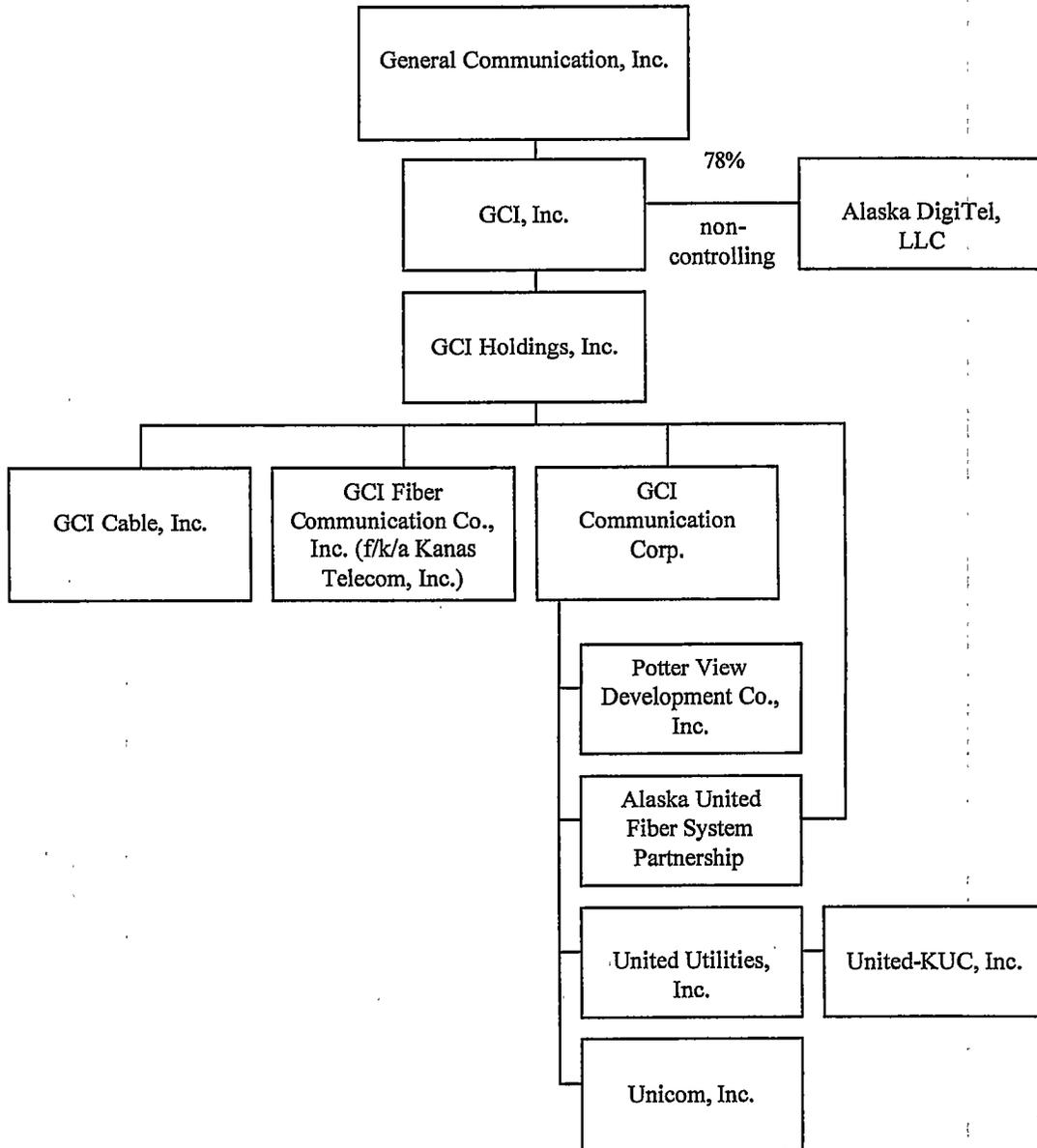


Attachment F

ATTACHMENT F

General Communications, Inc. (the "Company") is a publicly held company with no person or entity known to own 10% or more of the Company's outstanding stock. Following is an organizational chart of the Company.¹



¹ All interests are 100% unless otherwise noted.

Attachment G

Attachment G

For this electronic filing, we have omitted copies of the various transfer of control applications which will accompany courtesy copies to the FCC staff.

**Form 214 Transfer of Control
Application**

File No. ITC-T/C-20071102-00453

STAMP AND RETURN

for the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C.

FOIA/AMFELLOW

NOV 02 2007

In the Matter of

UNITED COMPANIES, INC.,

Transferor,

GENERAL COMMUNICATION, INC.

Transferee,

and

UNICOM, INC.

UNITED UTILITIES, INC., AND

UNITED-KUC, INC.

Authorization Holders,

Application For Consent to Transfer Control of
a Telecommunications Carrier Authorized to
Provide Global Resale International
Telecommunications Services and to Transfer
Control of Domestic Common Carrier
Transmission Lines, Pursuant to Section 214 of
the Communications Act of 1934, as Amended

File No. ITC-T/C-2007 _____

WC Docket No. 07- _____

**CONSOLIDATED APPLICATION—
STREAMLINED PROCESSING REQUESTED
WITH RESPECT TO INTERNATIONAL AUTHORIZATION**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"),
and Sections 63.04 and 63.18(e)(3) of the Commission's rules, the United Companies, Inc.
("UCI") (FRN No. 0016655592), and General Communication, Inc. ("GCI Parent") (FRN No.
0001570951), request that the Commission consent to the transfer of control to GCI Parent of:
(1) the international Section 214 authorization to provide international resale services of Unicom,

Approved by OMB
3060-0686

INTERNATIONAL SECTION 214 AUTHORIZATIONS
FOR ASSIGNMENT OR
TRANSFER OF CONTROL
FCC 214 MAIN FORM FOR OFFICIAL USE ONLY

FCC Use Only

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

UCI-GCI 214 Transfer App

1. Legal Name of Applicant

Name:	General Communication Inc.	Phone Number:	907-868-5800
DBA Name:		Fax Number:	907-868-5676
Street:	2550 Denali Street, Suite 1000	E-Mail:	jrobertson@gci.com
City:	Anchorage	State:	AK
Country:	USA	Zipcode:	99503 -
Attention:	Mrs Jennifer K G Robertson		

2. Name of Contact Representative

Name:	Tina Pidgeon	Phone Number:	202-457-8812
Company:	General Communication, Inc.	Fax Number:	
Street:	1130 17th Street NW Suite 312	E-Mail:	tpidgeon@gci.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20036-
Attention:		Relationship:	

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)

Date of Consummation: Must be completed if you select c or d.

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.

Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File Number:IT	File Number:						
C214199601160 0009							

5. Name of Section 214 Authorization Holder

Name: Unicom, Inc. **Phone Number:** 907-273-5210

DBA Name: **Fax Number:** 907-273-5382

Street: 5450 A Street **E-Mail:** shamlen@uui-alaska

City: Anchorage **State:** AK

Country: USA **Zipcode:** 99518

Attention:

6. Name of Assignor / Transferor

Name: United Companies, Inc.

Phone Number: 907-273-5210

DBA Name: United Companies, Inc.

Fax Number: 907-563-3185

Street: 5450 A Street

E-Mail: shamlen@uui-alaska.com

City: Anchorage

State: AK

Country: USA

Zipcode: 99518

Attention:

7. Name of Assignee / Transferee

Name:	General Communication Inc.	Phone Number:	907-868-5800
DBA Name:		Fax Number:	907-868-5676
Street:	2550 Denali Street, Suite 1000	E-Mail:	jrobertson@gci.com
City:	Anchorage	State:	AK
Country:	USA	Zipcode:	99503
Attention:	Mrs Jennifer K G Robertson		-

8a. Is a fee submitted with this application?

- If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).
- Governmental Entity Noncommercial educational licensee Notification of Pro Forma (No fee required.)
- Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT - Section 214 Authority

9. Description (Summarize the nature of the application.)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

See Attachment 1.

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules?

Yes No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?

Yes No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a pro forma assignment or pro forma transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. Yes No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?

Yes No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See Section 63.10 of the rules.

Yes No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. Yes No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) Yes No

23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party. Yes No Not a Pro Forma

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith. Yes No

25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification. Yes No

CERTIFICATION

26. Printed Name of Assignor / Transferor United Companies, Inc.	29. Printed Name of Assignee / Transferee General Communication, Inc.
27. Title (Office Held by Person Signing) President and CEO	30. Title (Office Held by Person Signing) Vice President, Federal Regulatory Affairs
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Steve Hamlen	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Tina Pidgeon

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PER, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to Judith-B.Herman@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember - You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C.

In the Matter of

UNITED COMPANIES, INC.,

Transferor,

GENERAL COMMUNICATION, INC.

Transferee,

and

UNICOM, INC.

UNITED UTILITIES, INC., AND

UNITED-KUC, INC.

Authorization Holders,

Application For Consent to Transfer Control of
a Telecommunications Carrier Authorized to
Provide Global Resale International
Telecommunications Services and to Transfer
Control of Domestic Common Carrier
Transmission Lines, Pursuant to Section 214 of
the Communications Act of 1934, as Amended

File No. ITC-T/C-2007 _____

WC Docket No. 07- _____

**CONSOLIDATED APPLICATION—
STREAMLINED PROCESSING REQUESTED
WITH RESPECT TO INTERNATIONAL AUTHORIZATION**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"),
and Sections 63.04 and 63.18(e)(3) of the Commission's rules, the United Companies, Inc.
("UCP") (FRN No. 0016655592), and General Communication, Inc. ("GCI Parent") (FRN No.
0001570951), request that the Commission consent to the transfer of control to GCI Parent of:
(1) the international Section 214 authorization to provide international resale services of Unicom,

Inc. ("Unicom") (FRN No. 0001576908), and (2) the domestic common-carrier transmission lines of United Utilities, Inc. ("UUI") (FRN No. 0001571561) and United-KUC, Inc. ("United-KUC") (FRN No. 0004365664) (collectively with GCI Parent, UCI, Unicom, and UUI, "Applicants").¹ GCI Parent's wholly-owned operating subsidiary, GCI Communication Corp. ("GCI"), has entered into an agreement with the owners of UCI, Sea Lion Corporation of Hooper Bay, Alaska, and Togiak Natives Ltd. of Togiak, Alaska, to acquire all of UCI's outstanding shares in Unicom and UUI, thereby also acquiring control of UUI's wholly-owned subsidiary, United-KUC ("Proposed Transaction").²

With respect to Unicom's international Section 214 authorization, this consolidated application qualifies for presumptive streamlined processing under Section 63.12 of the Commission's rules, and the Applicants therefore request such treatment.³ Although this application does not satisfy any of the presumptive streamlined categories in Section 63.03(b) of the Commission's rules with respect to the proposed transfer of domestic common-carrier transmission lines,⁴ the Applicants nevertheless believe and demonstrate herein that the Proposed Transaction raises no public interest, competition, or foreign ownership issues that would warrant extended review of the application. The Applicants therefore request a prompt grant of consent by the Commission.

¹ See 47 U.S.C. § 214; 47 C.F.R. §§ 63.04, 63.18(e)(3). Section 63.04(b) of the Commission's rules permits the Applicants to file a joint transfer and/or assignment applications for domestic and international Section 214 authorizations. See also *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations, Report and Order*, 17 FCC Rcd. 5517 (2002).

² In applications filed simultaneously with this one, GCI Parent and United have also sought Commission consent to transfer control of terrestrial wireless licenses and satellite earth station authorizations held by Unicom and UUI. See File Nos. 0003194143, 0003196824 & SES-T/C-INTR2007-02641.

³ See 47 C.F.R. § 63.12.

I. BACKGROUND

A. Parties to the Proposed Transaction

The description of parties to the Proposed Transaction is contained in the attached Public Interest Statement in Support of Consolidated Application for Authority to Transfer Control ("Public Interest Statement") at pages 3 through 5.

B. The Proposed Transaction

The description of the Proposed Transaction is contained in the attached Public Interest Statement at pages 5 through 6.

II. MARKET ANALYSIS

Analysis of the local exchange and exchange access service market is contained in the attached Public Interest Statement at pages 18 through 19. Analysis of the interstate interexchange market is contained in the attached Public Interest Statement at 20 through 22.

III. INFORMATION REQUIRED BY SECTION 63.18 OF THE COMMISSION'S RULES REGARDING THE TRANSFER OF CONTROL

Pursuant to Section 63.18 of the Commission's rules, the Applicants provide the following information in support of their request for consent to transfer control of Unicom's international Section 214 authorization to GCI Parent:

- (a) The name, address, and telephone number of the Applicants are:

Transferor

United Companies, Inc.
5450 A Street
Anchorage, AK 99518
(907) 273-5210
FRN No. 0016655592

Transferee

General Communication, Inc.
2550 Denali Street
Suite 1000
Anchorage, AK 99503
907-868-5800
FRN No. 0001570951

⁴ See 47 C.F.R. § 63.03(b).

Authorization Holders:

International 214 Authority:

Unicom, Inc.
5450 A Street
Anchorage, AK 99518
(907) 273-5210
FRN No. 0001576908

Domestic 214 Authority:

United Utilities, Inc.
5450 A Street
Anchorage, AK 99518
(907) 273-5210
FRN No. 0001571561

United-KUC, Inc.
5450 A Street
Anchorage, AK 99518
(907) 273-5210
FRN No. 0004365664

(b) UCI, Unicom, UUI, United-KUC, GCI and GCI Parent are all corporations organized under the laws of the State of Alaska, and all are headquartered in Anchorage.

(c) Correspondence concerning this application should be sent to:

Transferor/Authorization Holders

Steve Hamlen
President and CEO
UNITED COMPANIES, INC.
5450 A Street
Anchorage, AK 99518
(907) 273-5210
shamlen@uui-alaska.com

Transferee

Tina Pidgeon
Vice President, Federal Regulatory Affairs
GENERAL COMMUNICATION, INC.
1130 17th Street, N.W., Suite 312
Washington, DC 20036
(202) 457-8812
tpidgeon@gci.com

with a copy to:

John T. Nakahata
HARRIS, WILTSHIRE & GRANNIS LLP
1200 18th Street, N.W., Suite 1200
Washington, D.C. 20036-2560
(202) 730-1320
jnakahata@harriswiltshire.com

Counsel for General Communication, Inc.

(d) Unicom holds a single international Section 214 authorization for the provision of international resale services.⁵ The Commission has granted international Section 214 authority to GCI Parent for the provision of international resale services.⁶ The Commission has not regulated Unicom, GCI Parent, or any of GCI Parent's operating subsidiaries as dominant for the provision of any service on any international route.

(e)(3) The Applicants seek Commission consent to transfer control of Unicom's international Section 214 authorization, as listed in Part III(d) above.

(f) No response is required.

(g) Applicants are not seeking facilities-based authority.

⁵ See *Overseas Common Carrier Section 214 Application Actions Taken*, Report No. I-8155, 1996 FCC LEXIS 1267 (rel. March 14, 1996) (granting Unicom, Inc.'s application for international section 214 authority); FCC File No. ITC-214-19960116-00009 (old File No. ITC-96-033).

⁶ See *General Communication Inc. Application for Authority to Operate as an International Resale Carrier*, 1986 FCC LEXIS 3374 (rel. May 20, 1986); FCC File No. ITC-86-082.

(h) GCI Parent's shares trade publicly on the NASDAQ exchange under the symbol *GNCMA* and are widely held. GCI Parent has only one 10-percent-or-greater direct or indirect shareholder: John W. Stanton and Theresa E. Gillespie, who are husband and wife and own, as tenants in common, 39.2 percent of General Communication, Inc.'s outstanding Class B common shares. On a fully diluted basis across all share classes, this gives Mr. Stanton and Ms. Gillespie a 15.4 percent voting interest and a 2.4 percent equity interest in General Communication, Inc. Both Mr. Stanton and Ms. Gillespie are U.S. citizens. Mr. Stanton and Ms. Gillespie are both Managing Directors of, and investors in, Trilogy Equity Partners LLC, a venture capital firm focused on the telecommunications and technology sectors. The address of Mr. Stanton and Ms. Gillespie is:

P.O. Box 53508
Bellevue WA 98015

GCI Parent has no interlocking directorates with a foreign carrier.

(i) By the attached certification, GCI Parent certifies that it is not affiliated with any foreign carrier.

(j) By the attached certification, GCI Parent certifies that it does not seek to provide international telecommunications services from the United States to any destination county in which GCI Parent controls a foreign carrier, nor will do so following the consummation of the Proposed Transaction.

(k) No response is required.

(l) No response is required.

(m) No response is required.

(n) By the attached certification, GCI Parent certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S.