

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q/A

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File No. 0-15279

**GENERAL COMMUNICATION, INC.**

(Exact name of registrant as specified in its charter)

**State of Alaska**

(State or other jurisdiction of  
incorporation or organization)

**92-0072737**

(I.R.S Employer  
Identification No.)

**2550 Denali Street  
Suite 1000**

**Anchorage, Alaska**

(Address of principal  
executive offices)

**99503**

(Zip Code)

Registrant's telephone number, including area code: **(907) 868-5600**

Not Applicable

Former name, former address and former fiscal year, if changed since last report

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files.)  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The number of shares outstanding of the registrant's classes of common stock as of October 31, 2013, was:

37,295,000 shares of Class A common stock; and  
3,166,000 shares of Class B common stock.

#### **Explanatory Note**

General Communication, Inc. (unless the context otherwise requires, includes its direct and indirect subsidiaries and is referred to as "Company," "we," "us" or "our") is filing this Amendment on Form 10-Q/A ("Amendment") to its Quarterly Report on Form 10-Q for the quarter ended September 30, 2013, which was originally filed on November 8, 2013 ("Original Filing").

The purpose of this Amendment is to replace a redacted document filed as an exhibit to the Company's Original Filings with a revised redacted document that includes appendices not previously included in the Original Filing. The document is further described in Item 6 of this amendment. This Amendment does not affect any other parts of, or exhibits to, the Original Filing or other amendments to it, and those unaffected parts or exhibits are not included in this Amendment.

Except as expressly stated in this Amendment, this Amendment continues to speak as of the date of the Original Filing, and the Company has not updated the disclosure contained in the Amendment to reflect events that have occurred since the filing of the Original Filing. Accordingly, this Amendment must be read in conjunction with the Company's other filings, if any, made with the SEC subsequent to the filing of the Original Filing.

GENERAL COMMUNICATION, INC.  
FORM 10-Q/A  
FOR THE QUARTER ENDED SEPTEMBER 30, 2013

TABLE OF CONTENTS

	<u>Page No.</u>
<b><u>Part II. OTHER INFORMATION</u></b>	
Item 6. <a href="#">Exhibits</a>	<a href="#">4</a>
Other items are omitted, as they are not applicable.	
<b><u>SIGNATURES</u></b>	<a href="#">5</a>

**Item 6. Exhibits**

Listed below are the exhibits that are filed as a part of this Report (according to the number assigned to them in Item 601 of Regulation S-K):

<b>Exhibit No.</b>	<b>Description</b>
10.201	Seventeenth Amendment to the Full-Time Transponder Capacity Agreement (Pre-Launch) between Intelsat Corporation, formerly known as PanAmSat Corporation and GCI Communication, Corp. dated June 4, 2013 # *
31.1	Certifications Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by our President and Director*
31.2	Certifications Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by our Senior Vice President, Chief Financial Officer and Secretary*
#	CONFIDENTIAL PORTION has been revised as compared to the confidential portion of the document filed under this exhibit number in redacted form as an exhibit to the Original Filing. The CONFIDENTIAL PORTION, as revised and included with this Amendment, has been omitted pursuant to a request for confidential treatment by us to, and the material has been separately filed with, the SEC. Each omitted Confidential Portion is marked by three asterisks.
*	Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**GENERAL COMMUNICATION, INC.**

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Ronald A. Duncan</u> Ronald A. Duncan	President and Director (Principal Executive Officer)	<u>March 6, 2014</u>
<u>/s/ Peter J. Pounds</u> Peter J. Pounds	Senior Vice President, Chief Financial Officer and Secretary (Principal Financial Officer)	<u>March 6, 2014</u>
<u>/s/ Lynda L. Tarbath</u> Lynda L. Tarbath	Vice President, Chief Accounting Officer (Principal Accounting Officer)	<u>March 6, 2014</u>

\*\*\*CONFIDENTIAL PORTION has been omitted pursuant to a request for confidential treatment by the Company to, and the material has been separately filed with, the SEC. Each omitted Confidential Portion is marked by four asterisks.

SEVENTEENTH AMENDMENT TO THE FULL-TIME-TRANSPONDER CAPACITY AGREEMENT (PRE-LAUNCH)

This Seventeenth Amendment to the Full-Time Transponder Capacity Agreement (Pre-Launch) (the "Seventeenth Amendment") is made and entered into as of this 4<sup>th</sup> day of June, 2013 by and between INTELSAT CORPORATION, formerly known as PanAmSat Corporation, a Delaware corporation ("Intelsat"), and GCI COMMUNICATION CORP., an Alaskan corporation ("Customer").

RECITALS

WHEREAS, pursuant to that certain Full-Time Transponder Capacity Agreement (Pre-Launch) dated as of March 31, 2006, as amended (collectively, the "Agreement") between Intelsat and Customer, Intelsat is providing Customer with \*\*\*\* transponders \*\*\*\* Galaxy 18; \*\*\*\* transponders \*\*\*\* Horizons 1; and \*\*\*\* Transponder \*\*\*\* Horizon-1;

WHEREAS, Customer and Intelsat wish to amend the terms of the Agreement to \*\*\*\* Transponder Capacity by \*\*\*\* Transponder \*\*\*\* satellite.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing and of mutual covenants and agreements hereinafter set forth, the sufficiency and receipt of which is hereby acknowledged, the parties agree as follows:

1. Except as specifically provided herein, all terms and provisions of the Agreement shall remain in full force and effect.
2. Section 1.1, Description of Capacity. This Section shall be deleted and replaced with the following:

Intelsat agrees to provide to Customer and Customer agrees to accept from Intelsat, \*\*\*\*, in \*\*\*\*, for the Capacity Term (as defined here), the \*\*\*\* Transponder Capacity (defined below) meeting the "Performance Specifications" set forth in the "Technical Appendix" attached hereto as Appendix B. For purposes of this Agreement, the "\*\*\*\* Transponder Capacity" or "\*\*\*\* Transponders" shall consist of (a) \*\*\*\* (as defined in Section 1.2, below) \*\*\*\* transponders (collectively, the "\*\*\*\* Transponders" and individually, the "\*\*\*\* Transponder") from that certain U.S. domestic satellite referred to by Intelsat as "\*\*\*\*," located in geostationary orbit at \*\*\*\* Longitude, (b) \*\*\*\* transponders from the \*\*\*\* of that certain satellite referred to by Intelsat as "\*\*\*\*" at \*\*\*\* Longitude ("\*\*\*\* Transponder"); (c) \*\*\*\* Transponder \*\*\*\* on \*\*\*\*; and (e) \*\*\*\* Transponder from that certain U.S. domestic satellite referred to by Intelsat as "\*\*\*\*" located in geostationary orbit at \*\*\*\* Longitude (the "\*\*\*\* Transponder").

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\*\*\*\*CONFIDENTIAL PORTION has been omitted pursuant to a request for confidential treatment by the Company to, and the material has been separately filed with, the SEC. Each omitted Confidential Portion is marked by four asterisks.

APPENDIX B-1 \*\*\*\*  
 TECHNICAL APPENDIX

Satellite Information	
Satellite:	****
Planned Orbital Location:	**** Longitude
Uplink Beam/Band:	**** / ****
Downlink Beam/Band:	**** / ****
Nominal Transponder Bandwidth **** :	****
Customer's Transponder Capacity Allocation:	****

1.0 INTRODUCTION. This Technical Appendix contains the Performance Specifications for the \*\*\*\* transponders assigned to the \*\*\*\* Uplink beam - \*\*\*\* Downlink beam. As described further herein the specifications are \*\*\*\* transponder and \*\*\*\* as noted \*\*\*\*.

2.0 SATELLITE PERFORMANCE CHARACTERISTICS

Orbital Tolerances:	Longitude Tolerance	**** degrees
	Inclination Tolerance	**** degrees

2.1 Communication Antenna Pointing: The Satellite will maintain the orientation of its communications antenna relative to the earth such that the EIRP, G/T and SFD described in Section 3.1 are maintained.

*[The following "watermark" appears on each page of Appendix B-1: "March 30, 2006 Execution Copy" and has been removed to allow better clarity of the text of the appendix.]*



3.0 COMMUNICATION SYSTEM PERFORMANCE CHARACTERISTICS

3.1 EIRP, G/T and SFD Performance Specifications. PanAmSat specifies nominal \*\*\*\* transponder performance values for EIRP, G/T and SFD for selected cities within \*\*\*\* Uplink beam – \*\*\*\* Downlink beam of the Satellite as given below.

<u>Location</u>	<u>EIRP dBW</u> <i>[Notes 1, 2, 3, 5]</i>	<u>G/T dB/K</u> <i>[Notes 1, 3, 4, 5]</i>	<u>SFD dBW/m<sup>2</sup></u> <i>[Notes 1, 2, 3, 4, 5]</i>
****	****	****	****
****	****	****	****
****	****	****	****
****	****	****	****
****	****	****	****
****	****	****	****
****	****	****	****
****	****	****	****
****	****	****	****

Note (1): Values apply \*\*\*\* transponder.

Note (2): Values reflect \*\*\*\* transponder \*\*\*\*.

Note (3): With \*\*\*\* section \*\*\*\* and \*\*\*\* amplifier.

Note (4): Values apply \*\*\*\* in the \*\*\*\*.

Note (5): All values are \*\*\*\*.

3.1.1 Estimated EIRP G/F and SFD in Locations Other Than Specified Cities. In addition to

the values indicated above, Figure B-1 provides EIRP contours for the Satellite Downlink Beams. Figure B-2 provides G/T contours for the Satellite Uplink Beams. These contours permit the user to estimate EIRP and G/T for other locations within the overall footprint. Estimated minimum beam center EIRP for the Transponders is \*\*\*\*. Estimated minimum beam center G/T for the Transponders is \*\*\*\*. The SFD (\*\*\*\*, and at the \*\*\*\* contour) is \*\*\*\*.

Note: Beam center values are based on the specific beam patterns attached. The contours are provided for estimation purposes only; the Performance Specification is based solely on the values for specific locations provided in Section 3.1. It is recommended that a \*\*\*\* margin be included when utilizing the contours.

*[The following “watermark” appears on each page of Appendix B-1: “March 30, 2006 Execution Copy” and has been removed to allow better clarity of the text of the appendix.]*

Figure B-1. \*\*\*\*

\*\*\*\*

**[Map of a region of the Earth with an overlay of numbered contour  
lines of specific magnitudes in units of dBW.]**

\*\*\*\* Downlink Beam  
(Contours \*\*\*\* dBW)

*[The following "watermark" appears on each page of Appendix B-1: "March 30, 2006 Execution Copy" and has been removed to allow better clarity of the text of the appendix.]*

Figure B-2. \*\*\*\* Uplink Beam

\*\*\*\*

[Map of a region of the Earth with an overlay of numbered contour  
lines of specific magnitudes in units of dB/K.]

\*\*\*\* Uplink Beam  
(Contours \*\*\*\* dB/K)

*[The following "watermark" appears on each page of Appendix B-1: "March 30, 2006 Execution Copy" and has been removed to allow better clarity of the text of the appendix.]*

3.1.2 Saturation. For the purposes of this Specification, saturation is defined as the point on the single carrier power-out versus power-in transfer curve corresponding to the operating point that provides the specified EIRP output power and simultaneously meets the required linearity. All values listed in Section 3.1 are at full transponder saturation.

3.1.3 Two Carrier and Multi-carrier Operation. The values provided in Sections 3.1 and 3.1.1 are based on the occupancy of the Transponder by a single carrier. For operation in dual carrier mode, the following input and output back-off requirements must be met:

<u>Mode</u>	<u>Output</u>	<u>Input(see Note 1)</u>
Two Carrier	****	****
	****	

Note (1): \*\*\*\* is \*\*\*\* may be \*\*\*\*.

Accordingly, an 18 MHz dual carrier digital video operation must be conducted at a level determined by the following formula:

$$EIRP_{CARRIER} = EIRP_{SAT} - \text{Output Back-off}$$

While subject to final approval by PanAmSat based on the specific transponder configuration, in general multi-carrier operations (3 or more QPSK carriers) must be conducted with a composite output and input back-off meeting the following specifications:

<u>Mode</u>	<u>Output</u>	<u>Input(see Note 1 above)</u>
Multi Carrier	****	****

For shared use Transponders, additional power constraints may be imposed in order to reduce the generation of intermodulation of other spurious signals.

*[The following "watermark" appears on each page of Appendix B-1: "March 30, 2006 Execution Copy" and has been removed to allow better clarity of the text of the appendix.]*

3.1.4 Input Attenuators. The gain of each Transponder is adjustable by ground command over a range of \*\*\*\* in \*\*\*\* increments. The gain setting for each Transponder can be chosen by the Customer and must take into consideration the need to limit co-channel and adjacent satellite interference.

3.1.5 SFD Gain Stability. The SFD shall not vary by more than \*\*\*\* over any \*\*\*\* and \*\*\*\* the Satellite for the specified cities listed in Section 3.1, assuming the following:

- a) Including the \*\*\*\* the transponder.
- b) Excluding the \*\*\*\*.
- c) Excluding \*\*\*\* spacecraft \*\*\*\* errors.
- d) Including \*\*\*\*.

3.1.6 EIRP Change Due to Redundant Power Amplifier. When any transponder is switched from its primary HPA to an adjacent HPA, the transponder output power shall not decrease by more than \*\*\*\* relative to the EIRP using the primary power amplifier.

3.1.7 Gain Change Due to First Redundant Receiver. When the first redundant receiver is substituted for a primary receiver, the gain of the affected transponders shall not decrease by more than \*\*\*\*.

### 3.2 Satellite Communication System Expected Performance

3.2.1 Cross Polarization. Cross polarization isolation between co-frequency Transponders is expected to be a minimum of \*\*\*\* contour \*\*\*\*

3.2.2 Nominal Channel Frequencies, Polarization and Passband. Each Transponder in the Beam shall have the Nominal Transponder Bandwidth specified above using the frequencies and polarizations shown below. PanAmSat reserves the right to assign and/or reassign Customer's space segment allocation (and its other customer's space segment allocations) within the Transponder or to other Transponders within the applicable Uplink and/or Downlink Beam of the Satellite in order to minimize mutual interference between adjacent satellites, to ensure compliance with applicable coordination agreements with other networks, and/or to permit efficient loading of the Satellite. Except in emergency circumstances, PanAmSat shall notify Customer of any changes to its initial allocation as soon as reasonably practicable prior to such change and shall use reasonable efforts to minimize disruption to Customer's Transponder Capacity during any such change.

*[The following "watermark" appears on each page of Appendix B-1: "March 30, 2006 Execution Copy" and has been removed to allow better clarity of the text of the appendix.]*



3.2.5 Total Group Delay. The maximum total group delay in any Transponder relative to the value at channel center, excluding adjacent Transponder multipath delay, and measured between the input to the receive antenna and the output of the transmit antenna, shall be less than the values listed below. These requirements apply at flux densities between the SFD and \*\*\*\* below the SFD.

Frequency from <u>Channel Center</u> < MHz)	<u>Total Group Delay (ns)</u>
****	****
****	****
****	****
****	****
****	****

Note : All values are nominal \*\*\*\*.

3.2.6 Transponder Amplitude Linearity. In any Transponder the carrier to third order intermodulation ratio shall be equal to or greater than those values shown below for the primary channel amplifier. The input back-off shown is for each of two equal power carriers relative to single carrier saturation. A degradation \*\*\*\* shall be allowed at each output level for any channel other than the primary.

Total Output Backoff Level Relative to Single <u>Carrier Saturation</u> , dB	<u>Carrier/3<sup>rd</sup> Order Intermod</u>
****	****
****	****
****	****
****	****
****	****

Note: All values are nominal \*\*\*\*.

**End of Appendix B-1 \*\*\*\***

*[The following "watermark" appears on each page of Appendix B-1: "March 30, 2006 Execution Copy" and has been removed to allow better clarity of the text of the appendix.]*

APPENDIX B-2 \*\*\*

TECHNICAL APPENDIX

Satellite Information	
Satellite:	***
Planned Orbital Location:	*** Longitude
Uplink Beam/Band:	*** / ***
Downlink Beam/Band:	*** / ***
Nominal Transponder Bandwidth ***:	***
Customer's Transponder Capacity Allocation:	***

1.0 INTRODUCTION. This Technical Appendix contains the Performance Specifications for \*\*\* transponders assigned to \*\*\* Uplink beam - \*\*\* Downlink beam in a \*\*\*. As described further herein the specifications are \*\*\* transponder and \*\*\* as noted, \*\*\*.

2.1 SATELLITE PERFORMANCE CHARACTERISTICS

Orbital Tolerances:	Longitude Tolerance:	*** degrees
	Inclination Tolerance:	*** degrees
***:	Frequency:	***
	EIRP:	***
	Coverage:	***

2.2 Communication Antenna Pointing: The Satellite will maintain the orientation of its communications antenna relative to the earth such that the EIRP, G/T and SFD described in Section 3.1 are maintained.



3.1 COMMUNICATION SYSTEM PERFORMANCE CHARACTERISTICS

3.2 EIRP, G/T and SFD Performance Specifications. PanAmSat specifies nominal \*\*\* transponder performance values for EIRP, G/T and SFD for selected cities within \*\*\* Uplink beam – \*\*\* Downlink beam of the satellite as given below.

<u>Location</u>	<u>H EIRP dBW</u> <i>[Notes 1, 2, 3, 5]</i>	<u>V EIRP dBW</u> <i>[Notes 1, 2, 3, 5]</i>	<u>H G/T dB/K</u> <i>[Notes 1, 3, 4, 5]</i>	<u>V G/T dB/K</u> <i>[Notes 1, 3, 4, 5]</i>	<u>H SFD dBW/m<sup>2</sup></u> <i>[Notes 1, 2, 3, 4, 5]</i>	<u>V SFD dBW/m<sup>2</sup></u> <i>[Notes 1, 2, 3, 4, 5]</i>
***	***	***	***	***	***	***
***	***	***	***	***	***	***
***	***	***	***	***	***	***
***	***	***	***	***	***	***
***	***	***	***	***	***	***
***	***	***	***	***	***	***
***	***	***	***	***	***	***
***	***	***	***	***	***	***
***	***	***	***	***	***	***
***	***	***	***	***	***	***

Note (1): Values apply \*\*\* transponder.

Note (2): Values reflect \*\*\* transponder \*\*\*.

Note (3): With the \*\*\* section \*\*\* and \*\*\* amplifier.

Note (4): Values apply \*\*\* in the \*\*\*.

Note (5): All values are \*\*\*.

3.1.1 Estimated EIRP, G/T and SFD in Locations Other Than Specified Cities. In addition to the values indicated above, Figures B-1 and B-2 provide EIRP contours for the Satellite Downlink Beams. Figures B-3 and B-4 provide G/T contours for the Satellite Uplink Beams. These contours permit the user to estimate EIRP and G/T for other locations within the overall footprint. Estimated minimum beam center EIRP for the Transponders is \*\*\* for \*\*\* and \*\*\* for \*\*\*. Estimated minimum beam center G/T for the Transponders is \*\*\* for \*\*\* and \*\*\* for \*\*\*. The SFD (\*\*\* attenuation, and at the \*\*\* contour) is \*\*\*.

Note : Beam center values are based on the specific beam patterns attached . The contours are provided for estimation purposes only; the Performance Specification is based solely on the values for specific locations provided in Section 3. 1. It is recommended that \*\*\* margin be included when utilizing the contours .

Figure B-1. \*\*\* Downlink \*\*\*L.

\*\*\*

**[Map of a region of the Earth with an overlay of numbred contour  
lines of spectfic magnitudes in units of dBW.]**

**\*\*\* Downlink Beam**  
(Contours \*\*\* dBW)

Figure B-2. \*\*\* Downlink \*\*\*L.

\*\*\*

[Map of a region of the Earth with an overlay of numbered contour  
lines of specific magnitudes in units of dBW.]

\*\*\* Downlink  
(Contours \*\*\* dBW)

Figure B-3. \*\*\* Uplink \*\*\*L.

\*\*\*

**[Map of a region of the Earth with an overlay of numbered contour  
lines of specific magnitudes in units of dB/K.]**

**\*\*\* Uplink Beam**

(Contours \*\*\* dB/K.)

Figure B-4. \*\*\* Uplink \*\*\*L.

\*\*\*

**[Map of a region of the Earth with an overlay of numbered contour  
lines of specific magnitudes in units of dB/K.]**

**\*\*\* Uplink Beam**  
(Contours \*\*\* dB/K)

3.1.2 Saturation. For the purposes of this Specification, saturation is defined as the point on the single carrier power-out versus power-in transfer curve corresponding to the operating point that provides the specified EIRP output power and simultaneously meets the required linearity. All values listed in Section 3.1 are at full transponder saturation.

3.1.3 Two Carrier and Multi-carrier Operation. The values provided in Sections 3.1 and 3.1.1 are based on the occupancy of the Transponder by a single carrier. For operation in dual carrier mode, the following input and output back-off requirements must be met:

<u>Mode</u>	<u>Output</u>	<u>Input(see Note 1)</u>
Two Carrier	****	****
	****	

Note (1): \*\*\*\* is \*\*\*\* may be \*\*\*\*.

Accordingly, an 18 MHz dual carrier digital video operation must be conducted at a level determined by the following formula:

$$EIRP_{CARRIER} = EIRP_{SAT} - \text{Output Back-off}$$

While subject to final approval by PanAmSat based on the specific Transponder configuration, in general multi-carrier operations (3 or more QPSK carriers) must be conducted with a composite output and input back-off meeting the following specifications:

<u>Mode</u>	<u>Output</u>	<u>Input(see Note 1)</u>
Multi Carrier	****	****

For shared use Transponders, additional power constraints may be imposed in order to reduce the generation of intermodulation of other spurious signals.

3.1.4 Input Attenuators. The gain of each Transponder is adjustable by ground command over a range of \*\*\*\* in \*\*\*\* increments. The gain setting for each Transponder can be chosen by the Customer and must take into consideration the need to limit co-channel and adjacent satellite interference.

3.1.5 SFD Gain Stability. The SFD shall not vary by more than \*\*\*\* over any \*\*\*\* and \*\*\*\* over the life of the Satellite for the specified cities listed in Section 3.1, assuming the following:

- a) Including the \*\*\*\* the transponder.
- b) Excluding the \*\*\*\*.
- c) Including \*\*\*\* spacecraft \*\*\*\* errors.
- d) Including \*\*\*\*.

3.1.6 EIRP Change Due to Redundant Power Amplifier. When any transponder is switched from its primary HPA to an adjacent HPA, the transponder output power, at the beginning of life and ambient temperature, shall not decrease by more than \*\*\*\* relative to the EIRP using the primary power amplifier.

3.1.7 SFD Change Due to First Redundant Receiver. When the first redundant receiver is substituted for a primary receiver, the SFD, at the beginning of life at ambient temperature, shall not decrease by more than \*\*\*\*.

### 3.2 Satellite Communication System Expected Performance

3.2.1 Cross Polarization. Cross polarization isolation between co-frequency Transponders is expected to be a minimum of \*\*\*\* contour \*\*\*\*.

3.2.2 Nominal Channel Frequencies, Polarization and Passband. Each Transponder in the Beam shall have the Nominal Transponder Bandwidth specified above using the frequencies and polarizations shown below. PanAmSat reserves the right to assign and/or reassign Customer's space segment allocation (and its other customer's space segment allocations) within the Transponder or to other Transponders within the applicable Uplink and/or Downlink Beam of the Satellite in order to minimize mutual interference between adjacent satellites, to ensure compliance with applicable coordination agreements with other networks, and/or to permit efficient loading of the Satellite. Except in emergency circumstances, PanAmSat shall notify Customer of any changes to its initial allocation as soon as reasonably practicable prior to such change and shall use reasonable efforts to minimize disruption to Customer's Transponder Capacity during any such change.





3.2.5 Total Group Delay. The maximum total group delay in any Transponder relative to the value at channel center, excluding adjacent Transponder multipath delay, and measured between the input to the receive antenna and the output of the transmit antenna, shall be less than the values listed below. These requirements apply at flux densities between the SFD and \*\*\*\* below the SFD.

Frequency from Channel Center ( MHz)	Total Group Delay (ns)
****	****
****	****
****	****
****	****
****	****

Note : All values are nominal \*\*\*\*.

3.2.6 Transponder Amplitude Linearity. In any Transponder the carrier to third order intermodulation ratio shall be equal to or greater than those values shown below for the primary channel amplifier. The input back-off shown is for each of two equal power carriers relative to single carrier saturation. A degradation of \*\*\*\* shall be allowed at each output level for any channel other than the primary.

Total Output Backoff Level for the sum relative relative to the output power at the single unmodulated carrier SFD, dB	Minimum Carrier/3rd Order Intermod, dB
****	****
****	****
****	****
****	****
****	****

Note : All values are nominal \*\*\*\*.

**End of Appendix B-2**

APPENDIX B-3

TECHNICAL APPENDIX FOR \*\*\*\*

Satellite Information	
Satellite:	****
Orbital Location:	****
Uplink Beam/Band:	**** / ****
Downlink Beam/Band:	**** / ****
Nominal Transponder Bandwidth ****:	****

1.0 INTRODUCTION. This Technical Appendix contains the Performance Specifications for the \*\*\*\* transponders assigned to \*\*\*\* Satellites and \*\*\*\* Uplink beams – \*\*\*\* Downlink beams. As described further herein the specifications are \*\*\*\* transponder and \*\*\*\* as noted, \*\*\*\*.

The EIRP, G/T and SFD performance specifications are shown in section 3.1 for the \*\*\*\* satellites designated for the \*\*\*\*.

2.0 SATELLITE PERFORMANCE CHARACTERISTICS

Orbital Tolerances:	Longitude Tolerance:	****
	Inclination Tolerance:	****

2.1 Communication Antenna Pointing: The Satellite will maintain the orientation of its communications antenna relative to the earth such that the EIRP, G/T and SFD described in Section 3.1 are maintained.

3.0 COMMUNICATION SYSTEM PERFORMANCE CHARACTERISTICS

3.1 EIRP, G/T and SFD Performance Specifications . PanAmSat specifies nominal \*\*\*\* transponder performance values for EIRP, G/T and SFD for selected cities within \*\*\*\* Uplink beam – \*\*\*\* Downlink beam of the Satellite as given below.

\*\*\*\* SATELLITE \*\*\*\*

<u>Location</u>	<b>EIRP dBW</b> <i>[Notes 1, 2, 3, 5]</i>	<b>(H) G/T dB/K</b> <i>[Notes 1, 3, 4, 5]</i>	<b>(V) G/T dB/K</b> <i>[Notes 1, 3, 4, 5]</i>	<b>(H) SFD dBW/ m<sup>2</sup></b> <i>[Notes 1, 2, 3, 4, 5]</i>	<b>(V) SFD dBW/ m<sup>2</sup></b> <i>[Notes 1, 2, 3, 4, 5]</i>
****	****	****	****	****	****
****	****	****	****	****	****
****	****	****	****	****	****
****	****	****	****	****	****
****	****	****	****	****	****
****	****	****	****	****	****

\*\*\*\* SATELLITE \*\*\*\*

<u>Location</u>	<b>EIRP dBW</b> <i>[Notes 1, 2, 3, 5]</i>	<b>G/T dB/K</b> <i>[Notes 1, 3, 4, 5]</i>	<b>SFD dBW/ m<sup>2</sup></b> <i>[Notes 1, 2, 3, 4, 5]</i>
****	****	****	****
****	****	****	****
****	****	****	****
****	****	****	****
****	****	****	****
****	****	****	****

- Note (1): Values apply \*\*\*\* transponder.
- Note (2): Values reflect \*\*\*\* transponder \*\*\*\*.
- Note (3): With the \*\*\*\* section \*\*\*\* and \*\*\*\* amplifier.
- Note (4): Values apply \*\*\*\* in the nominal \*\*\*\* (\*\*\*\* nominal).
- Note (5): All values are \*\*\*\*.
- Note (6): Values apply \*\*\*\*.

3.1.1 Estimated \*\*\*\* Beam \*\*\*\* for EIRP, G/T and SFD for \*\*\*\* Satellite \*\*\*\*.

Estimated \*\*\*\* beam \*\*\*\* EIRP for the Transponders is \*\*\*\* beam. Estimated \*\*\*\* beam \*\*\*\* G/T \*\*\*\* the transponders is \*\*\*\* SFD (\*\*\*\* G/T contour) is\*\*\*\*..

3.1.2 Estimated \*\*\*\* Beam \*\*\*\* for EIRP, G/T and SFD for \*\*\*\* Satellite \*\*\*\*.

Estimated \*\*\*\* beam \*\*\*\* EIRP for the Transponders is \*\*\*\* for the downlink beam. Estimated \*\*\*\* beam \*\*\*\* G/T \*\*\*\* the transponders is \*\*\*\* (\*\*\*\* G/T contour) is \*\*\*\*.

Note: It is recommended that a \*\*\*\* beam \*\*\*\*.

3.1.3 Saturation. For the purposes of this Specification, saturation is defined as the point on the single carrier power-out versus power-in transfer curve corresponding to the operating point that provides the specified EIRP output power and simultaneously meets the required linearity. All values listed in Section 3.1 are at full transponder saturation.

3.1.4 Two Carrier and Multi-carrier Operation. The values provided in Sections 3.1 and 3.1.1

are based on the occupancy of the Transponder by a single carrier. For operation in dual carrier mode, the following input and output back-off requirements must be met:

<u>Mode</u>	<u>Output Backoff (OBO)</u>	<u>Input(see Note 1)</u>
Two Carrier	****	****
Two Carrier	****	

Note (1): \*\*\*\* is \*\*\*\*. \*\*\*\* may be \*\*\*\* .

Accordingly, an 18 MHz dual carrier digital video operation must be conducted at a level determined by the following formula:

$$EIRP_{CARRIER} = EIRP_{SAT} - \text{Output Back-off}$$

While subject to final approval by PanAmSat based on the specific Transponder configuration, in general multi-carrier operations (3 or more QPSK carriers) must be conducted with a composite output and input back-off meeting the following specifications:

Mode	Output Backoff (OBO)	Input(see Note 1)
<u>Multi Carrier</u>	****	****

For shared use Transponders, additional power constraints may be imposed in order to reduce the generation of intermodulation of other spurious signals.

3.1.5 Input Attenuators. The gain of each Transponder is adjustable by ground command over a minimum range of \*\*\*\* in \*\*\*\* increments. The gain setting for each Transponder can be chosen by the Customer and must take into consideration the need to limit co-channel and adjacent satellite interference.

3.1.6 SFD Gain Stability. The SFD shall not vary by more than \*\*\*\* over any \*\*\*\* and \*\*\*\* Satellite for the specified cities listed in Section 3.1, assuming the following:

- a) Including the \*\*\*\* the transponder.
- b) Excluding the \*\*\*\*.
- c) Excluding \*\*\*\* spacecraft \*\*\*\* errors.

3.1.7 EIRP Change Due to Redundant Power Amplifier. When any transponder is switched from its primary HPA to an adjacent HPA, the transponder output power shall not decrease by more than \*\*\*\* relative to the EIRP using the primary power amplifier.

3.1.8 Gain Change Due to First Redundant Receiver. When the first redundant receiver is substituted for a primary receiver, the gain of the affected transponders shall not decrease by more than \*\*\*\*.

### 3.2 Satellite Communication System Expected Performance

3.2.1 Cross Polarization. Cross polarization isolation between co-frequency Transponders is expected to be a minimum of \*\*\*\* contour \*\*\*\*.

3.2.2 Nominal Channel Frequencies, Polarization and Passband. Each Transponder in the Beam shall have the Nominal Transponder Bandwidth specified above using the frequencies and polarizations shown below. PanAmSat reserves the right to assign and/or reassign Customer's space segment allocation (and its other customer's space segment allocations) within the Transponder or to other Transponders within the applicable Uplink and/or Downlink Beam of the Satellite in order to minimize mutual interference between adjacent satellites, to ensure compliance with applicable coordination agreements with other networks, and/or to permit efficient loading of the Satellite. Except in emergency circumstances, PanAmSat shall notify Customer of any changes to its initial allocation as soon as reasonably practicable prior to such





Frequency from Channel Center (MHz)	Total Group Delay (ns)
****	****
****	****
****	****

Note: All values are nominal \*\*\*\*.

3.2.6 Transponder Amplitude Linearity. In any Transponder the carrier to third order intermodulation ratio shall be equal to or greater than those values shown below for the primary channel amplifier. The input back-off shown is for each of two equal power carriers relative to single carrier saturation. A degradation of \*\*\*\* shall be allowed at each output level for any channel other than the primary.

Total Output Backoff Level Relative to Single Carrier Saturation dB	Carrier/3 <sup>rd</sup> Order Intermod
****	****
****	****
****	****

Note: All values are nominal \*\*\*\*.

**End of Appendix B-3**



**SECTION 302 CERTIFICATION**

I, Ronald A. Duncan, certify that:<sup>1</sup>

1. I have reviewed this quarterly report on Form 10-Q/A of General Communication, Inc. for the period ended September 30, 2013;  
and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: March 6, 2014

/s/ Ronald A. Duncan

\_\_\_\_\_  
Ronald A. Duncan

President and Director

<sup>1</sup> Paragraph 3 is omitted since no financial statements are included in the amended filing. Paragraphs 4 and 5 are omitted since the amendment does not contain an amendment to the Regulation S-K Item 307 and 308 disclosures regarding the evaluation of disclosure controls and procedures and internal controls over financial reporting.

**SECTION 302 CERTIFICATION**

I, Peter J. Pounds, certify that:<sup>1</sup>

1. I have reviewed this quarterly report on Form 10-Q/A of General Communication, Inc. for the period ended September 30, 2013;  
and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: March 6, 2014

/s/ Peter J. Pounds

Peter J. Pounds

Senior Vice President, Chief Financial Officer and Secretary

<sup>1</sup> Paragraph 3 is omitted since no financial statements are included in the amended filing. Paragraphs 4 and 5 are omitted since the amendment does not contain an amendment to the Regulation S-K Item 307 and 308 disclosures regarding the evaluation of disclosure controls and procedures and internal controls over financial reporting.