

November 15, 2012

**Ex Parte**

Ms. Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, SW  
Washington, DC 20554

Re: *Applications of GCI Communications Corp., ACS Wireless License Sub, Inc., ACS of Anchorage License Sub, Inc., and Unicom, Inc. for Consent to Assign Licenses to The Alaska Wireless Network, LLC., WT Docket No. 12-187*

Dear Ms. Dortch:

On November 13, 2012, Ron Duncan, President and CEO of General Communication, Inc. (“GCI”), Chris Niernan, Federal Regulatory Director of GCI, and I, on behalf of GCI (collectively “GCI Participants”), met with the following members of the Federal Communications Commission:

- Julie Veach, Bureau Chief, Wireline Competition Bureau (“WCB”);
- Ruth Milkman, Bureau Chief, Wireless Telecommunications Bureau (“WTB”);
- Carol Matthey, Deputy Bureau Chief, WCB;
- Lisa Gelb, Deputy Bureau Chief, WCB;
- James Schlichting, Senior Deputy Bureau Chief, WTB;
- Paul Murray, Assistant Bureau Chief/Chief Counsel, WTB;
- William Dever, Chief, Competition Policy Division, WCB;
- Margaret Wiener, Chief, Auctions and Spectrum Access Division, WTB;
- Jim Bird, Senior Counsel, Office of General Counsel (“OGC”);
- Jennifer Tatel, Associate General Counsel, OGC;
- Paroma Sanyal, Office of Strategic Planning and Policy Analysis;
- Alexander Minard, WCB;
- Kathy Harris, WTB;
- Virginia Metallo, OGC.

The GCI participants discussed the state of wireless services in Alaska, in which AT&T is and will continue to be the largest participant both before and after the Alaska Wireless Network (“AWN”) transaction. Moreover, Verizon’s entry will add a second nationwide carrier to Alaska. Both nationwide carriers are expected to focus their presence principally on Alaska’s three major population centers and along the highways connecting them. In order for the rest of Alaska to have wireless services, it is necessary for the GCI and ACS Wireless to be able to maintain a strong competitive presence in the more densely populated areas, while at the same time operating networks in the rural areas that are not likely to be served by the nationwide carriers.

The GCI participants also discussed how GCI had very limited options to reach LTE without this transaction. Those options were complicated by handset availability and the likely availability of national roaming agreements.

While the transaction combines the underlying wireless network facilities currently owned by ACS and GCI, allowing those to be rationalized, ACS and GCI will remain competitors in the retail market, making independent decisions as to retail prices for standalone wireless services, handsets, and bundles with other services offered by each company.

AWN will have its own staff, but will also contract with GCI and ACS for support, particularly for field staff. GCI and ACS will contribute backhaul facilities to AWN, but AWN will also have the ability to procure additional backhaul facilities as needed, whether from the two owners or from third parties.

The GCI participants also discussed that AWN will be a wholesale carrier, not a retail carrier. GCI and ACS, as the retail providers, would remain ETCs, but would flow all high cost support through to AWN to ensure that such support was spent for the construction, operation, maintenance or upgrade of the underlying facilities-based network. We believe this provides a model for retaining competition in rural areas while supporting only a single underlying network through high cost support.

Please contact me if you have any questions.

Sincerely,



John T. Nakahata  
*Counsel to General Communication Inc.*

cc:	Julie Veach	Margaret Wiener
	Ruth Milkman	James Bird
	Carol Matthey	Jennifer Tatel
	Lisa Gelb	Paroma Sanyal
	James Schlichting	Alexander Minard
	Paul Murray	Kathy Harris
	William Dever	Virginia Metallo