

November 21, 2017

**BY ELECTRONIC MAIL**

Ms. Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

*Re: File No. SCL-LIC-20171031-00024*

Dear Ms. Dortch:

On behalf of GCI Communication Corp. (“GCICC”), I hereby respond to inquiries made by International Bureau staff by email on November 16, 2017, with respect to the above-referenced cable landing license application for the TERRA-Aleutian cable system.

Regarding the likely closing date of the GCI-Liberty transaction, for which the Commission recently granted consent,<sup>1</sup> the transaction parties have indicated that they intend to consummate the transaction in the first quarter of 2018.<sup>2</sup> Consummation of the transaction will result in changes to the indirect ownership of GCICC, as detailed on pages 6 and 7 of the application filed in FCC File No. SCL-T/C-20170501-00013 with respect to GCICC’s existing cable landing license interests (attached, without exhibits, as Exhibit 1) and shown graphically in the attached ownership diagram (Exhibit 2).

Regarding the nature of the cable landing station facilities listed on page 3 of the application and detailed in appendices 2 through 6 of that application, all of those cable landing station facilities will be new facilities constructed in connection with TERRA-Aleutian.

Finally, please note that the reference to “AU-BLUE” on page 4 should be corrected to “TERRA-Aleutian.”

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<sup>1</sup> Joint Application of General Communication, Inc. and GCI Liberty, Inc. for Consent to Transfer Control, DA 17-1096, WC Docket No. 17-114 (rel. Nov. 8, 2017).

<sup>2</sup> See General Communication, Inc., Form 8-K, Exhibit 99.1, at 2 (filed Apr. 7, 2017); Liberty Interactive Corp., Form 8-K, at 4 (filed Apr. 4, 2017).

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Should you require any additional information, please do not hesitate to contact me.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Kent Bressie".

Kent Bressie  
*Counsel for GCI Communication Corp.*

Attachments

cc: Jodi Cooper  
David Krech

**EXHIBIT 1:**

**TRANSFER-OF-CONTROL APPLICATION FILED IN  
FCC FILE NO. SCL-T/C-20170501-00013**

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, D.C. 20554

*In the Matter of*

GENERAL COMMUNICATION, INC.,  
*Transferor,*

GCI LIBERTY, INC.  
*Transferee,*

GCI Communication Corp.,  
Kodiak Kenai Fiber Link, Inc.,  
Unicom, Inc., and  
United Utilities, Inc.,  
*Licensees,*

Application for Consent to Transfer Control  
Rights of Cable Landing Licenses

File No. SCL-T/C-2017-\_\_\_\_\_

**CONSOLIDATED APPLICATION FOR CONSENT TO TRANSFER OF CONTROL OF  
CABLE LANDING LICENSES—STREAMLINED PROCESSING REQUESTED**

Pursuant to 47 U.S.C. § 34, Executive Order No. 10,530, and 47 C.F.R. § 1.767, General Communication, Inc. (“GCI”) and GCI Liberty, Inc. (“GCI Liberty”) apply for Commission consent to the transfer of control of five cable landing licenses held by GCI Communication Corp. (“GCICC”), Kodiak Kenai Fiber Link, Inc. (“KKFL”), Unicom, Inc. (“Unicom”), and United Utilities, Inc. (“UUI”) (together with GCICC, KKFL, and Unicom, “GCI Cable Landing Licensees,” together with GCI and GCI Liberty, the “Applicants”). GCI, Liberty Interactive Corporation (“LIC”), and their affiliates have entered into agreements pursuant to which GCI’s operating businesses will be combined with certain businesses and assets attributed to the Liberty Ventures Group of LIC under a new holding company, GCI Liberty (the “Proposed Transaction”). GCI’s operating companies will comprise the primary operating subsidiaries of

GCI Liberty, will continue to operate under the GCI brand, and will maintain current management and headquarters in Anchorage, Alaska.

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 raises no public interest concerns that would warrant an extended review or transaction-specific conditions for consent. Indeed, this consolidated application qualifies for presumptive streamlined processing under 47 C.F.R. § 1.767(k)(1). Upon consummation of the Proposed Transactions, the Applicants will not be affiliated with any foreign carriers in any foreign countries where any of the five submarine cable systems licensed to the GCI Cable Landing Licenses (collectively, the "GCI Submarine Cable Systems") lands, as the GCI Submarine Cable Systems all have exclusively U.S. domestic landing points. Moreover, the Proposed Transaction would create no new combinations that would adversely affect competition in any geographic market for submarine cable capacity. GCI Liberty will not control any submarine cable operators licensed by the Commission other than those within GCI. GCI Liberty will be U.S.-owned and controlled and will not have any 10-percent-or-greater direct or indirect foreign owners.

## **I. BACKGROUND**

In Exhibit 1, the Applicants and their affiliates describe in greater detail the Proposed Transaction and the Applicants, including diagrams showing the pre- and post-consummation ownership of the GCI Cable Landing Licensees. In that exhibit, the Applicants and their

affiliates also describe in greater detail the public interest benefits of, and absence of competitive harms resulting from, the Proposed Transaction.

The GCI Cable Landing Licensees collectively hold cable landing licenses for five submarine cable systems:

**TABLE 1: GCI Submarine Cable Systems**

<b>Submarine Cable System</b>	<b>Licensee(s)</b>	<b>FCC File Number(s)</b>	<b>Landing Points</b>	<b>Year of Entry Into Commercial Service</b>
Alaska United East	GCICC	SCL-LIC-19961205-00615 SCL-LIC-19980602-00008 SCL-ASG-19971125-00013 SCL-MOD-20020409-00018 SCL-MOD-20020409-00019	Juneau, AK Lynnwood, WA Valdez, AK Whittier, AK	1999
Alaska United West	Unicom	SCL-LIC-20020522-00047 SCL-ASG-20080515-00025 SCL-ASG-20121019-00013	Seward, AK Warrenton, OR	2004
Cook Inlet Segment of TERRA-SW	GCICC UUI	SCL-LIC-20100914-00021	Homer, AK Williamsport, AK	2012
Kodiak-Kenai Fiber Link	KKFL	SCL-LIC-20060413-00004 SCL-ASG-20090817-00025 SCL-T/C-20160906-00016	Anchorage, AK Homer, AK Kenai, AK Kodiak, AK Narrow Cape, AK Seward, AK	2007
SEAFast	GCICC	SCL-LIC-20071023-00019	Angoon, AK Hawk Inlet, AK Juneau, AK Ketchikan, AK Petersburg, AK Sitka, AK Wrangell, AK	2008

The GCI Cable Landing Licensees operate these five systems as an integrated whole, which they have branded as the Alaska United Fiber-Optic Cable System.

**II. INFORMATION REQUIRED BY 47 C.F.R. § 1.767**

Pursuant to 47 C.F.R. § 1.767(a)(11)(i), the Applicants provide the following information in support of this application.

**A. Applicant Identification Information<sup>1</sup>**

In Table 2 below, the Applicants provide their names, addresses, telephone numbers, places of organization, and FCC Registration Numbers.

**TABLE 2: Applicant Identification Information**

Name, Address, and Telephone #	Place of Organization	FRN	Transaction Role
General Communication, Inc. 2550 Denali Street, Suite 1000 Anchorage, Alaska 99503 (907) 265-5600	Alaska	0001570951	Transferor
GCI Liberty, Inc. <sup>2</sup>  Liberty Interactive Corporation 12300 Liberty Boulevard Englewood, Colorado 80112 (720) 875-5300	Alaska <sup>3</sup>	0026415356	Transferee
GCI Communication Corp. 2550 Denali Street, Suite 1000 Anchorage, Alaska 99503 (907) 265-5600	Alaska	0001568880	Licensee for Alaska United East and SEAFast; joint licensee for the Cook Inlet Segment
Kodiak Kenai Fiber Link, Inc. 2550 Denali Street, Suite 1000 Anchorage, Alaska 99503 (907) 265-5600	Alaska	0018916742	Licensee for Kodiak-Kenai Fiber Link

<sup>1</sup> See 47 C.F.R. § 1.767(a)(1), (2).  
<sup>2</sup> GCI Liberty, Inc. is the entity resulting from the Proposed Transaction. Prior to consummation of the Proposed Transaction, the contact is Liberty Interactive Corporation.  
<sup>3</sup> As soon as practicable after closing of the Proposed Transaction, and upon receipt of required shareholder approvals, GCI Liberty will merge into a new Delaware subsidiary, retaining the name GCI Liberty, Inc.

Name, Address, and Telephone #	Place of Organization	FRN	Transaction Role
Unicom, Inc. 2550 Denali Street, Suite 1000 Anchorage, Alaska 99503 (907) 265-5600	Alaska	0001567908	Licensee for Alaska United West
United Utilities, Inc. 2550 Denali Street, Suite 1000 Anchorage, Alaska 99503 (907) 265-5600	Alaska	0001571561	Joint licensee for the Cook Inlet Segment

**B. Contact Information<sup>4</sup>**

The Commission should address correspondence regarding this application to the persons identified in Table 3 below.

**TABLE 3: Contact Information**

Party	Company Contact	Counsel Contact
GCI and GCI Cable Landing Licensees	Chris Nierman Senior Counsel, Federal Affairs GCI Communication Corp. 1900 L Street N.W., Suite 700 Washington, D.C. 20036 (202) 457-8815 <a href="mailto:cnierman@gci.com">cnierman@gci.com</a>	Kent Bressie Julie A. Veach Harris, Wiltshire & Grannis LLP 1919 M Street, N.W., Suite 800 Washington, D.C. 20036-3537 (202) 730-1300 <a href="mailto:kbressie@hwglaw.com">kbressie@hwglaw.com</a> <a href="mailto:jveach@hwglaw.com">jveach@hwglaw.com</a>
GCI Liberty or Liberty Interactive Corporation	Richard N. Baer Chief Legal Officer Liberty Interactive Corporation 12300 Liberty Boulevard Englewood, Colorado 80112 (720) 875-5300	Robert L. Hoegle Thomas F. Bardo Nelson Mullins Riley & Scarborough LLP 101 Constitution Avenue, Suite 900 Washington, D.C. 20001 (202) 712-2816 <a href="mailto:bob.hoegle@nelsonmullins.com">bob.hoegle@nelsonmullins.com</a> <a href="mailto:tom.bardo@nelsonmullins.com">tom.bardo@nelsonmullins.com</a>

<sup>4</sup> See 47 C.F.R. § 1.767(a)(3).



**C. Certification Regarding Ownership, Place of Organization, Principal Business, and Interlocking Directorates<sup>5</sup>**

By its signature below, GCI Liberty certifies that the GCI Cable Landing Licensees will have the following 10-percent-or-greater interest holders following the consummation of the Proposed Transaction:

**Kodiak-Kenai Cable Company, LLC (“KKCC”)**

*Address:* 2550 Denali Street, Suite 1000, Anchorage, Alaska 99503

*Place of Organization:* Alaska

*Principal Business:* telecommunications

*Relationship:* KKCC will hold a 100-percent voting-and-equity interest in KKFL.

**GCI Communication Corp. (“GCICC”)**

*Address:* 2550 Denali Street, Suite 1000, Anchorage, Alaska 99503

*Place of Organization:* Alaska

*Principal Business:* telecommunications

*Relationship:* GCICC will hold a 100-percent voting-and-equity interest in each of KKCC, Unicom, and UUI.

**GCI Holdings, LLC (“GCIH”)**

*Address:* 2550 Denali Street, Suite 1000, Anchorage, Alaska 99503

*Place of Organization:* Alaska

*Principal Business:* holding company

*Relationship:* GCIH will hold a 100-percent voting-and-equity interest in GCICC.

**Ventures Holdco, LLC (“Ventures Holdco”)**

*Address:* 2550 Denali Street, Suite 1000, Anchorage, Alaska 99503

*Place of Organization:* Alaska

*Principal Business:* holding company

*Relationship:* Ventures Holdco will hold a 100-percent voting-and-equity interest in GCIH.

**GCI, LLC (“GCI”)**

*Address:* 2550 Denali Street, Suite 1000, Anchorage, Alaska 99503

*Place of Organization:* Alaska

*Principal Business:* holding company

*Relationship:* GCI will hold a 100-percent voting-and-equity interest in Ventures Holdco.

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<sup>5</sup> See *id.* §§ 1.767(a)(8)(i), 63.18(h).

**GCI Liberty, Inc. (“GCI Liberty”)**

*Address:* 12300 Liberty Boulevard Englewood, Colorado 80112

*Place of Organization:* Alaska, to be reincorporated in Delaware upon shareholder approval following consummation of the Proposed Transaction

*Principal Business:* holding company

*Relationship:* GCI Liberty will hold a 100-percent voting-and-equity interest in GCI.

**Dr. John C. Malone**

*Address:* c/o Liberty Interactive Corporation, 12300 Liberty Boulevard, Englewood, Colorado 80112

*Citizenship:* USA

*Principal Business:* telecommunications and investments

*Relationship:* Dr. Malone is projected to hold a 27.4-percent voting interest and a 4.0-percent equity interest in GCI Liberty.

No other person or entity is projected to hold a 10-percent-or-greater direct or indirect voting or equity interest in the GCI Cable Landing Licensees following the consummation of the Proposed Transaction.

Pursuant to the Reorganization Agreement between the Applicants and LIC, the current President and Chief Executive Officer of GCI, Ron Duncan, will be a member of the board of GCI Liberty. Donne Fisher, a former Chairman of the Board of GCI, will also be a member of the board of GCI Liberty. The remaining members of the initial board will be selected by LIC. As the terms of the initial members expire or seats otherwise become vacant, directors will be elected by the shareholders of GCI Liberty.

Neither Mr. Duncan nor Mr. Fisher is an officer or director in an authorized U.S. international carrier or for any foreign carrier. The Applicants do not expect to have other interlocking directorates with foreign carriers but will update this information if needed.

**D. Certification Regarding the Anti-Drug Abuse Act of 1988<sup>6</sup>**

By its signature below, GCI Liberty certifies that no party to this application is subject to a denial of federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988, as amended.<sup>7</sup>

**E. Certification Regarding Foreign Carrier Status and Foreign Affiliations<sup>8</sup>**

By its signature below, GCI Liberty certifies that upon consummation of the Proposed Transaction: (1) it will not be a foreign carrier in any country and (2) it will be affiliated with foreign carriers (including a foreign carrier that controls a cable landing station in a foreign country) as listed in Table 4 below.

**TABLE 4:  
Post-Consummation Affiliated Foreign Carriers and Cable Landing Station Interests**

<b>Country</b>	<b>Entity</b>
Anguilla	Cable and Wireless (Anguilla) Limited
Antigua & Barbuda	Cable & Wireless Antigua & Barbuda Limited
	Kelcom International (Antigua & Barbuda) Ltd.
Austria	UPC Austria GmbH
Bahamas	The Bahamas Telecommunications Company Limited
	Columbus Communications Limited
Barbados	Cable & Wireless (Barbados) Limited
	Columbus Telecommunications (Barbados) Limited
	Karib Cable Inc.
Belgium	Telenet Group Holding N.V.
Belize	ARCOS-1 USA, Inc.
Bonaire	Columbus Networks Bonaire, N.V.
British Virgin Islands	Cable and Wireless (British Virgin Islands) Limited

<sup>6</sup> See *id.* §§ 1.767(a)(8)(i), 63.18(o).

<sup>7</sup> 21 U.S.C. § 862(a); Anti-Drug Abuse Act of 1988, Pub. L. No. 100-690, § 5301, 102 Stat. 4181, 4310-12 (1988), which related to denial of Federal benefits to drug traffickers and possessors—previously codified at 21 U.S.C. § 853(a)—was renumbered section 421 of the Controlled Substances Act of 1990, Pub. L. No. 101-647, § 1002(d)(1), 104 Stat. 4789, 4827 (1990), and has been recodified as 21 U.S.C. § 862(a). 47 C.F.R. § 63.18(o) does not reflect this recodification.

<sup>8</sup> See 47 C.F.R. § 1.767(a)(8)(ii).

<b>Country</b>	<b>Entity</b>
Cayman Islands	Cable and Wireless (Cayman Islands) Limited
Chile	VTR GlobalCom SpA
Colombia	Columbus Networks de Colombia, Ltda.
	Columbus Networks Zona Franca Ltda.
	Lazus de Colombia S.A.S.
Costa Rica	Columbus Networks de Costa Rica S.R.L.
	Promitel Costa Rica S.A.
Curaçao	Columbus Communications Curaçao N.V.
	Columbus Networks Curaçao, N.V.
	Columbus Networks Netherlands Antilles, N.V.
Czech Republic	UPC Ceska Republica Sro
Dominica	Cable & Wireless Dominica Limited
Dominican Republic	Columbus Networks Dominicana, S.A.
	CWC Cable & Wireless Communications Dominican Republic SA
El Salvador	Columbus Networks Centroamerica, S. de R.L.
	Columbus Networks El Salvador S.A.
Germany	Unitymedia GmbH
Grenada	Cable & Wireless Grenada Limited
	Columbus Communications (Grenada) Limited
Guatemala	Columbus Networks de Guatemala Limitada
Honduras	Columbus Networks de Honduras, S. de R.L.
Hungary	UPC Magyarorszag Kft
Ireland	Virgin Media Ireland Ltd
Jamaica	Cable & Wireless Jamaica Limited
	Columbus Communications Jamaica Limited
	Columbus Networks Jamaica Limited
Mexico	Columbus Networks de Mexico S. de R.L. de C.V.
Montserrat	Cable and Wireless (West Indies) Limited
Netherlands	VodafoneZiggo Group Holding BV
Nicaragua	Columbus Networks Nicaragua y Compañía Limitada
Panama	Cable & Wireless Panama S.A.
	CWC WS Holdings Panama S.A.
	Columbus Networks de Panama S.R.L.
	Promitel Panama S.A.
Peru	Lazus Peru S.A.C.
Poland	UPC Polska Sp. z.o.o.
Romania	UPC Romania Srl
St. Kitts & Nevis	Cable & Wireless St. Kitts & Nevis Limited
St. Lucia	Columbus Communications (St. Lucia) Limited
	Tele (St. Lucia) Inc.
	Cable & Wireless (St. Lucia) Limited
St. Vincent & the Grenadines	Cable & Wireless St. Vincent and the Grenadines Limited
	Columbus Communications St. Vincent and the Grenadines Limited
Seychelles	Cable & Wireless (Seychelles) Limited

<b>Country</b>	<b>Entity</b>
Slovak Republic	UPC Broadband Slovakia sro
Switzerland	UPC Schweiz GmbH
Trinidad and Tobago	Columbus Communications Trinidad Limited
	Columbus Networks International (Trinidad) Limited
	Telecommunications Services of Trinidad and Tobago Limited
Turks & Caicos Islands	Columbus Networks, Limited
	Cable and Wireless (TCI) Limited
United Kingdom (England & Wales)	Virgin Media Limited
Venezuela	Columbus Networks de Venezuela, S.A.

**F. Certification Regarding Destination Countries<sup>9</sup>**

By its signature below, GCI Liberty certifies that upon consummation of the Proposed Transaction: (1) it will not be a foreign carrier in any foreign country where any of the GCI Submarine Cable Systems lands, as none of those cable systems lands in a foreign country; (2) it will not control a foreign carrier in any foreign country where any of the GCI Submarine Cable Systems lands, as none of those cable systems lands in a foreign country; (3) no entity that owns more than 25 percent of GCI Liberty, or that controls GCI Liberty, controls a foreign carrier in any foreign country where any of the GCI Submarine Cable Systems lands, as none of those cable systems lands in a foreign country; and (4) no grouping of two or more foreign carriers (or parties that control foreign carriers in any of the foreign countries where any of the GCI Submarine Cable Systems lands, as there are no such countries) own, in aggregate, more than 25 percent of it and are parties to, or beneficiaries of, a contractual relation affecting the provision or marketing of arrangements for the terms of acquisition, sale, lease, transfer, and use of capacity on any of the GCI Submarine Cable Systems.

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<sup>9</sup> See *id.* § 1.767(a)(8)(iii).

**G. Certifications Regarding WTO Status and Affiliations with Foreign Carriers Having Market Power in Foreign Destination Markets<sup>10</sup>**

No response is required, as GCI Liberty did not identify any non-WTO markets in response to 47 C.F.R. § 1.767(a)(8)(iii).

**H. Certification Regarding Routine Conditions<sup>11</sup>**

By the signature below, GCI Liberty certifies that it accepts and will abide by the routine conditions specified in 47 C.F.R. § 1.767(g).

**I. Streamlining<sup>12</sup>**

The Applicants request streamlined processing pursuant to 47 C.F.R. § 1.767(k)(1). GCI Liberty has certified above that upon consummation of the Proposed Transaction, it will not be affiliated with any foreign carrier in any foreign country where any of the GCI Submarine Cable Systems land, as the GCI Submarine Cable Systems all have exclusively U.S. domestic landing points. As this application does not seek authority for any new or modified submarine cable construction, no certification is required with respect to the Coastal Zone Management Act.<sup>13</sup>

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<sup>10</sup> See *id.* § 1.767(a)(8)(iv).

<sup>11</sup> See *id.* § 1.767(a)(9).

<sup>12</sup> See *id.* § 1.767(j), (k).

<sup>13</sup> See *id.* § 1.767(k)(4).

## CONCLUSION

For the reasons stated above and in the attached Exhibit 1, the Applicants request that the Commission grant unconditional consent for the transfer of control of the GCI Cable Landing Licensees from GCI to GCI Liberty.

Respectfully submitted,

**GCI Liberty, Inc.**  
(Resulting Applicant)

/s/ Richard N. Baer

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Richard N. Baer  
Chief Legal Officer  
Liberty Interactive Corporation  
12300 Liberty Boulevard  
Englewood, Colorado 80112  
+1 720 875 5300

**General Communication, Inc.**

/s/ Tina Pidgeon

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Tina Pidgeon  
General Counsel, Chief Compliance Officer, and  
Senior Vice President, Governmental Affairs  
General Communication, Inc.  
2550 Denali Street, Suite 1000  
Anchorage, Alaska 99503  
+1 907 265 5600

May 1, 2017

**EXHIBIT 2:**  
**OWNERSHIP OF GCICC FOLLOWING  
CONSUMMATION OF GCI-LIBERTY TRANSACTION**

