



(REFERENCE COPY - Not for submission)

Commercial Broadcast Stations Non-Biennial Ownership Report (FCC Form 323)

File Number: **0000051553** | Submit Date: **2018-04-09** | FRN: **0022193882**

Purpose: **Commercial Broadcast Stations Non-Biennial Ownership Report** | Status: **Received** | Status Date:
04/09/2018 | Filing Status: **Active**

Section I - General Information

1. Respondent

FRN	Entity Name
0022193882	Denali Media Anchorage, Corp.

Street Address	City (and Country if non U.S. address)	State ("NA" if non-U.S. address)	Zip Code	Phone	Email
2550 Denali Street, Suite 1000	Anchorage	AK	99503	+1 (907) 929-9700	gcilicensemanager@gci.com

2. Contact Representative

Name	Organization
Paul Caritj	Harris, Wiltshire & Grannis LLP

Street Address	City (and Country if non U.S. address)	State	Zip Code	Phone	Email
1919 M St NW Eighth Floor	Washington	DC	20036	+1 (202) 379-1319	pcaritj@hwglaw.com

3. Application Filing Fee

Not Applicable

4. Nature of Respondent

(a) Provide the following information about the Respondent:	
Relationship to stations/permits	Licensee
Nature of Respondent	For-profit corporation

(b) Provide the following information about this report:	
Purpose	Transfer of control or assignment of license/permit
"As of" date	04/05/2018 When filing a biennial ownership report or validating and resubmitting a prior biennial ownership report, this date must be Oct. 1 of the year in which this report is filed.

5. Licensee(s)

**/Permittees(s)
and Station(s)
/Permit(s)**

Respondent is filing this report to cover the following Licensee(s)/Permittee(s) and station(s)/permit(s):

Licensee/Permittee Name	FRN
Denali Media Anchorage, Corp.	0022193882

Fac. ID No.	Call Sign	City	State	Service
15348	KSCT-LP	SITKA	AK	TX
49625	K50MO-D	PALMER	AK	LD
49630	DK08IZ	BP ALASKA CAMP, ETC.	AK	TX
49632	KTVA	ANCHORAGE	AK	DTV
49641	K08LW-D	KENAI/SOLDOTNA	AK	LD
62551	K15AG-D	NINILCHIK	AK	LD
62816	K29KH-D	KASILOF	AK	LD
62841	K04GP-D	ALYESKA	AK	LD
130473	K11VP-D	HOMER-SELDOVIA	AK	LD

Section II – Non-Biennial Ownership Information

**1. 47 C.F.R.
Section 73.3613
and Other
Documents**

Licensee/Permittee Respondents should list all contracts and other instruments set forth in 47 C.F.R. Section 73.3613(a) through (c) for the facility or facilities listed on this report. In addition, attributable Local Marketing Agreements (LMAs) and attributable Joint Sales Agreements (JSAs) must be disclosed by the licensee of the brokering station on its ownership report. If the agreement is an attributable LMA, an attributable JSA, or a network affiliation agreement, check the appropriate box. Otherwise, select "Other." Non-Licensee/Permittee Respondents should select "Not Applicable" in response to this question.

Document Information	
Description of contract or instrument	Bylaws of GCI Communication Corp., As Amended
Parties to contract or instrument	State of Alaska
Date of execution	09/2014
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Bylaws

Document Information	
Description of contract or instrument	Fourth Amendment to the Fourth Amended and Restated Credit and Guarantee Agreement, dated 2/2/2015
Parties to contract or instrument	GCI, Inc., GCI Holdings, Inc., GCI Communication Corp., Denali Media Holdings, Corp. & Union Bank N.A., et al.
Date of execution	11/2016
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Credit and Guarantee Agreement

Document Information

Description of contract or instrument	First Amendment to the Fourth Amended and Restated Credit and Guarantee Agreement, dated 2/2/2015
Parties to contract or instrument	GCI, Inc., GCI Holdings, Inc., GCI Communication Corp., Denali Media Holdings, Corp. & Union Bank N.A., et al.
Date of execution	08/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Credit and Guarantee Agreement

Document Information	
Description of contract or instrument	Bylaws of Denali Media Anchorage, Corp., As Amended
Parties to contract or instrument	Board of Directors
Date of execution	11/2012
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Bylaws

Document Information	
Description of contract or instrument	Sixth Amendment to the Fourth Amended and Restated Credit and Guarantee Agreement, dated 2/2/2015
Parties to contract or instrument	GCI, Inc., GCI Holdings, Inc., GCI Communication Corp., Denali Media Holdings, Corp. & Union Bank N.A., et al.
Date of execution	08/2017
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Credit and Guarantee Agreement

Document Information	
Description of contract or instrument	Third Amendment to the Fourth Amended and Restated Credit and Guarantee Agreement, dated 2/2/2015
Parties to contract or instrument	GCI, Inc., GCI Holdings, Inc., GCI Communication Corp., Denali Media Holdings, Corp. & Union Bank N.A., et al.
Date of execution	11/2016
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Credit and Guarantee Agreement

Document Information	
Description of contract or instrument	Articles of Incorporation of GCI Communication Corp., As Amended
Parties to contract or instrument	Board of Directors
Date of execution	09/2014
Date of expiration	No expiration date

Agreement type (check all that apply)	Other Agreement Type: Articles of Incorporation
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Document Information	
Description of contract or instrument	Network Affiliation Agreement (Denali Media Anchorage, Corp.)
Parties to contract or instrument	CBS Affiliate Relations
Date of execution	01/2016
Date of expiration	01/2020
Agreement type (check all that apply)	Network Affiliation Agreement

Document Information	
Description of contract or instrument	Articles of Incorporation of Denali Media Anchorage, Corp.
Parties to contract or instrument	State of Alaska
Date of execution	11/2012
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Articles of Incorporation

Document Information	
Description of contract or instrument	Second Amended and Restated Pledge Agreement dated 4 /30/2013
Parties to contract or instrument	GCI, Inc. and Credit Agricole Corporate and Investment Bank
Date of execution	04/2013
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Pledge Agreement

Document Information	
Description of contract or instrument	FOURTH AMENDED AND RESTATED CREDIT AND GUARANTEE AGREEMENT, AS AMENDED AUGUST 3, 2015
Parties to contract or instrument	GCI HOLDINGS, INC., ET AL., AND UNION BANK, N.A., ET AL.
Date of execution	02/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Credit and Guarantee Agreement

Document Information	
Description of contract or instrument	Bylaws of Denali Media Holdings, Corp., As Amended
Parties to contract or instrument	Board of Directors

Date of execution	12/2012
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Bylaws

Document Information

Description of contract or instrument	Articles of Incorporation of Denali Media Holdings, Corp.
Parties to contract or instrument	State of Alaska
Date of execution	11/2012
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Articles of Incorporation

Document Information

Description of contract or instrument	Fifth Amendment to the Fourth Amended and Restated Credit and Guarantee Agreement, dated 2/2/2015
Parties to contract or instrument	GCI, Inc., GCI Holdings, Inc., GCI Communication Corp., Denali Media Holdings, Corp. & Union Bank N.A., et al.
Date of execution	05/2017
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Credit and Guarantee Agreement

Document Information

Description of contract or instrument	SECOND AMENDED AND RESTATED SECURITY AGREEMENT, SUPPLEMENTED FEBRUARY 2, 2015 (DENALI MEDIA HOLDINGS, CORP.)
Parties to contract or instrument	GCI, INC., AND CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK
Date of execution	04/2013
Date of expiration	04/2018
Agreement type (check all that apply)	Other Agreement Type: SECURITY AGREEMENT

Document Information

Description of contract or instrument	Second Amendment to the Fourth Amended and Restated Credit and Guarantee Agreement, dated 2/2/2015
Parties to contract or instrument	GCI, Inc., GCI Holdings, Inc., GCI Communication Corp., Denali Media Holdings, Corp. & Union Bank N.A., et al.
Date of execution	02/2016
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Credit and Guarantee Agreement

Document Information	
Description of contract or instrument	Limited Liability Company Operating Agreement of Ventures Holdco, LLC
Parties to contract or instrument	Ventures Holdco, LLC Members
Date of execution	05/2017
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: LLC Operating Agreement

Document Information	
Description of contract or instrument	Second Amended and Restated Limited Liability Company Operating Agreement of GCI Holdings, LLC
Parties to contract or instrument	GCI Holdings, LLC Members
Date of execution	03/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: LLC Operating Agreement

Document Information	
Description of contract or instrument	Amended and Restated Limited Liability Company Operating Agreement of GCI, LLC, dated March 8, 2018
Parties to contract or instrument	GCI, LLC Members
Date of execution	03/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: LLC Operating Agreement

Document Information	
Description of contract or instrument	Amended and Restated Articles of Incorporation of GCI Liberty, Inc.
Parties to contract or instrument	Board of Directors / State of Alaska
Date of execution	02/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Articles of Incorporation

Document Information	
Description of contract or instrument	Amended and Restated Bylaws of General Communication, Inc.
Parties to contract or instrument	Board of Directors / State of Alaska
Date of execution	08/2017
Date of expiration	No expiration date

Agreement type (check all that apply)	Other Agreement Type: Bylaws
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2. Ownership Interests

(a) Ownership Interests. This Question requires Respondents to enter detailed information about ownership interests by generating a series of subforms. Answer each question on each subform. The first subform listing should be for the Respondent itself. If the Respondent is not a natural person, also list each of the officers, directors, stockholders, non-insulated partners, non-insulated members, and any other persons or entities with a direct attributable interest in the Respondent pursuant to the standards set forth in 47 C.F.R. Section 73.3555. (A "direct" interest is one that is not held through any intervening companies or entities.) List each interest holder with a direct attributable interest in the Respondent separately.

Leave the percentage of total assets (Equity Debt Plus) field blank for an interest holder unless that interest holder has an attributable interest in the Respondent solely on the basis of the Commission's Equity Debt Plus attribution standard, 47 C.F.R. Section 73.3555, Note 2(i).

In the case of vertical or indirect ownership structures, list only those interests in the Respondent that also represent an attributable interest in the Licensee(s) or Permittee(s) for which the report is being submitted.

Entities that are part of an organizational structure that includes holding companies or other forms of indirect ownership must file separate ownership reports. In such a structure do not report, or file a separate report for, any interest holder that does not have an attributable interest in the Licensee(s) or Permittee(s) for which the report is being submitted.

Please see the Instructions for further detail concerning interests that must be reported in response to this question.

The Respondent must provide an FCC Registration Number for each interest holder reported in response to this question. Please see the Instructions for detailed information and guidance concerning this requirement.

Ownership Information			
FRN	0022193882		
Entity Name	Denali Media Anchorage, Corp.		
Address	PO Box		
	Street 1	2550 Denali Street, Suite 1000	
	Street 2		
	City	Anchorage	
	State ("NA" if non-U.S. address)	AK	
	Zip/Postal Code	99503	
	Country (if non-U.S. address)	United States	
Listing Type	Respondent		
Positional Interests (check all that apply)	Respondent		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	Total assets (Equity Debt Plus)	0.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			No

Ownership Information	
FRN	0022193866
Entity Name	Denali Media Holdings, Corp.

Address	PO Box		
	Street 1	2550 Denali Street, Suite 1000	
	Street 2		
	City	Anchorage	
	State ("NA" if non-U.S. address)	AK	
	Zip/Postal Code	99503	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Owner, Other - Sole Shareholder		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	100.0%	Jointly Held? No
	Total assets (Equity Debt Plus)		
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			Yes

Ownership Information

FRN	2130006378		
Name	Bill Behnke		
Address	PO Box		
	Street 1	2550 Denali Street, Suite 1000	
	Street 2		
	City	Anchorage	
	State ("NA" if non-U.S. address)	AK	
	Zip/Postal Code	99503	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Officer		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	Total assets (Equity Debt Plus)		
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			Yes

Ownership Information

FRN	2130006352
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Name	Greg Chapados		
Address	PO Box		
	Street 1	2550 Denali Street, Suite 1000	
	Street 2		
	City	Anchorage	
	State ("NA" if non-U.S. address)	AK	
	Zip/Postal Code	99503	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Director		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	Total assets (Equity Debt Plus)		
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			Yes

Ownership Information			
FRN	2130006386		
Name	David Hymas		
Address	PO Box		
	Street 1	2550 Denali Street, Suite 1000	
	Street 2		
	City	Anchorage	
	State ("NA" if non-U.S. address)	AK	
	Zip/Postal Code	99503	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Officer		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	Total assets (Equity Debt Plus)		
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			Yes

Ownership Information

FRN	2130006394		
Name	Tina Pidgeon		
Address	PO Box		
	Street 1	2550 Denali Street, Suite 1000	
	Street 2		
	City	Anchorage	
	State ("NA" if non-U.S. address)	AK	
	Zip/Postal Code	99503	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Director		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	Total assets (Equity Debt Plus)		
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			Yes

Ownership Information

FRN	2130006345		
Name	Peter Pounds		
Address	PO Box		
	Street 1	2550 Denali Street, Suite 1000	
	Street 2		
	City	Anchorage	
	State ("NA" if non-U.S. address)	AK	
	Zip/Postal Code	99503	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Officer, Director		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	Total assets (Equity Debt Plus)		
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			Yes

Ownership Information			
FRN	2130006410		
Name	Lynda Tarbath		
Address	PO Box		
	Street 1	2550 Denali Street, Suite 1000	
	Street 2		
	City	Anchorage	
	State ("NA" if non-U.S. address)	AK	
	Zip/Postal Code	99503	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Officer		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	Total assets (Equity Debt Plus)		
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			Yes

Ownership Information			
FRN	2130006428		
Name	Robert Visser		
Address	PO Box		
	Street 1	2550 Denali Street, Suite 1000	
	Street 2		
	City	Anchorage	
	State ("NA" if non-U.S. address)	AK	
	Zip/Postal Code	99503	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Officer		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	Total assets (Equity Debt Plus)		

Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?	Yes
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(b) Respondent certifies that any interests, including equity, financial, or voting interests, not reported in this filing are non-attributable. If "No," submit as an exhibit an explanation.	Yes
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<p>(c) Does the Respondent or any reported interest holder hold an attributable interest in any newspaper entities in the same market as any station for which this report is filed, as defined in 47 C.F.R. Section 73.3555?</p> <p>If "<u>Yes</u>," provide information describing the interest(s), using EITHER the subform OR the spreadsheet option below. Respondents with a large number (50 or more) of entries to submit should use the spreadsheet option.</p> <p>NOTE: Spreadsheets must be submitted in a special XML Spreadsheet format with the appropriate structure that is specified in the documentation. For instructions on how to use the spreadsheet option to complete this question (including templates to start with), please Click Here.</p> <p>If using the subform, leave the percentage of total assets (Equity Debt Plus) field blank for an interest holder unless that interest holder has an attributable interest in the newspaper entity solely on the basis of the Commission's Equity Debt Plus attribution standard, 47 C.F.R. Section 73.3555, Note 2(i). If using an XML Spreadsheet, enter "NA" into the percentage of total assets (Equity Debt Plus) field for an interest holder unless that interest holder has an attributable interest in the newspaper entity solely on the basis of the Commission's Equity Debt Plus attribution standard.</p> <p>The Respondent must provide an FCC Registration Number for each interest holder reported in response to this question. Please see the Instructions for detailed information and guidance concerning this requirement.</p>	No
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(d) Are any of the individuals listed as an attributable interest holder in the Respondent married to each other or related to each other as parentchild or as siblings? If " <u>Yes</u> ," provide the following information for each such the relationship.	No
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(e) Is Respondent seeking an attribution exemption for any officer or director with duties wholly unrelated to the Licensee(s)? If " <u>Yes</u> ," complete the information in the required fields and submit an Exhibit fully describing that individual's duties and responsibilities, and explaining why that individual should not be attributed an interest.	No
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Certification

Section	Question	Response
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Authorized Party to Sign	WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND /OR REVOCATION OF ANY STATION LICENSE --OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).	
Certification	I certify that I have examined this report and that to the best of my knowledge and belief, all statements in this report are true, correct and complete.	Official Title: Counsel to GCI Exact Legal Title or Name of Respondent: Denali Media Anchorage, Corp. Name: Paul Caritj Phone: 2027301319 04/09/2018