC	L000022937	BR
The Alaska Wireless Network, LLC	L000022938	BR
The Alaska Wireless Network, LLC	L000022939	BR
The Alaska Wireless Network, LLC	L000022940	BR
The Alaska Wireless Network, LLC	L000022941	BR
The Alaska Wireless Network, LLC	L000022942	BR
United Utilities, Inc.	KNLV828	CB
United Utilities, Inc.	KNLW441	CB
BBN Inc.	WQPP359	CF
BBN Inc.	WQPP360	CF
BBN Inc.	WQPP361	CF
BBN Inc.	WQPP364	CF
BBN Inc.	WQTY915	CF
GCI Communication Corp.	L000011827	CF
GCI Communication Corp.	L000011828	CF

<sup>1</sup> AW – AWS (1710-1755 MHz and 2110-2155 MHz)  
BR – Broadband Radio Service  
CB – Basic Exchange Telephone Radio Service  
CF – Common Carrier Fixed Point to Point Microwave  
CL – Cellular  
CR – Rural Radiotelephone  
CW – PCS Broadband  
CY – 1910-1915/1990-1995 MHz Bands, Market Area  
ED – Educational Broadband Service  
IG – Industrial/Business Pool, Conventional  
LD – Local Multipoint Distribution Service  
MG – Microwave Industrial/Business Pool  
NN – 3650-3700 MHz  
RP – Broadcast Auxiliary Remote Pickup  
TP – TV Pickup  
TS – TV Studio Transmitter Link  
TT – TV Translator Relay  
WY – 700 MHz Lower Band (Blocks A, B & E)

<b>Name of Licensee</b>	<b>Call Sign/Identifier</b>	<b>Type of Wireless Service<sup>1</sup></b>
GCI Communication Corp.	L000011829	CF
GCI Communication Corp.	L000011830	CF
GCI Communication Corp.	L000011831	CF
GCI Communication Corp.	WLC631	CF
GCI Communication Corp.	WLC632	CF
GCI Communication Corp.	WLT719	CF
GCI Communication Corp.	WLT720	CF
GCI Communication Corp.	WLT721	CF
GCI Communication Corp.	WLV263	CF
GCI Communication Corp.	WLV267	CF
GCI Communication Corp.	WPWY494	CF
GCI Communication Corp.	WPXC376	CF
GCI Communication Corp.	WQFQ763	CF
GCI Communication Corp.	WQFQ764	CF
GCI Communication Corp.	WQFQ765	CF
GCI Communication Corp.	WQGQ616	CF
GCI Communication Corp.	WQGQ617	CF
GCI Communication Corp.	WQGQ817	CF
GCI Communication Corp.	WQHS368	CF
GCI Communication Corp.	WQHS369	CF
GCI Communication Corp.	WQIB697	CF
GCI Communication Corp.	WQIB708	CF
GCI Communication Corp.	WQIZ943	CF
GCI Communication Corp.	WQJH219	CF
GCI Communication Corp.	WQJJ444	CF
GCI Communication Corp.	WQJJ445	CF
GCI Communication Corp.	WQJK610	CF
GCI Communication Corp.	WQJX280	CF
GCI Communication Corp.	WQJX394	CF
GCI Communication Corp.	WQJY209	CF
GCI Communication Corp.	WQNS522	CF
GCI Communication Corp.	WQNW494	CF
GCI Communication Corp.	WQNX558	CF
GCI Communication Corp.	WQNY865	CF
GCI Communication Corp.	WQOA577	CF
GCI Communication Corp.	WQOC838	CF
GCI Communication Corp.	WQOF820	CF
GCI Communication Corp.	WQOG461	CF

<b>Name of Licensee</b>	<b>Call Sign/Identifier</b>	<b>Type of Wireless Service<sup>1</sup></b>
GCI Communication Corp.	WQOG739	CF
GCI Communication Corp.	WQOG740	CF
GCI Communication Corp.	WQQG896	CF
GCI Communication Corp.	WQQG897	CF
GCI Communication Corp.	WQQK794	CF
GCI Communication Corp.	WQQN319	CF
GCI Communication Corp.	WQQN341	CF
GCI Communication Corp.	WQUZ208	CF
GCI Communication Corp.	WQUZ209	CF
GCI Communication Corp.	WQUZ210	CF
GCI Communication Corp.	WQVD434	CF
GCI Communication Corp.	WQWE553	CF
GCI Communication Corp.	WQWJ430	CF
GCI Communication Corp.	WQWJ431	CF
GCI Communication Corp.	WQXC925	CF
GCI Communication Corp.	WQXC926	CF
GCI Communication Corp.	WQXG265	CF
GCI Communication Corp.	WQXH331	CF
GCI Communication Corp.	WQXP590	CF
GCI Communication Corp.	WQXQ956	CF
GCI Communication Corp.	WQXQ957	CF
GCI Communication Corp.	WQXU707	CF
The Alaska Wireless Network, LLC	WMP367	CF
The Alaska Wireless Network, LLC	WPYS406	CF
The Alaska Wireless Network, LLC	WPYT336	CF
The Alaska Wireless Network, LLC	WPYT344	CF
The Alaska Wireless Network, LLC	WPZT746	CF
The Alaska Wireless Network, LLC	WPZT747	CF
The Alaska Wireless Network, LLC	WPZT748	CF
The Alaska Wireless Network, LLC	WQAA251	CF
The Alaska Wireless Network, LLC	WQAA256	CF
The Alaska Wireless Network, LLC	WQBU438	CF
The Alaska Wireless Network, LLC	WQCP651	CF
The Alaska Wireless Network, LLC	WQFQ766	CF
The Alaska Wireless Network, LLC	WQID442	CF
The Alaska Wireless Network, LLC	WQIH276	CF
The Alaska Wireless Network, LLC	WQIH277	CF
The Alaska Wireless Network, LLC	WQIQ572	CF

<b>Name of Licensee</b>	<b>Call Sign/Identifier</b>	<b>Type of Wireless Service<sup>1</sup></b>
The Alaska Wireless Network, LLC	WQIQ577	CF
The Alaska Wireless Network, LLC	WQIQ578	CF
The Alaska Wireless Network, LLC	WQIQ579	CF
The Alaska Wireless Network, LLC	WQJP602	CF
The Alaska Wireless Network, LLC	WQJP603	CF
The Alaska Wireless Network, LLC	WQJQ506	CF
The Alaska Wireless Network, LLC	WQJQ507	CF
The Alaska Wireless Network, LLC	WQJV541	CF
The Alaska Wireless Network, LLC	WQJV542	CF
The Alaska Wireless Network, LLC	WQJV543	CF
The Alaska Wireless Network, LLC	WQJV544	CF
The Alaska Wireless Network, LLC	WQJV545	CF
The Alaska Wireless Network, LLC	WQJW777	CF
The Alaska Wireless Network, LLC	WQJW778	CF
The Alaska Wireless Network, LLC	WQJX282	CF
The Alaska Wireless Network, LLC	WQJX389	CF
The Alaska Wireless Network, LLC	WQJX390	CF
The Alaska Wireless Network, LLC	WQJX392	CF
The Alaska Wireless Network, LLC	WQJX485	CF
The Alaska Wireless Network, LLC	WQJX486	CF
The Alaska Wireless Network, LLC	WQJX490	CF
The Alaska Wireless Network, LLC	WQJX491	CF
The Alaska Wireless Network, LLC	WQJX640	CF
The Alaska Wireless Network, LLC	WQJX642	CF
The Alaska Wireless Network, LLC	WQJX643	CF
The Alaska Wireless Network, LLC	WQJX768	CF
The Alaska Wireless Network, LLC	WQJY208	CF
The Alaska Wireless Network, LLC	WQJY677	CF
The Alaska Wireless Network, LLC	WQJY678	CF
The Alaska Wireless Network, LLC	WQJY679	CF
The Alaska Wireless Network, LLC	WQJY680	CF
The Alaska Wireless Network, LLC	WQKK556	CF
The Alaska Wireless Network, LLC	WQKT528	CF
The Alaska Wireless Network, LLC	WQKT529	CF
The Alaska Wireless Network, LLC	WQKT530	CF
The Alaska Wireless Network, LLC	WQKT531	CF
The Alaska Wireless Network, LLC	WQKT532	CF
The Alaska Wireless Network, LLC	WQKT534	CF

<b>Name of Licensee</b>	<b>Call Sign/Identifier</b>	<b>Type of Wireless Service<sup>1</sup></b>
The Alaska Wireless Network, LLC	WQKT551	CF
The Alaska Wireless Network, LLC	WQKT552	CF
The Alaska Wireless Network, LLC	WQKU528	CF
The Alaska Wireless Network, LLC	WQKU892	CF
The Alaska Wireless Network, LLC	WQKX673	CF
The Alaska Wireless Network, LLC	WQKX674	CF
The Alaska Wireless Network, LLC	WQKX675	CF
The Alaska Wireless Network, LLC	WQKY475	CF
The Alaska Wireless Network, LLC	WQLB632	CF
The Alaska Wireless Network, LLC	WQLJ586	CF
The Alaska Wireless Network, LLC	WQLJ587	CF
The Alaska Wireless Network, LLC	WQLJ591	CF
The Alaska Wireless Network, LLC	WQLJ640	CF
The Alaska Wireless Network, LLC	WQLU288	CF
The Alaska Wireless Network, LLC	WQNK703	CF
The Alaska Wireless Network, LLC	WQNK800	CF
The Alaska Wireless Network, LLC	WQNK802	CF
The Alaska Wireless Network, LLC	WQNK804	CF
The Alaska Wireless Network, LLC	WQNK805	CF
The Alaska Wireless Network, LLC	WQNK806	CF
The Alaska Wireless Network, LLC	WQNK879	CF
The Alaska Wireless Network, LLC	WQNN256	CF
The Alaska Wireless Network, LLC	WQNN887	CF
The Alaska Wireless Network, LLC	WQNS521	CF
The Alaska Wireless Network, LLC	WQNV362	CF
The Alaska Wireless Network, LLC	WQNV364	CF
The Alaska Wireless Network, LLC	WQNV764	CF
The Alaska Wireless Network, LLC	WQNV765	CF
The Alaska Wireless Network, LLC	WQNW206	CF
The Alaska Wireless Network, LLC	WQNW716	CF
The Alaska Wireless Network, LLC	WQNX553	CF
The Alaska Wireless Network, LLC	WQNX554	CF
The Alaska Wireless Network, LLC	WQNX555	CF
The Alaska Wireless Network, LLC	WQNX556	CF
The Alaska Wireless Network, LLC	WQNX560	CF
The Alaska Wireless Network, LLC	WQNX562	CF
The Alaska Wireless Network, LLC	WQNX563	CF
The Alaska Wireless Network, LLC	WQOA581	CF

<b>Name of Licensee</b>	<b>Call Sign/Identifier</b>	<b>Type of Wireless Service<sup>1</sup></b>
The Alaska Wireless Network, LLC	WQOC394	CF
The Alaska Wireless Network, LLC	WQOC395	CF
The Alaska Wireless Network, LLC	WQOP527	CF
The Alaska Wireless Network, LLC	WQOP696	CF
The Alaska Wireless Network, LLC	WQPB420	CF
The Alaska Wireless Network, LLC	WQPG344	CF
The Alaska Wireless Network, LLC	WQPG345	CF
The Alaska Wireless Network, LLC	WQPG406	CF
The Alaska Wireless Network, LLC	WQPG730	CF
The Alaska Wireless Network, LLC	WQPZ576	CF
The Alaska Wireless Network, LLC	WQQK242	CF
The Alaska Wireless Network, LLC	WQQK663	CF
The Alaska Wireless Network, LLC	WQQK666	CF
The Alaska Wireless Network, LLC	WQQK678	CF
The Alaska Wireless Network, LLC	WQQK686	CF
The Alaska Wireless Network, LLC	WQQK691	CF
The Alaska Wireless Network, LLC	WQQK697	CF
The Alaska Wireless Network, LLC	WQQK824	CF
The Alaska Wireless Network, LLC	WQQL854	CF
The Alaska Wireless Network, LLC	WQQL855	CF
The Alaska Wireless Network, LLC	WQQM467	CF
The Alaska Wireless Network, LLC	WQQW582	CF
The Alaska Wireless Network, LLC	WQRL432	CF
The Alaska Wireless Network, LLC	WQRL433	CF
The Alaska Wireless Network, LLC	WQRL441	CF
The Alaska Wireless Network, LLC	WQRL699	CF
The Alaska Wireless Network, LLC	WQRN943	CF
The Alaska Wireless Network, LLC	WQSY298	CF
The Alaska Wireless Network, LLC	WQTG515	CF
The Alaska Wireless Network, LLC	WQUA708	CF
The Alaska Wireless Network, LLC	WQUV564	CF
The Alaska Wireless Network, LLC	WQUV565	CF
The Alaska Wireless Network, LLC	WQUV952	CF
The Alaska Wireless Network, LLC	WQUV953	CF
The Alaska Wireless Network, LLC	WQVA240	CF
The Alaska Wireless Network, LLC	WQVB375	CF
The Alaska Wireless Network, LLC	WQVB776	CF
The Alaska Wireless Network, LLC	WQVB777	CF

<b>Name of Licensee</b>	<b>Call Sign/Identifier</b>	<b>Type of Wireless Service<sup>1</sup></b>
The Alaska Wireless Network, LLC	WQVF337	CF
The Alaska Wireless Network, LLC	WQVF548	CF
The Alaska Wireless Network, LLC	WQVF670	CF
The Alaska Wireless Network, LLC	WQVG596	CF
The Alaska Wireless Network, LLC	WQVG597	CF
The Alaska Wireless Network, LLC	WQVG598	CF
The Alaska Wireless Network, LLC	WQVG599	CF
The Alaska Wireless Network, LLC	WQVJ485	CF
The Alaska Wireless Network, LLC	WQVJ564	CF
The Alaska Wireless Network, LLC	WQVR321	CF
The Alaska Wireless Network, LLC	WQVZ366	CF
The Alaska Wireless Network, LLC	WQWD388	CF
The Alaska Wireless Network, LLC	WQXB523	CF
The Alaska Wireless Network, LLC	WQXD682	CF
The Alaska Wireless Network, LLC	WQXE554	CF
The Alaska Wireless Network, LLC	WQXE670	CF
The Alaska Wireless Network, LLC	WQXF852	CF
The Alaska Wireless Network, LLC	WQXG821	CF
The Alaska Wireless Network, LLC	WQXH504	CF
The Alaska Wireless Network, LLC	WQXI861	CF
The Alaska Wireless Network, LLC	WQXJ652	CF
The Alaska Wireless Network, LLC	WQXR276	CF
The Alaska Wireless Network, LLC	WQXZ590	CF
The Alaska Wireless Network, LLC	WQXZ593	CF
The Alaska Wireless Network, LLC	WQYR754	CF
The Alaska Wireless Network, LLC	WQYR755	CF
The Alaska Wireless Network, LLC	WQYR757	CF
The Alaska Wireless Network, LLC	WQYT222	CF
Unicom, Inc	WQPH548	CF
Unicom, Inc	WQPH550	CF
Unicom, Inc	WQPH555	CF
Unicom, Inc	WQPN774	CF
Unicom, Inc	WQQC358	CF
Unicom, Inc	WQRF582	CF
Unicom, Inc	WQRF584	CF
Unicom, Inc	WQRF585	CF
Unicom, Inc	WQRG825	CF
Unicom, Inc	WQSS602	CF

<b>Name of Licensee</b>	<b>Call Sign/Identifier</b>	<b>Type of Wireless Service<sup>1</sup></b>
Unicom, Inc	WQSS774	CF
Unicom, Inc	WQTD410	CF
Unicom, Inc	WQTD913	CF
Unicom, Inc	WQTL756	CF
Unicom, Inc	WQTQ590	CF
Unicom, Inc	WQVB358	CF
Unicom, Inc	WQVE411	CF
Unicom, Inc	WQVL277	CF
Unicom, Inc	WQVP475	CF
Unicom, Inc	WQYM249	CF
Unicom, Inc	WQYM376	CF
Unicom, Inc	WQYP549	CF
Unicom, Inc	WQYT410	CF
Unicom, Inc	WQYY270	CF
Unicom, Inc.	WQVW765	CF
Unicom, Inc.	WQWP861	CF
United Utilities, Inc.	WFY991	CF
United Utilities, Inc.	WFY992	CF
United Utilities, Inc.	WHQ627	CF
United Utilities, Inc.	WHQ634	CF
United Utilities, Inc.	WHQ636	CF
United Utilities, Inc.	WMR514	CF
United Utilities, Inc.	WPNC596	CF
United Utilities, Inc.	WPNC597	CF
United Utilities, Inc.	WPNG502	CF
United Utilities, Inc.	WPNG503	CF
United Utilities, Inc.	WPNI268	CF
United Utilities, Inc.	WPNI269	CF
United Utilities, Inc.	WQDR573	CF
United Utilities, Inc.	WQDZ865	CF
United Utilities, Inc.	WQHK390	CF
United Utilities, Inc.	WQIY831	CF
United Utilities, Inc.	WQKU895	CF
United Utilities, Inc.	WQKU896	CF
United Utilities, Inc.	WQKU897	CF
United Utilities, Inc.	WQNS404	CF
United Utilities, Inc.	WQNS409	CF
United Utilities, Inc.	WQNS411	CF

<b>Name of Licensee</b>	<b>Call Sign/Identifier</b>	<b>Type of Wireless Service<sup>1</sup></b>
United Utilities, Inc.	WQNS412	CF
United Utilities, Inc.	WQNS479	CF
United Utilities, Inc.	WQNS480	CF
United Utilities, Inc.	WQNS544	CF
United Utilities, Inc.	WQNT405	CF
United Utilities, Inc.	WQNT407	CF
United Utilities, Inc.	WQNZ680	CF
United Utilities, Inc.	WQNZ681	CF
United Utilities, Inc.	WQOC956	CF
United Utilities, Inc.	WQOC962	CF
United Utilities, Inc.	WQQA614	CF
United Utilities, Inc.	WQYF949	CF
United Utilities, Inc.	WQYF950	CF
United Utilities, Inc.	WQYI302	CF
United Utilities, Inc.	WQYL381	CF
United Utilities, Inc.	WQYM563	CF
United Utilities, Inc.	WQYM566	CF
United Utilities, Inc.	WQYQ924	CF
United2, LLC	WPNI462	CF
United2, LLC	WPNI463	CF
United2, LLC	WPNI464	CF
United2, LLC	WPZC203	CF
United2, LLC	WPZC205	CF
United2, LLC	WQDR574	CF
United2, LLC	WQDR581	CF
United2, LLC	WQDR582	CF
United2, LLC	WQDR689	CF
United2, LLC	WQEA796	CF
United2, LLC	WQFI285	CF
United2, LLC	WQFI288	CF
United2, LLC	WQFI289	CF
United2, LLC	WQFI290	CF
United2, LLC	WQFI527	CF
United2, LLC	WQFI531	CF
United2, LLC	WQFI740	CF
United2, LLC	WQFI846	CF
United2, LLC	WQFI851	CF
United2, LLC	WQFJ407	CF

<b>Name of Licensee</b>	<b>Call Sign/Identifier</b>	<b>Type of Wireless Service<sup>1</sup></b>
United2, LLC	WQGY317	CF
United2, LLC	WQGY318	CF
United2, LLC	WQHH678	CF
United2, LLC	WQHH679	CF
United2, LLC	WQHK384	CF
United2, LLC	WQHM636	CF
United2, LLC	WQNS545	CF
United2, LLC	WQNT409	CF
United2, LLC	WQNT546	CF
United2, LLC	WQOI212	CF
United2, LLC	WQON818	CF
United2, LLC	WQYH445	CF
GCI Communication Corp.	L000005683	CL
GCI Communication Corp.	L000005684	CL
GCI Communication Corp.	L000005685	CL
GCI Communication Corp.	L000005686	CL
GCI Communication Corp.	L000005687	CL
GCI Communication Corp.	L000005688	CL
GCI Communication Corp.	L000005689	CL
GCI Communication Corp.	L000005690	CL
The Alaska Wireless Network, LLC	KNKA480	CL
The Alaska Wireless Network, LLC	KNKN204	CL
The Alaska Wireless Network, LLC	KNKN261	CL
The Alaska Wireless Network, LLC	KNKQ398	CL
The Alaska Wireless Network, LLC	KNKR274	CL
The Alaska Wireless Network, LLC	KNKR275	CL
The Alaska Wireless Network, LLC	WPOJ688	CL
The Alaska Wireless Network, LLC	WPOJ693	CL
The Alaska Wireless Network, LLC	WPOJ694	CL
The Alaska Wireless Network, LLC	WPOJ849	CL
The Alaska Wireless Network, LLC	WPOJ850	CL
The Alaska Wireless Network, LLC	WPOJ851	CL
The Alaska Wireless Network, LLC	WPOJ853	CL
The Alaska Wireless Network, LLC	WPOJ865	CL
The Alaska Wireless Network, LLC	WPOJ867	CL
The Alaska Wireless Network, LLC	WPOL233	CL
The Alaska Wireless Network, LLC	WPON879	CL
The Alaska Wireless Network, LLC	WPWF379	CL

<b>Name of Licensee</b>	<b>Call Sign/Identifier</b>	<b>Type of Wireless Service<sup>1</sup></b>
The Alaska Wireless Network, LLC	WQJL936	CL
The Alaska Wireless Network, LLC	WQKY736	CL
The Alaska Wireless Network, LLC	WQKY737	CL
The Alaska Wireless Network, LLC	WQQZ490	CL
United Utilities, Inc.	KNKD748	CR
United Utilities, Inc.	KNKD749	CR
United Utilities, Inc.	KNKI537	CR
United Utilities, Inc.	KNKJ690	CR
United Utilities, Inc.	KNKL549	CR
United Utilities, Inc.	KNKL617	CR
United Utilities, Inc.	KNKM548	CR
United Utilities, Inc.	KNKM804	CR
United Utilities, Inc.	KNKO881	CR
United Utilities, Inc.	KNKO971	CR
United Utilities, Inc.	KNKP389	CR
United Utilities, Inc.	KNKP414	CR
United Utilities, Inc.	KNKP446	CR
United Utilities, Inc.	KNKS200	CR
United Utilities, Inc.	WQST327	CR
Alaska DigiTel, L.L.C.	L000005231	CW
Alaska DigiTel, L.L.C.	L000005232	CW
Alaska DigiTel, L.L.C.	L000005233	CW
The Alaska Wireless Network, LLC	KNLF297	CW
The Alaska Wireless Network, LLC	KNLF298	CW
The Alaska Wireless Network, LLC	KNLF936	CW
The Alaska Wireless Network, LLC	KNLG363	CW
The Alaska Wireless Network, LLC	KNLG364	CW
The Alaska Wireless Network, LLC	KNLG973	CW
The Alaska Wireless Network, LLC	KNLG981	CW
The Alaska Wireless Network, LLC	WPVZ815	CW
The Alaska Wireless Network, LLC	L000018007	CY
The Alaska Wireless Network, LLC	L000018119	ED
Denali Media Holdings Corp.	WQSY276	IG
GCI Cable, Inc.	WPQG371	IG
GCI Communication Corp.	WQLG623	IG
GCI Communication Corp.	WQVE335	IG
GCI Communication Corp.	WPLM396	LD
Denali Media Anchorage, Corp	WPOS651	MG

<b>Name of Licensee</b>	<b>Call Sign/Identifier</b>	<b>Type of Wireless Service<sup>1</sup></b>
Denali Media Anchorage, Corp	WQWV312	MG
Denali Media Anchorage, Corp	WQWW803	MG
Denali Media Anchorage, Corp	WQWW805	MG
The Alaska Wireless Network, LLC	WPYS365	MG
The Alaska Wireless Network, LLC	WPYS366	MG
The Alaska Wireless Network, LLC	WPYS400	MG
The Alaska Wireless Network, LLC	WPYS402	MG
The Alaska Wireless Network, LLC	WPYT325	MG
The Alaska Wireless Network, LLC	WPYT353	MG
The Alaska Wireless Network, LLC	WPYU272	MG
The Alaska Wireless Network, LLC	WPYU277	MG
The Alaska Wireless Network, LLC	WQNM524	MG
The Alaska Wireless Network, LLC	WQKF399	NN
Denali Media Anchorage, Corp	KPF869	RP
Denali Media Anchorage, Corp	WZZ770	RP
Denali Media Anchorage, Corp	KC26375	TP
Denali Media Anchorage, Corp	WQWP643	TS
Denali Media Anchorage, Corp	WQMZ840	TT
The Alaska Wireless Network, LLC	WQJU656	WY

### **Submarine Cable Landing Licenses**

<b>Name of Licensee(s)</b>	<b>File Number(s)</b>	<b>System<sup>2</sup></b>
GCI Communication Corp.	SCL-LIC-19961205-00615 (Old File No. SCL-97-003) SCL-LIC-19980602-00008 (Old File No. SCL-97-003) SCL-ASG-19971125-00013 SCL-MOD-20020409-00018 SCL-MOD-20020409-00019	Alaska United East
Unicom, Inc.	SCL-LIC-20020522-00047 SCL-LPN-20030912-00026 SCL-ASG-20080515-00025 SCL-ASG-20121019-00013	Alaska United West
GCI Communication Corp. United Utilities, Inc.	SCL-LIC-20100914-00021	Cook Inlet Segment

<sup>2</sup> GCI used these names for purposes of licensing each discrete cable system. For commercial purposes, GCI refers to these systems collectively as the Alaska United Fiber-Optic Cable System.

Kodiak Kenai Fiber Link, Inc.	SCL-LIC-20060413-00004 SCL-ASG-20090817-00025	Kodiak-Kenai Fiber Link
GCI Communication Corp.	SCL-LIC-20071023-00019	SEAFast

### Earth Station Licenses

<b>Name of Licensee</b>	<b>Call Sign</b>	<b>Type of Earth Station License</b>
Denali Media Anchorage, Corp.	E060015	transmit only
Denali Media Anchorage, Corp.	E060291	transmit/receive
GCI Communication Corp.	E000627	transmit/receive
GCI Communication Corp.	E000629	transmit/receive
GCI Communication Corp.	E000632	transmit/receive
GCI Communication Corp.	E000633	transmit/receive
GCI Communication Corp.	E000634	transmit/receive
GCI Communication Corp.	E000635	transmit/receive
GCI Communication Corp.	E000638	transmit/receive
GCI Communication Corp.	E010030	transmit/receive
GCI Communication Corp.	E010032	transmit/receive
GCI Communication Corp.	E010091	transmit/receive
GCI Communication Corp.	E020088	transmit/receive
GCI Communication Corp.	E020104	transmit/receive
GCI Communication Corp.	E020107	transmit/receive
GCI Communication Corp.	E020133	transmit/receive
GCI Communication Corp.	E020176	transmit/receive
GCI Communication Corp.	E020221	transmit/receive
GCI Communication Corp.	E020222	transmit/receive
GCI Communication Corp.	E020223	transmit/receive
GCI Communication Corp.	E020224	transmit/receive
GCI Communication Corp.	E020225	transmit/receive
GCI Communication Corp.	E020226	transmit/receive
GCI Communication Corp.	E020227	transmit/receive
GCI Communication Corp.	E020253	transmit/receive
GCI Communication Corp.	E020263	transmit/receive
GCI Communication Corp.	E020283	transmit/receive
GCI Communication Corp.	E020336	transmit/receive
GCI Communication Corp.	E030192	transmit/receive
GCI Communication Corp.	E040338	transmit/receive
GCI Communication Corp.	E040394	transmit/receive
GCI Communication Corp.	E040395	transmit/receive

<b>Name of Licensee</b>	<b>Call Sign</b>	<b>Type of Earth Station License</b>
GCI Communication Corp.	E050399	transmit/receive
GCI Communication Corp.	E060358	transmit/receive
GCI Communication Corp.	E060426	transmit/receive
GCI Communication Corp.	E060427	transmit/receive
GCI Communication Corp.	E060428	transmit/receive
GCI Communication Corp.	E070069	transmit/receive
GCI Communication Corp.	E090158	transmit/receive
GCI Communication Corp.	E110133	transmit/receive
GCI Communication Corp.	E110137	transmit/receive
GCI Communication Corp.	E110140	transmit/receive
GCI Communication Corp.	E110169	transmit/receive
GCI Communication Corp.	E120021	transmit/receive
GCI Communication Corp.	E120041	transmit/receive
GCI Communication Corp.	E120184	transmit/receive
GCI Communication Corp.	E120185	transmit/receive
GCI Communication Corp.	E120186	transmit/receive
GCI Communication Corp.	E120187	transmit/receive
GCI Communication Corp.	E120191	transmit/receive
GCI Communication Corp.	E120192	transmit/receive
GCI Communication Corp.	E120193	transmit/receive
GCI Communication Corp.	E120235	transmit/receive
GCI Communication Corp.	E120237	transmit/receive
GCI Communication Corp.	E130146	transmit/receive
GCI Communication Corp.	E140073	transmit/receive
GCI Communication Corp.	E160156	transmit/receive
GCI Communication Corp.	E2490	transmit/receive
GCI Communication Corp.	E2491	transmit/receive
GCI Communication Corp.	E6641	transmit/receive
GCI Communication Corp.	E850089	transmit/receive
GCI Communication Corp.	E873414	transmit/receive
GCI Communication Corp.	E873440	transmit/receive
GCI Communication Corp.	E873586	transmit/receive
GCI Communication Corp.	E874371	transmit/receive
GCI Communication Corp.	E890566	transmit/receive
GCI Communication Corp.	E890589	transmit/receive
GCI Communication Corp.	E890590	transmit/receive
GCI Communication Corp.	E890591	transmit/receive
GCI Communication Corp.	E890647	transmit/receive

<b>Name of Licensee</b>	<b>Call Sign</b>	<b>Type of Earth Station License</b>
GCI Communication Corp.	E900261	transmit/receive
GCI Communication Corp.	E900442	transmit/receive
GCI Communication Corp.	E900478	transmit/receive
GCI Communication Corp.	E940285	transmit/receive
GCI Communication Corp.	E940286	transmit/receive
GCI Communication Corp.	E940287	transmit/receive
GCI Communication Corp.	E940288	transmit/receive
GCI Communication Corp.	E940289	transmit/receive
GCI Communication Corp.	E940290	transmit/receive
GCI Communication Corp.	E960369	transmit/receive
GCI Communication Corp.	E960383	transmit/receive
GCI Communication Corp.	E960384	transmit/receive
GCI Communication Corp.	E960385	transmit/receive
GCI Communication Corp.	E960386	transmit/receive
GCI Communication Corp.	E960387	transmit/receive
GCI Communication Corp.	E960388	transmit/receive
GCI Communication Corp.	E960393	transmit/receive
GCI Communication Corp.	E960394	transmit/receive
GCI Communication Corp.	E960395	transmit/receive
GCI Communication Corp.	E960396	transmit/receive
GCI Communication Corp.	E960397	transmit/receive
GCI Communication Corp.	E960398	transmit/receive
GCI Communication Corp.	E960399	transmit/receive
GCI Communication Corp.	E960400	transmit/receive
GCI Communication Corp.	E960401	transmit/receive
GCI Communication Corp.	E960423	transmit/receive
GCI Communication Corp.	E960424	transmit/receive
GCI Communication Corp.	E960425	transmit/receive
GCI Communication Corp.	E960426	transmit/receive
GCI Communication Corp.	E960427	transmit/receive
GCI Communication Corp.	E960428	transmit/receive
GCI Communication Corp.	E960429	transmit/receive
GCI Communication Corp.	E960430	transmit/receive
GCI Communication Corp.	E960431	transmit/receive
GCI Communication Corp.	E960432	transmit/receive
GCI Communication Corp.	E960433	transmit/receive
GCI Communication Corp.	E960434	transmit/receive
GCI Communication Corp.	E960435	transmit/receive

<b>Name of Licensee</b>	<b>Call Sign</b>	<b>Type of Earth Station License</b>
GCI Communication Corp.	E960436	transmit/receive
GCI Communication Corp.	E960437	transmit/receive
GCI Communication Corp.	E960438	transmit/receive
GCI Communication Corp.	E960439	transmit/receive
GCI Communication Corp.	E960440	transmit/receive
GCI Communication Corp.	E960441	transmit/receive
GCI Communication Corp.	E960442	transmit/receive
GCI Communication Corp.	E960444	transmit/receive
GCI Communication Corp.	E960445	transmit/receive
GCI Communication Corp.	E960446	transmit/receive
GCI Communication Corp.	E960447	transmit/receive
GCI Communication Corp.	E960448	transmit/receive
GCI Communication Corp.	E960449	transmit/receive
GCI Communication Corp.	E960450	transmit/receive
GCI Communication Corp.	E960451	transmit/receive
GCI Communication Corp.	E960452	transmit/receive
GCI Communication Corp.	E960453	transmit/receive
GCI Communication Corp.	E960454	transmit/receive
GCI Communication Corp.	E960455	transmit/receive
GCI Communication Corp.	E960456	transmit/receive
GCI Communication Corp.	E960457	transmit/receive
GCI Communication Corp.	E960458	transmit/receive
GCI Communication Corp.	E960459	transmit/receive
GCI Communication Corp.	E960460	transmit/receive
GCI Communication Corp.	E960461	transmit/receive

**Carriers Authorized by Blanket Authority Pursuant to 47 C.F.R. § 63.01 to Provide Domestic Interstate Telecommunications Service**

<b>Name of Authorized Carrier</b>	<b>Authorized Service</b>
GCI Communication Corp.	Domestic interstate telecommunications service
Unicom, Inc.	Domestic interstate telecommunications service
United Utilities, Inc.	Domestic interstate telecommunications service
United-KUC, Inc.	Domestic interstate telecommunications service
Yukon Telephone Co., Inc.	Domestic interstate telecommunications service

**International Telecommunications Services Authorizations**

<b>Name of Authorized Carrier</b>	<b>File Number</b>	<b>Authority</b>
GCI Communication Corp.	ITC-214-19960116-00009 (Old File No. ITC-96-033) ITC-ASG-20080821-00395	Global resale authority
The Alaska Wireless Network, LLC	ITC-214-20120618-00162	Global resale authority

**Broadcast Licenses**

<b>Name of Licensee</b>	<b>Call Sign</b>	<b>Type of License</b>
Denali Media Anchorage Corp.	K04GP-D	VHF digital TV translator
Denali Media Anchorage Corp.	K08LW-D	VHF digital TV translator
Denali Media Anchorage Corp.	K11VP-D	VHF digital TV translator
Denali Media Anchorage Corp.	K15AG-D	UHF digital TV translator
Denali Media Anchorage Corp.	K29KH-D	UHF digital TV translator
Denali Media Anchorage Corp.	K50M0-D	UHF digital TV translator
Denali Media Anchorage Corp.	KTVA	Commercial digital TV station
Denali Media Juneau Corp.	KTNL-TV	Commercial digital TV station
Denali Media Juneau Corp.	KUBD	Commercial digital TV station
Denali Media Juneau Corp.	KXLJ-LD	UHF digital low power
Denali Media Southeast Corp.	KATH-LD	UHF digital low power
Denali Media Southeast Corp.	KSCT-LP	VHF translator low power

**ATTACHMENT 2**

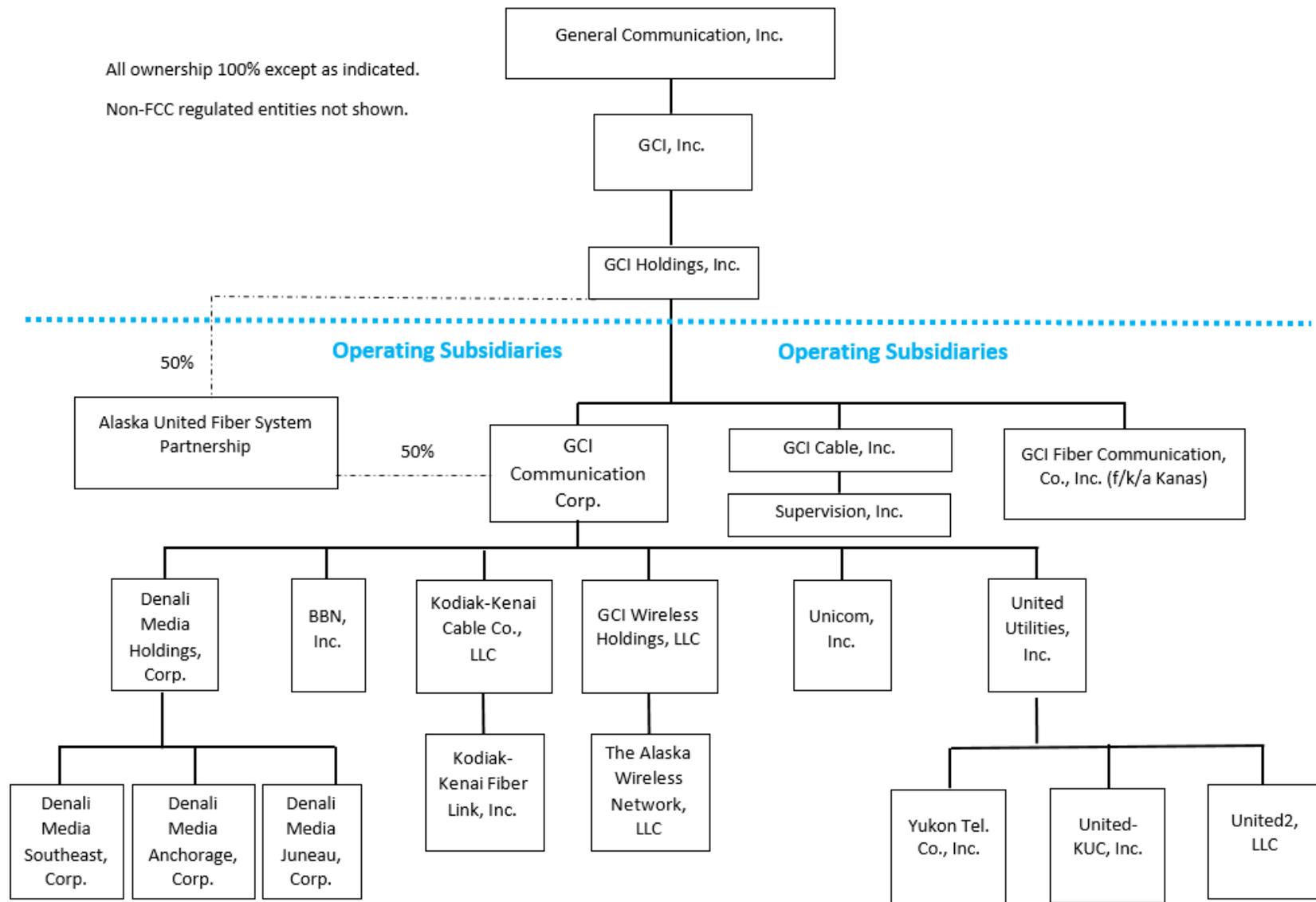
**GCI ELIGIBLE TELECOMMUNICATIONS CARRIER DESIGNATIONS**

**Regulatory Commission of Alaska-Issued Eligible Telecommunications Carrier Designations**

<b>ETC Name</b>	<b>USAC Study Area Name</b>	<b>ETC Type</b>	<b>RCA Order</b>
GCI Communications Corp.	ACS of Anchorage	CLEC	U-97-164(1)
	Arctic Slope Tel.		U-10-28(2)
	Cordova Tel. Coop.		U-10-22(2)
	Copper Valley Telephone		U-09-65(2)
	ACS-Fairbanks Inc.		U-01-11(1)
	ACS-N Glacier State		U-07-64(2)
	ACS-AK Greatland		U-01-11(1)
	ACS -AK Juneau		U-01-11(1)
	Ketchikan Public UT		U-06-132(2)
	Matanuska Tel. Assoc.		U-06-41(2)
United-KUC, Inc.	United Utilities Inc. (United KUC)	ILEC	
United Utilities, Inc.	United Utilities Inc.	ILEC	U-97-174(1)
Yukon Telephone Company	Yukon Tel. Co. Inc.	ILEC	U-97-177(1)
GCI Communications Corp.	Adak Tel. Utility	CMRS	U-08-64(2)
	ACS of Anchorage		U-08-106(2)
	Arctic Slope Tel.		U-09-22(2)
	Bristol Bay Tel. Coop.		U-09-102(2)
	Bush-Tell		U-13-004(3)
	Cordova Tel. Coop.		U-09-36(3)
	Copper Valley Telephone Cooperative Inc		U-08-141(3)
	ACS-Fairbanks		U-08-106(2)
	ACS-N Glacier State		U-08-106(2)
	ACS-AK Greatland		U-08-106(2)
	Interior Tel. Co. Inc.		U-08-134(2)
	ACS-AK Juneau		U-08-106(2)
	Ketchikan Public UT		U-08-159(2)
	Matanuska Tel. Assoc.		U-08-106(2)
	Mukluk Tel. Co. Inc.		U-08-006(9)
	Alaska Tel. Co.		U-11-071(2)
	Nushagak Elec. & Tel.		U-09-38(2)
	OTZ Tel. Cooperative		U-09-26(2)
	ACS- Sitka		U-10-83(2)
	United Utilities Inc.		U-09-005(2)
United Utilities Inc. (United KUC)	U-08-107		
Yukon Tel. Co. Inc.	U-10-90(2)		

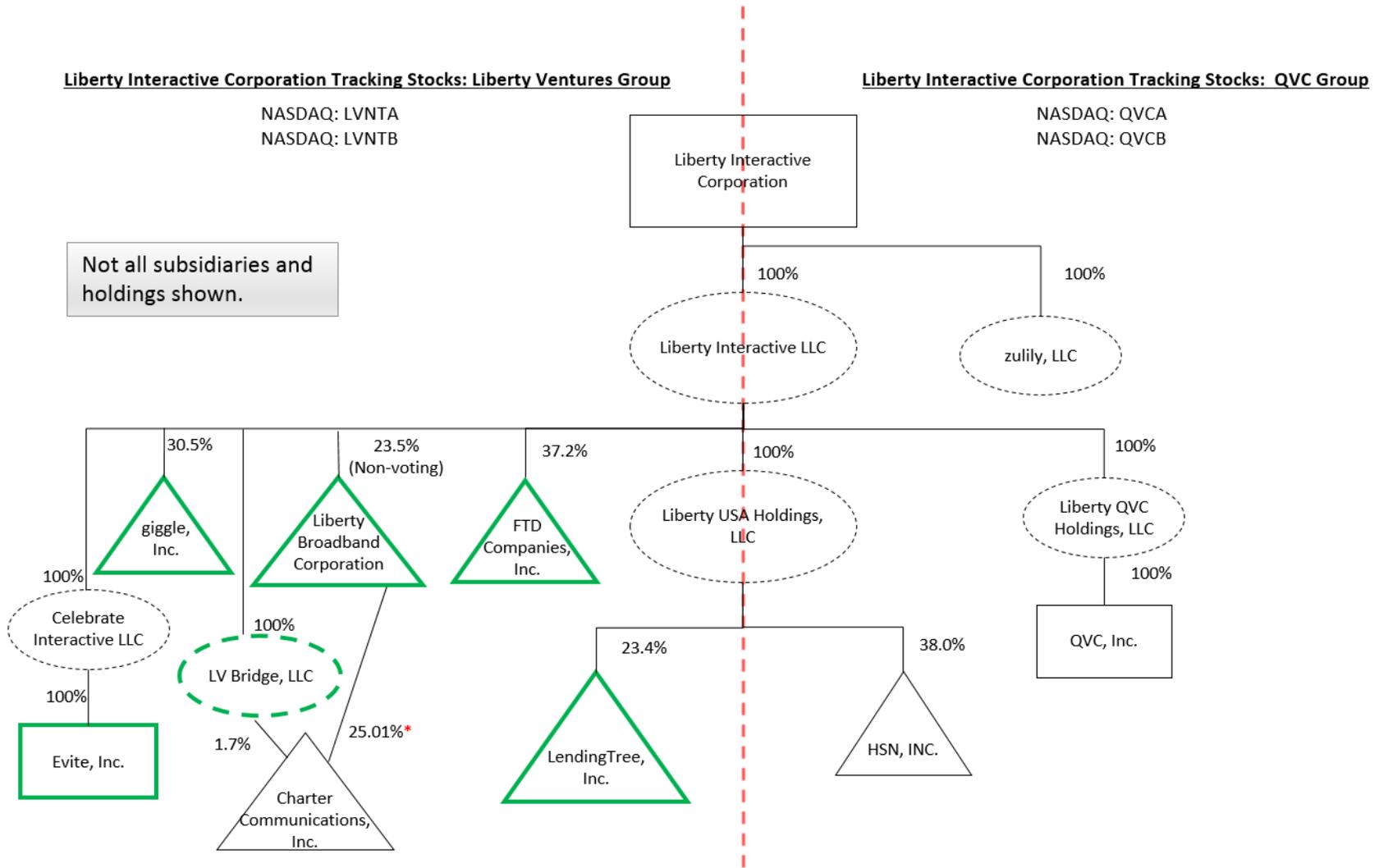
**ATTACHMENT 3**  
**GCI ORGANIZATION CHART**

### General Communication, Inc. Organizational Chart (Pre-Transaction)



**ATTACHMENT 4**  
**LIC ORGANIZATION CHART**

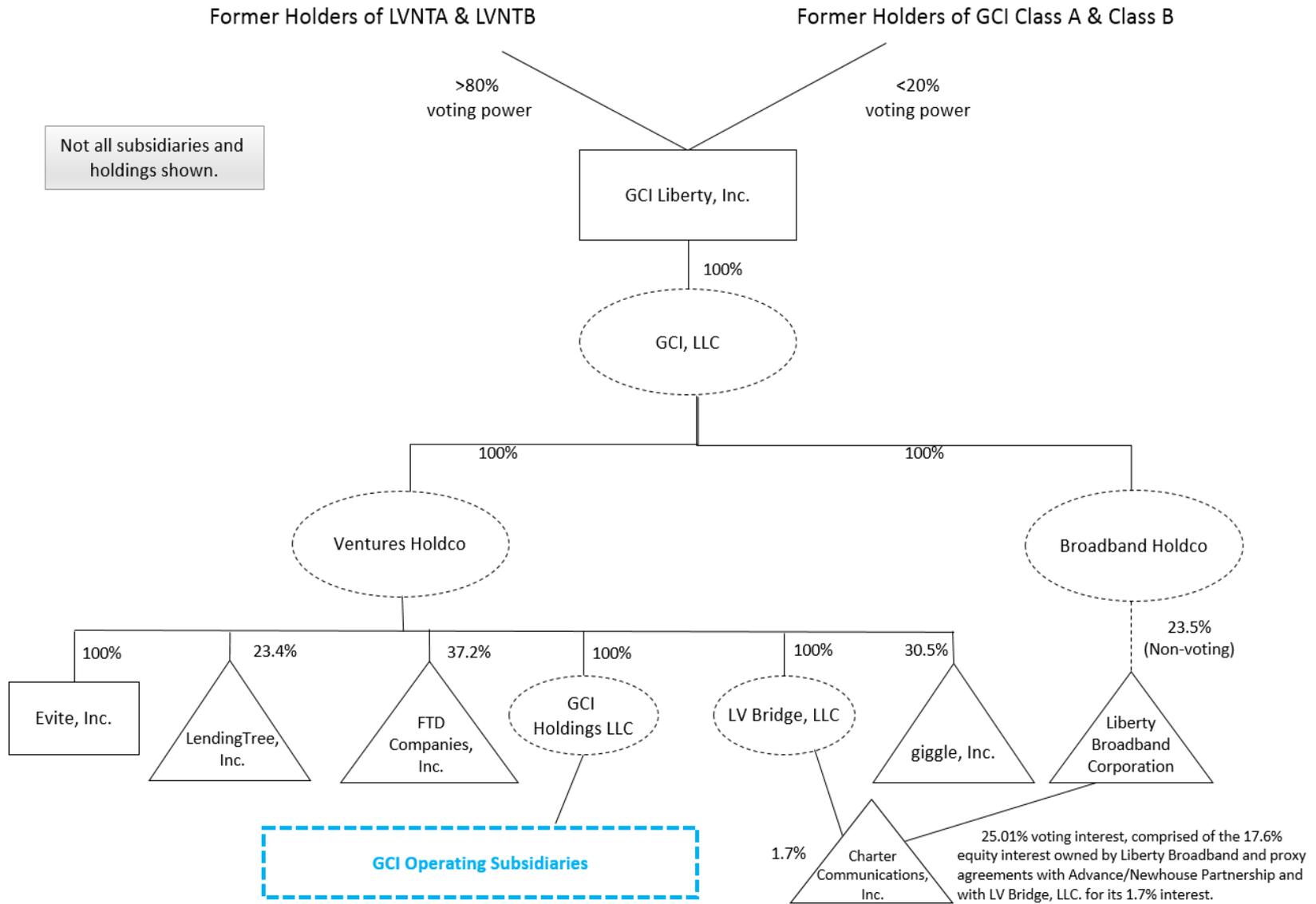
## Liberty Interactive Corporation Organizational Chart (Pre-Transaction)



\* 25.01% voting interest is comprised of the 17.6% equity interest owned by Liberty Broadband and proxy agreements with Advance/Newhouse Partnership and with LV Bridge, LLC for its 1.7% interest.

**ATTACHMENT 5**  
**GCI LIBERTY ORGANIZATION CHART**

# Final Structure of GCI Liberty, Inc.



## ATTACHMENT 6

### FCC REGISTRATION NUMBERS

Alaska DigiTel, L.L.C.	0001766179
Alaska United Fiber System Partnership	0007110596
AWN LLC	0021818133
BBN Inc.	0016932741
Denali Media Anchorage, Corp.	0022193882
Denali Media Holdings Corp	0022193866
Denali Media Juneau Corp.	0023833163
Denali Media Southeast Corp.	0022193890
GCI Cable / Juneau, Inc.	0006112742
GCI Cable, Inc.	0001567833
GCI Communication Corp.	0001568880
GCI Fiber Communication Co, Inc.	0014565535
GCI Holdings Inc.	0014565501
GCI Inc.	0014565469
GCI Liberty, Inc.	0026415356
GCI LLC	0026467415
General Communication, Inc.	0001570951
Kodiak Kenai Fiber Link Inc.	0018916742
Unicom, Inc.	0001567908
United - KUC, Inc.	0004365664
United Utilities, Inc.	0001571561
United2, LLC	0021018809
Ventures Holdco LLC	0026467407
Yukon Telephone Company Inc.	0004983896

**ATTACHMENT 7**  
**AGREEMENT AND PLAN OF REORGANIZATION**