

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM S-8 POS
 AMENDMENT NO. 1
 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

GENERAL COMMUNICATION, INC.
 (Exact name of issuer as specified in its Charter)

ALASKA 92-0072737
 (State or other jurisdiction of (I.R.S. Employer
 incorporation or organization) Identification No.)

2550 Denali Street, Suite 1000, Anchorage, Alaska 99503-2781
 (Address of Principal Executive Offices) (zip code)

GENERAL COMMUNICATION, INC.
 REVISED 1986 STOCK OPTION PLAN
 (Full title of the plan)

John M. Lowber
 General Communication, Inc.
 2550 Denali Street, Suite 1000, Anchorage, Alaska 99503-2781
 (Name and address of agent for service)
 (907) 265-5600
 (Telephone number, including area code, of agent for service)

Copy to: J. J. Brecht
 Wohlforth, Argetsinger, Johnson & Brecht, A Professional Corporation
 900 West 5th Avenue, Suite 600, Anchorage, Alaska 99501
 (907) 276-6401

<TABLE>
 <CAPTION>

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price (1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
<S>	<C>	<C>	<C>	<C>
General Communication, Inc. Class A Common Stock	850,000	\$3,293,750	\$3,293,750	\$1135.78

<FN>
 (1) Estimated solely for the purpose of calculating the amount of the registration fee, based upon the closing price of \$3.875 per share for the Class A common stock, which will be the subject of the options under the Plan, as quoted on the Nasdaq Stock Market on August 21, 1995.
 </FN>
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PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information

The contents of the initial Registration Statement pertaining to the General Communication, Inc. Revised 1986 Stock Option Plan filed with the Securities and Exchange Commission on Form S-8 on April 5, 1993 (Registration No. 33-60222) are incorporated by reference into this Amendment No. 1 to that Registration Statement. Required opinions, consents, and signatures are included in this amendment.

Item 2. Registrant Information and Employee Plan Annual Information

See Item 1.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

See Item 1.

Item 4. Description of Securities

See Item 1.

Item 5. Interests of Named Experts and Counsel

See Item 1.

Item 6. Indemnification of Directors and Officers

See Item 1.

Item 7. Exemption from Registration Claimed

See Item 1.

Registration Statement (S-8) Amendment No. 1
GCI Stock Option Plan
ASS007A0 Page 2

Item 8. Exhibits

See Exhibit Index and Exhibits at the end of this Amendment No. 1 to the Registration Statement.

Item 9. Undertakings

The Company hereby undertakes each and every one of the following:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; provided, however, that paragraphs (1)(i) and (1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Company pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement;
- (2) To agree that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;
- (4) To agree that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of the Plan's annual report pursuant to Section 15(d) of the Exchange Act) incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the

Registration Statement (S-8) Amendment No. 1
GCI Stock Option Plan
ASS007A0 Page 3

offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(5) To disclose, in so far as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in that act and is, therefore, unenforceable; and in the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer, or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, to submit, unless in the opinion of its counsel the matter has been settled by controlling precedent, to a court of appropriate jurisdiction the question whether such indemnification by the Company is against public policy as expressed in that Act and to be governed by the final adjudication of that issue.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Municipality of Anchorage, State of Alaska, on August 22, 1995.

GENERAL COMMUNICATION, INC.
(Registrant)

By: /s/

Ronald A. Duncan
President and Chief
Executive Officer
(Principal Executive Officer)

By: /s/

John M. Lowber
Chief Financial Officer
(Principal Financial Officer)

By: /s/

Alfred J. Walker
Vice President & Chief Accounting
Officer
(Principal Accounting Officer)

Registration Statement (S-8) Amendment No. 1
GCI Stock Option Plan
ASS007A0 Page 4

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

/s/ 8/8/95

Date
Ronald A. Duncan
President, Chief Executive Officer
and Director
(Principal Executive Officer)

/s/ 8/15/95

Date
Carter F. Page
Chairman of the Board
and Director

/s/ 8/15/95

Date
Robert M. Walp
Vice Chairman of the Board
and Director

/s/ 8/14/95

Date
Donne F. Fisher
Director

/s/

John W. Gerdelman
Director

Date

/s/

Larry E. Romrell
Director

Date

/s/

James M. Schneider
Director

8/11/95

Date

Registration Statement (S-8) Amendment No. 1
GCI Stock Option Plan
ASS007A0

Page 5

The Plan. Pursuant to the requirements of the Securities Act of 1933, the Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the locations and on the dates indicated, effective for the Plan as of August 22, 1995.

GENERAL COMMUNICATION, INC. REVISED 1986 STOCK OPTION PLAN

By: Board of Directors of General Communication, Inc.

/s/

Ronald A. Duncan

8/8/95, Anchorage, Alaska

Date, Location

/s/

Carter F. Page

8/15/95

Date, Location

/s/

Robert M. Walp

8/15/95, Pasadena, California

Date, Location

/s/

Donne F. Fisher

8/14/95

Date, Location

/s/

John W. Gerdelman

Date, Location

/s/

Larry E. Romrell

Date, Location

/s/

James M. Schneider

8/11/95

Date, Location

Registration Statement (S-8) Amendment No. 1
GCI Stock Option Plan
ASS007A0

Page 6

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

EXHIBITS TO

FORM S-8 REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933
FOR THE GENERAL COMMUNICATION, INC.
REVISED 1986 STOCK OPTION PLAN

Registration Statement (S-8) Amendment No. 1
GCI Stock Option Plan
ASS007A0

Page 7

EXHIBIT INDEX

Exhibit No.	Description
4	Instruments defining rights of security holders, including indentures
4.1 (1)	Restated Articles of Incorporation of General Communication, Inc.
4.2 (2)	Bylaws of General Communication, Inc.
4.3.1 (3)	Separate resolutions of Board of Directors of the Company and of Shareholders of the Company December 17, 1986 from meetings at which the board established and the shareholders approved the establishment of the 1986 Stock Option Plan
4.3.2	Copy of the General Communication, Inc. Revised 1986 Stock Option Plan revised as of June 20, 1995
4.3.3 (3)	Resolution of Shareholders of the Company adopted at their September 15, 1988 meeting approving an increase in the number of shares allocated by the Plan to 250,000 shares of Class A common stock
4.3.4 (3)	Resolution of Shareholders of the Company adopted at their November 12, 1991 meeting approving certain amendments to the Plan including increasing the number of shares allocated to the Plan by 1,500,000 shares of Class A common stock
4.3.5 (3)	Resolution of Board of Directors of the Company adopted at its meeting on December 5-6, 1991 approving certain amendments to the Plan including changing the option price per share to less than, equal to, or greater than the market value, extending the option exercise period from five to ten years, and making other changes to the Plan
4.3.6 (3)	Resolution of Board of Directors of the Company at its June 4, 1992 meeting to make certain changes to cause the Plan to comply with Rule 16b-3
4.3.7	Resolution of Board of Directors of the Company adopted at its meeting on February 9, 1995 approving certain amendments to the Plan including increasing the number of shares allocated to the Plan by 850,000 shares of Class A common stock

Registration Statement (S-8) Amendment No. 1
GCI Stock Option Plan
ASS007A0

Page 8

4.3.8	Resolution of Shareholders of the Company adopted at their June 20, 1995 meeting approving certain amendments to the Plan recommended by the Board of Directors including increasing the number of shares allocated to the Plan by 850,000 shares of Class A common stock
5	Opinion re legality
5.1 (3)	Legal Opinion on Legality of Options and Shares dated March 30, 1993
5.2	Legal Opinion on Legality of Options and Shares dated August 23, 1995

15	None
24	Consents
24.1	Consent of Wohlforth, Argetsinger, Johnson & Brecht, A Professional Corporation
24.2	Consent of Harris, Orr, Wakayama & Mason, A Professional Limited Liability Company
24.3	Consent of KPMG Peat Marwick LLP
25	None
28	None
29	None

-
- 1/ Incorporated by reference and previously filed with the SEC as an exhibit to the Company's annual report on Form 10-K for the year ended December 31, 1991.
 - 2/ Incorporated by reference and previously filed with the SEC as an exhibit to the Company's annual report on Form 10-K for the year ended December 31, 1992.
 - 3/ Incorporated by reference and previously filed with the SEC as an exhibit to the Company's Registration for the 1986 Stock Option Plan (Registration No. 33-60222) filed April 5, 1993.

Registration Statement (S-8) Amendment No. 1
GCI Stock Option Plan
ASS007A0 Page 9

EXHIBIT 4.3.2

CERTIFICATE OF SECRETARY

I, JOHN M. LOWBER, the duly elected and acting Secretary of General Communication, Inc., an Alaska corporation, do hereby certify and declare that the document attached hereto as Exhibit 4.3.2A is a true and correct copy of the General Communication, Inc. Revised 1986 Stock Option Plan dated June 20, 1995 revised in accordance with the amendments to the plan adopted by the shareholders of General Communication, Inc. at their annual meeting held on June 20, 1995.

Executed this 21st day of August, 1995, at Anchorage, Alaska.

GENERAL COMMUNICATION, INC.

By: /s/

John M. Lowber, Secretary

SUBSCRIBED AND SWORN TO before me this 21st day of August, 1995.

/s/ Barbara Bearman

Notary Public in and for Alaska
My Commission Expires: 1/17/97

Registration Statement (S-8) Amendment No. 1
GCI Stock Option Plan
ASS007A0 Page 10

EXHIBIT 4.3.2A

REVISED 1986 STOCK OPTION PLAN

OF

GENERAL COMMUNICATION, INC.

Revised June 20, 1995

Registration Statement (S-8) Amendment No. 1
GCI Stock Option Plan
ASS007A0

Page 11

TABLE OF CONTENTS

SECTION	TITLE	PAGE
1	Purpose	3
2	Administration	3
3	Shares Covered by the Plan	5
4	Eligibility	5
5	Limitations on Granting of Options	5
6	Terms and Conditions of Options	5
7	Early Termination of Option	6
8	Payment for Stock	7
9	Nontransferability of Options	8
10	Changes in Stock	8
11	Employment Rights	8
12	Miscellaneous	9
13	Duration and Amendment of the Plan	9

Registration Statement (S-8) Amendment No. 1
GCI Stock Option Plan
ASS007A0

Page 12

Section 1. Purpose. The purpose of this Revised 1986 Stock Option Plan of General Communication, Inc., as amended from time to time ("Plan"), is to provide a special incentive to selected officers, non-employee directors and other key employees of General Communication, Inc. ("GCI") and its present and future subsidiaries (GCI and such subsidiaries collectively the "Company") in order to promote the business of the Company and to encourage such persons to accept or continue employment or directorships with the Company. Accordingly, the Company will offer to sell shares of the Class A Common Stock of GCI ("Stock") as provided in this Plan to such employees or non-employee directors of the Company as are designated in accordance with the provisions of this Plan.

Section 2. Administration. (a) Board of Directors or Committee. The Plan will be administered either by the Board of Directors of GCI ("Board of Directors") or by a committee composed of two or more members of the Board of Directors and appointed by the Board of Directors ("Committee"). The term "Committee" will mean any committee so appointed, or, if there is none, the Board of Directors. A member of the Board of Directors who is either eligible for options or to whom options have been granted may vote on any matters affecting the administration of the Plan or the granting of options under the Plan; provided that the grant or award of those options is made with the selection of the individuals described in Section 1 of the Plan and decisions concerning the timing, pricing and amount of a grant or award, to be made solely by the Board of Directors, if each member of the Board of Directors is a disinterested person, or by the Committee if each of the Committee members is a

disinterested person; except that participation in any of the following will not disqualify a member of the Board of Directors from being a disinterested person:

- (i) Participation in a formula plan meeting the conditions of subparagraph (c)(2)(ii) of Rule 16b-3, adopted pursuant to the Securities Exchange Act of 1934;
- (ii) Participation in an ongoing securities acquisition plan meeting the conditions of subparagraph (d)(2)(i) of Rule 16b-3, adopted pursuant to the Securities Exchange Act of 1934, e.g., the Revised Qualified Employee Stock Purchase Plan of General Communication, Inc.;
- (iii) Election to receive an annual retainer fee in either cash or an equivalent amount of securities, or partly in cash and partly in securities; and
- (iv) Participation in the Plan will not disqualify a member of the Board of Directors from being a disinterested person for the purpose of administering another plan that does not permit participation by a member of the Board of Directors.

(b) Disinterested Person. For purposes of this Section 2, a "disinterested person" means a member of the Board of Directors who is not, during the one year prior to service as an administrator of the

Registration Statement (S-8) Amendment No. 1

GCI Stock Option Plan

ASS007A0

Page 13

Plan, or during such service, granted or awarded equity securities pursuant to the Plan or any other plan of the Company or any of its affiliates.

(c) Authority of the Committee. Subject to the provisions of the Plan, the Committee is authorized and directed as follows:

- (i) To direct the grant of stock options;
- (ii) To determine which of the employees of the Company or non-employee members of the Board of Directors will be granted options to purchase Stock, when such grants will be made, and the number of shares of Stock to be covered by such options;
- (iii) To determine the fair market value of the Stock covered by such options;
- (iv) To determine the nature and amount of consideration to flow to the Company on such options;
- (v) To determine the manner and, in its discretion either generally or in any one or more particular instances, to accelerate the time or times when such options will be exercisable;
- (vi) To determine other conditions and limitations, if any, on each option granted under the Plan (which need not be identical);
- (vii) To prescribe the form or forms of the instruments evidencing the options and any restrictions imposed on the Stock purchased under the options and of any other instruments required under the Plan and to change such forms from time to time;
- (viii) To adopt, amend and rescind rules and regulations for the administration of the Plan and waive compliance either generally or in any one or more particular instances by an optionee with the requirements of any such rule or regulation or any option, subject to the provisions of the Plan and any other applicable requirements;
- (ix) To waive any restrictions imposed with respect to the transferability of Stock acquired on exercise of options granted under the Plan;
- (x) To decide all questions and settle all controversies and disputes which may arise in connection with the Plan; and
- (xi) To interpret the Plan and to make all other determinations deemed necessary or advisable for the administration of the Plan.

(d) Quorum, Decision of Committee Binding, Notice. A majority of the members of the Committee will constitute a quorum, and all decisions, determinations and interpretations of the Committee will be made by a majority of its members. All decisions, determinations and interpretations of the Committee will be binding on all parties concerned. Any decision, determination or interpretation of the Committee under the Plan may be made without notice or meeting of the Committee but must be in writing signed by all of the members of the Committee.

3. Shares Covered by the Plan. The Stock to be offered under the Plan may be unissued shares as the Committee may from time to time determine. Subject to Section 10 of the Plan, the number of shares available and reserved for issue under the Plan will not exceed 3,200,000 shares of Stock. Shares covered by an option that remain unpurchased upon expiration or termination of the option may be used for further options under the Plan.

4. Eligibility. Key employees of the Company (including officers and directors who are employees) and non-employee directors of the Company shall be eligible for selection by the Committee as optionees under the Plan. In selecting the individuals to whom options shall be granted, as well as in determining the number of shares subject to each option, the Committee shall take into consideration the recommendations of the members of the Committee who are also employees of the Company and such factors as it shall deem relevant in connection with accomplishing the purposes of the Plan. An individual who has been granted an option may, if he or she is otherwise eligible, be granted an additional option or options.

5. Limitations on Granting of Options. Options may be granted under the Plan until the Plan is terminated or suspended by resolution adopted by the Board of Directors.

6. Terms and Conditions of Options. All options granted under the Plan shall be subject to the following terms and conditions and to such other terms and conditions as the Committee shall determine to be appropriate to accomplish the purposes of the Plan:

- (i) Option Price. The option price per share of stock under each option will be less than, equal to, or greater than the fair market value (rounded down to the next lowest cent) per share at the time the option is granted. For purposes of the Plan, the fair market value and the option price per share of the Stock on any date will be determined by the Committee and may be computed by such method as the Committee will consider as reflecting the fair market value of the Stock or a price for the Stock which is less than or greater than that fair market value on that date. The proceeds of sale of Stock subject to option are to be added to the general funds of the Company and used for such corporate purposes as the Board of Directors may determine.

- (ii) Time of Granting Options. The date of grant of an option under the Plan shall, for all purposes, be the date on which the Committee makes the determination granting such option, and no grant shall be deemed effective under the Plan prior to such date. Notice of the determination shall be given to each employee to whom an option is so granted within a reasonable time after the date of such grant.
- (iii) Period of Options. The period of an option will not exceed ten years from the date of grant, and no option will be exercisable after the expiration of such date. Except as provided in Section 7 of the Plan, an optionee must, at the time of exercise, be an employee of the Company or non-employee member of the Board of Directors.
- (iv) Exercise of Options. Except as hereinafter provided, each option shall be made exercisable at such time or times, whether or not in installments, as the Committee shall prescribe at the time the option is granted. In the case of an option not immediately exercisable in full, the Committee may at any time accelerate the time at which all or any part of the option may be exercised.
- (v) Six-Month Holding Period. An option granted under this Plan must be held by the optionee for at least six months from the date of grant or acquisition to the date of disposition

of the option through exercise, conversion, or assignment as may be allowed under the Plan.

7. Early Termination of Option. All options granted which have not as yet become exercisable shall terminate immediately upon termination of employment or termination of directorship for a non-employee director, death or disability. All exercisable options that have not been exercised shall terminate as follows:

- (i) Termination of Employment or Directorship. All right to exercise an option shall terminate not more than one month after the optionee's employment or directorship terminates for any reason other than his or her death or his or her disability (within the meaning of Section 105(d)(4) of the Internal Revenue Code). Transfer from one corporation within the Company to another shall not be deemed termination of employment. The Committee shall have the authority to determine in each case whether an authorized leave of absence or absence on military or governmental service shall be deemed a termination of employment for purposes of this subsection.
- (ii) Death of Optionee. If any optionee dies while employed by or serving as a director of the Company, or within three months thereafter, his or her option shall terminate at the time provided in the option certificate for termination in the event of death or, if the option certificate contains no such provision, the option shall terminate one year after

Registration Statement (S-8) Amendment No. 1
GCI Stock Option Plan
ASS007A0

Page 16

the optionee's death (but in each instance not later than the date the option would otherwise expire). In the meantime, subject to the limitations in the option certificate, the option may be exercised by the executors or administrators of the optionee's estate or by the optionee's legatees or heirs.

- (iii) Disability. In the event of termination of an optionee's employment or directorship as a result of disability within the meaning of Section 105(d)(4) of the Internal Revenue Code, an optionee's option shall terminate one year after his or her employment terminates. In no event, however, may an option be exercised after the expiration of the option period.

8. Payment for Stock. Shares which are subject to an option shall be issued only upon receipt by the Company of full payment of the consideration for the shares as to which the option is exercised. The Company shall not be obligated to deliver any shares unless and until, in the opinion of the Company's counsel, all applicable federal and state laws and regulations have been complied with, nor, in the event the outstanding Stock is at the time listed upon any stock exchange, unless and until the shares to be delivered have been listed or authorized to be added to the listing upon official notice of issuance to such exchange, nor unless or until all other legal matters in connection with the issuance and delivery of shares have been approved by the Company's counsel. Without limiting the generality of the foregoing, the Company may require from the optionee such investment representation or such agreement, if any, as counsel for the Company may consider necessary in order to comply with the Securities Act of 1933, as amended, and may require that the optionee agree that any sale of the shares will be made only in such manner as is permitted by the Committee and that the optionee will notify the Company when he or she makes any disposition of the shares whether by sale, gift or otherwise. The Company shall use its best efforts to effect any such compliance and listing, and the optionee shall take any action reasonably requested by the Company in such connection. An optionee shall have the rights of a shareholder only as to shares actually acquired by him or her under the Plan.

9. Nontransferability of Options. No option may be transferred by the optionee otherwise than by will or by the laws of descent and distribution, and during the optionee's lifetime the option may be exercised only by the optionee. More particularly, but without limiting the generality of the foregoing, an option may not be assigned, transferred (except as provided in the next preceding sentence), pledged, or hypothecated in any way (whether by operation of law or otherwise), and will not be subject to execution, attachment or similar process. Any attempted assignment, transfer, pledge, hypothecation or other disposition of any option contrary to the provisions of the Plan, and any levy of any attachment or similar process upon an option will be null and void and without effect, and the Committee may, in its discretion, upon the happening of any such event, terminate an option forthwith.

10. Changes in Stock. In the event of a stock dividend, stock split or other change in corporate structure or capitalization affecting the Stock, the

the number and kind of shares of stock remaining subject to each option outstanding at the time of such change and the option price shall be appropriately adjusted by the Committee, whose determination shall be binding on all parties concerned. Subject to any required action by the shareholders, if GCI shall be the surviving corporation in any merger or consolidation (other than a merger or consolidation in which GCI survives but its outstanding shares are converted into securities of another corporation or exchanged for other consideration), any option granted hereunder shall pertain and apply to the securities which a holder of the number of shares of Stock then subject to the option should have been entitled to receive. A dissolution or liquidation of GCI or a merger or consolidation in which GCI is not the surviving corporation or its outstanding shares are so converted or exchanged shall cause every option hereunder to terminate, but at least 20 days prior to the effective date of any such dissolution or liquidation (or if earlier any related sale of all or substantially all assets) or of any such merger or consolidation, the Committee shall either make all options outstanding hereunder immediately exercisable or arrange that the successor or surviving corporation, if any, grant replacement options.

11. Employment Rights. Neither the adoption of the Plan nor the grant of any option under it shall confer upon any employee of the Company any right to continued employment with the Company, nor shall either interfere in any way with the right of the Company to terminate the employment of any of its employees at any time, with or without cause. Neither the existence of the Plan nor the grant of any option hereunder shall be taken into account in determining any damages to which an employee may be entitled upon termination of his or her employment.

12. Miscellaneous. (a) Other Awards and Compensation. The plan shall not restrict the authority of the Board of Directors of the Company, acting directly or by authorization to any committee, for proper corporate purposes, to grant or assume stock options or replacements or substitutions therefor, other than under the Plan, whether in connection with any acquisition or otherwise, and with respect to any employee or other person, or to award bonuses or other benefits to optionees under the Plan in connection with exercises under the Plan or otherwise or to maintain or establish other compensation or benefit plans or practices.

(b) Statutory References, etc. References to the provisions of statutes and regulations in the Plan shall be deemed to refer to such provisions as from time to time in effect, unless the context suggests otherwise.

13. Duration and Amendment of the Plan. (a) Termination, Suspension or Discontinuance of Plan. The Plan shall continue until such time as the Board of Directors' adoption of a resolution suspending or terminating the Plan or discontinuing granting options under the Plan; provided, however, that any such suspension, termination or discontinuance shall not affect any options then outstanding under the Plan. No options under the Plan may be granted after termination of the Plan.

(b) Amendment of Plan. The Plan may be amended only as follows:

- (i) The Board of Directors from time to time may make such modifications or amendments of the Plan as it may deem advisable but may not, without prior approval of the shareholders of GCI, except as provided in Section 10 of the Plan, do any of the following:
 - (A) Materially increase the benefits accruing to participants under the Plan;
 - (B) Increase the number of shares which will be available and reserved for issuance under the Plan; and
 - (C) Change the class of persons eligible to receive options under the Plan.
- (ii) Affirmative Vote Required. The affirmative vote on matters set forth in (b)(i) of this Section 13 will be required by the holders of at least a majority of the outstanding securities of the Company present or represented and entitled to vote at a meeting duly held in accordance with the Alaska Corporations Code, the Articles of Incorporation of the Company, and the Bylaws of the Company, and in

accordance with the rules and regulations in effect pursuant to Section 14(a) of the Securities Exchange Act of 1934 at the time of such vote including providing such information concerning the Plan which would be required under those rules and regulations where such written information must be furnished by mail to the last known address of the securities holders of record within 30 days prior to the date of mailing, and four copies of such written information will be filed with or mailed for filing to the Securities and Exchange Commission not later than the date on which it is first sent or given to securities holders of the Company.

(c) Amendment of Outstanding Options. The Committee may at any time or times amend any outstanding option or options for the purpose of satisfying the requirements of any changes in applicable laws or regulations. Further, it may, with the consent of the holder of the option, make such modifications or amendments as it shall deem advisable.

(d) Limitation. Except as provided in Section 10 of this Plan, neither the termination nor any modifications or amendment of the Plan or any outstanding option shall, without the consent of the holder of an option theretofore granted under the Plan, adversely affect the rights of such holder with respect to such option or alter or impair any option previously granted under the Plan.

(e) Termination of Right of Action. Every right of action arising out of or in connection with the Plan by or on behalf of the Company, or by any shareholder of GCI against any past, present or future member of the Board of Directors or against any employee, or by an employee (past, present or future) against the Company shall, irrespective of the place where an action may be

Registration Statement (S-8) Amendment No. 1
GCI Stock Option Plan
ASS007A0 Page 19

brought and irrespective of the place or residence of any such shareholder, director or employee, cease and be barred by the expiration of three years from the date of the act or omission with respect to which such right of action is alleged to have arisen.

(f) Effectiveness of the Plan. The Plan shall become effective on December 20, 1986, but shall be subject to approval by the shareholders of GCI at a meeting of shareholders duly called and held, or by written consent duly given, no later than twelve months after the date of adoption of the Plan by the Board of Directors.

IN WITNESS hereof, General Communication, Inc. has executed this Revised 1986 Stock Option Plan of General Communication, Inc. this 31st day of July, 1995.

GENERAL COMMUNICATION, INC.

/s/

Ronald A. Duncan
President and Chief
Executive Officer

/s/

John M. Lowber
Secretary

[S E A L]

Registration Statement (S-8) Amendment No. 1
GCI Stock Option Plan
ASS007A0 Page 20

EXHIBIT 4.3.7

CERTIFICATE OF SECRETARY

I, JOHN M. LOWBER, the duly elected and acting Secretary of General Communication, Inc., an Alaska corporation, do hereby certify and declare that the resolution of the Board of Directors attached hereto as Exhibit 4.3.7A is a true and correct copy of a resolution duly adopted by the Board of Directors of General Communication, Inc. at its meeting held on February 9, 1995.

Executed this 21st day of August, 1995, at Anchorage, Alaska.

GENERAL COMMUNICATION, INC.

By: /s/

John M. Lowber, Secretary

SUBSCRIBED AND SWORN TO before me this 21st day of August, 1995.

/s/ Barbara Bearman

Notary Public in and for Alaska

My Commission Expires: 1/17/97

Registration Statement (S-8) Amendment No. 1
GCI Stock Option Plan
ASS007A0 Page 21

EXHIBIT 4.3.7A

BOARD RESOLUTION

RESOLVED, that the following amendments to the Revised 1986 Stock Option Plan ("Stock Option Plan") of General Communication, Inc. ("Company"), are hereby approved and otherwise ratified by the Board of Directors of the Company: (1) to increase the number of shares authorized and allocated to the Stock Option Plan by 850,000 shares of Class A common stock, i.e., to increase the number of such shares from 2,350,000 to 3,200,000 shares of Class A common stock; and (2) to remove any provision of the plan for termination of granting of options under it after December 20, 1996 or otherwise for its mandatory termination after ten years.

Registration Statement (S-8) Amendment No. 1
GCI Stock Option Plan
ASS007A0 Page 22

EXHIBIT 4.3.8

CERTIFICATE OF SECRETARY

I, JOHN M. LOWBER, the duly elected and acting Secretary of General Communication, Inc., an Alaska corporation, do hereby certify and declare that the shareholder resolution attached hereto as Exhibit 4.3.8A is a true and correct copy of a resolution duly adopted by the shareholders of General Communication, Inc. at their meeting held on June 20, 1995.

Executed this 21st day of August, 1995, at Anchorage, Alaska.

GENERAL COMMUNICATION, INC.

By: /s/

John M. Lowber, Secretary

SUBSCRIBED AND SWORN TO before me this 21st day of August, 1995.

/s/ Barbara Bearman

Notary Public in and for Alaska

My Commission Expires: 1/17/95

Registration Statement (S-8) Amendment No. 1
GCI Stock Option Plan
ASS007A0 Page 23

EXHIBIT 4.3.8A

SHAREHOLDER RESOLUTION

"RESOLVED, that the following amendments to the Revised 1986 Stock Option Plan ("Stock Option Plan") of General Communication, Inc. ("Company"), adopted by the board of directors of the Company at its February 9, 1995 meeting, are hereby approved and otherwise ratified by the shareholders of the Company: (1) to increase the number of shares authorized and allocated to the Stock Option Plan by 850,000 shares of Class A common stock, i.e., to increase the number of such shares from 2,350,000 to 3,200,000 shares of Class A common stock; and (2) to remove any provision of the plan for termination of granting of options under it after December 20, 1996 or otherwise for its mandatory termination after ten years.

Registration Statement (S-8) Amendment No. 1
GCI Stock Option Plan
ASS007A0 Page 24

EXHIBIT 5.1

August 23, 1995

Ronald A. Duncan, President
General Communication, Inc.
2550 Denali Street, Suite 1000
Anchorage, Alaska 99503

Re: Opinion As To Legality of Shares To Be Issued Pursuant To General Communication, Inc. Revised 1986 Stock Option Plan as Revised on June 20, 1995; Our File No. 618.0725

Dear Mr. Duncan:

You have requested an opinion from this firm on behalf of General Communication, Inc. ("Company"), in connection with 850,000 shares of Class A common stock of the Company ("Shares") to be issued in conjunction with the Company's Revised 1986 Stock Option Plan ("Plan"), the allocation of which Shares was approved by the shareholders of the Company at its annual meeting held on June 20, 1995.

It is this firm's understanding that the facts surrounding these proposed transactions are represented by the Company as follows ("Facts"):

1. The Plan was adopted by the board of directors of the Company ("Board") by resolution at its December 17, 1986 meeting called and conducted in accordance with the Restated Articles of Incorporation and Bylaws of the Company ("Articles" and "Bylaws", respectively), and the Plan was

approved by the Company's then sole shareholder, Western Tele-Communications, Inc. (which corporation's present name is WestMarc Communications, Inc.), by resolution at the Company's shareholder meeting held on December 17, 1986;

2. The Articles provide that the Company has the power to issue and sell any stock and further expressly provides for the issuance of Class A common stock;

Registration Statement (S-8) Amendment No. 1
GCI Stock Option Plan
ASS007A0 Page 25

Ronald A. Duncan
August 23, 1995
Page 2

3. The Plan initially provided for the granting of options to eligible employees to purchase up to 600,000 shares of Class A common stock of the Company. Subsequently, the shareholders of the Company at their September 15, 1988, November 12, 1991, and June 20, 1995 annual meetings authorized amendments to the Plan by approving allocations to the Plan of an additional 250,000 shares, 1,500,000 shares, and 850,000 shares of Class A common stock of the Company, respectively. As of the date of this letter, there were shares available for issuance by the Company under the Plan and pursuant to the Articles. At the November 12 meeting, the shareholders also approved an extension of the period during which an option may be exercised under the Plan from five years to ten years as measured from the date of granting of the option; and at the June 20 meeting, the shareholders also approved the removal of any provision of the Plan for termination of granting of options under it after December 20, 1996 or otherwise for its mandatory termination after ten years;

4. The Articles and Bylaws in effect as of the date of this letter were materially the same as those in effect as of November 25, 1986 with respect to the power to grant options in and issue Class A common stock;

5. The Company was incorporated as an Alaska corporation and received a Certificate of Incorporation dated July 16, 1979 from the Alaska Department of Commerce and Economic Development; and

6. The Company is in good standing with respect to the reporting and corporation tax requirements of the Alaska Corporations Code to which it is subject, and the Company is otherwise validly existing as an Alaska corporation pursuant to the laws of the State of Alaska with all requisite powers to own property and to conduct its business in the manner contemplated by the Articles and Bylaws.

Copies of the Articles and Bylaws, dated November 25, 1986 and as amended, Certificate of Incorporation, the above referenced resolutions, and the Plan as amended have been delivered to this firm. We have reviewed these

Registration Statement (S-8) Amendment No. 1
GCI Stock Option Plan
ASS007A0 Page 26

Ronald A. Duncan
August 23, 1995
Page 3

documents. The Articles provide that the Company is organized for the purposes of transacting any and all lawful business for which corporations may be incorporated under the Alaska Corporations Code.

Based upon the foregoing Facts, we are of the opinion as follows. Assuming due compliance with applicable federal and state securities laws, (1) the Shares will, when issued through the respective options under the Plan, represent newly created and legally issued, fully paid, and non-assessable shares of Class A common stock in the Company, and (2) each holder of a Share will be entitled to the benefits of a stockholder pro rata based upon ownership of outstanding shares of Class A common stock of the Company.

This letter must not be quoted or referred to in the Company's financial statements or provided to persons other than the officers and directors of the Company without prior consultation with us or our prior written

consent. The firm is aware of the Company's intent to and consents to use of this letter as an exhibit in a Form S-8 registration with the Securities and Exchange Commission pertaining to the Shares to be allocated to the Plan.

Sincerely,

WOHLFORTH, ARGETSINGER,
JOHNSON & BRECHT

/s/
J. J. Brecht

Registration Statement (S-8) Amendment No. 1
GCI Stock Option Plan
ASS007A0 Page 27

EXHIBIT 24.1

CONSENT OF LEGAL COUNSEL

We hereby consent to the use, in the Prospectus as outlined in Securities and Exchange Commission Form S-8, of our name as special counsel to General Communication, Inc. in the preparation of the Prospectus and the rendering of certain opinions including an opinion as to the legality of the shares..

WOHLFORTH, ARGETSINGER, JOHNSON
& BRECHT,
A Professional Corporation
/s/

Anchorage, Alaska

August 21, 1995

Registration Statement (S-8) Amendment No. 1
GCI Stock Option Plan
ASS007A0 Page 28

EXHIBIT 24.2

CONSENT OF LEGAL COUNSEL

We hereby consent to the use, in the Prospectus as outlined in Securities and Exchange Commission Form S-8, or our name as special tax counsel to General Communication, Inc. in the preparation of the Prospectus.

/s/
HARRIS, ORR, WAKAYAMA & MASON
A Professional Limited Liability Company

Seattle, Washington

July 24, 1995

Registration Statement (S-8) Amendment No. 1
GCI Stock Option Plan
ASS007A0 Page 29

CONSENT OF INDEPENDENT AUDITORS

The Board of Directors and Stockholders
General Communication, Inc.:

We consent to the use of our report dated March 17, 1995 on the consolidated financial statements of General Communication, Inc. and subsidiaries as of December 31, 1994 and 1993 and for each of the years in the three-year period ended December 31, 1994, incorporated herein by reference and to the reference to our firm under the heading "Experts."

/s/
KPMG PEAT MARWICK LLP

Anchorage, Alaska

August 23, 1995

Registration Statement (S-8) Amendment No. 1
GCI Stock Option Plan
ASS007A0

Page 30

RESTATED ARTICLES OF INCORPORATION

OF

GENERAL COMMUNICATION, INC.

The following are the Restated Articles of Incorporation of General Communication, Inc., adopted by the Board of Directors of that corporation by a unanimous vote at a meeting held on March 24, 1993, and are executed by that corporation through its president and its secretary and verified by its secretary. These Restated Articles of Incorporation correctly set forth, without change, all of the operative provisions of the Articles of Incorporation as amended up to that time, and these Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

ARTICLE I

The name of the corporation is General Communication, Inc. ("Corporation").

ARTICLE II

The duration of this Corporation shall be perpetual.

ARTICLE III

The Corporation is organized for the purposes of transacting any and all lawful business for which corporations may be incorporated under the Alaska Corporations Code (AS 10.06).

ARTICLE IV

(a) The total number of shares of stock which the Corporation shall have authority to issue is sixty-one million shares divided into the following classes:

(i) Fifty million shares of Class A Common Stock;

RESTATED ARTICLES OF INCORPORATION
ASS007BC/1993

PAGE 1

(ii) Ten million shares of Class B Common Stock; and

(iii) One million shares of Preferred Stock.

(b) Each share of Class A Common Stock shall be identical in all respects with the Class B Common Stock, except that each holder of Class A Common Stock shall be entitled to one vote for each share of such stock held, and each holder of Class B Common Stock shall be entitled to ten votes for each share of such stock held.

(c) The Board of Directors is authorized, subject to limitations prescribed by law and to the provisions of this Article IV, to provide for the issuance of Preferred Stock from time to time in one or more series with such distinctive serial designations, rights, preferences and limitations of the shares of each such series as the Board of Directors shall establish. The authority of the Board of Directors with respect to each series shall, to the extent allowed by law, include the authority to establish and fix the following:

(i) the number of shares initially constituting the series and the distinctive designation of that series;

(ii) The extent, if any, to which the series shall have voting rights, whether none, full, fractional or otherwise limited, subject, however, to the limitation that at the time of creation of any particular series of Preferred Stock, the voting rights, if any, of that particular series of Preferred Stock, plus the total voting rights then authorized for all other Preferred Stock, shall not exceed five percent of the aggregate voting rights of all Class A Common Stock and Class B Common Stock issued and outstanding at that time;

(iii) Whether entitled to receive dividends (which may be cumulative or noncumulative) at such rate or rates, on such conditions, and at such times and payable in preference to, or in such relation to, the dividends payable on any other class or classes or any other series

of the same or any other class or classes of stock of the Corporation;

(iv) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, or upon any distribution of its assets;

(v) Whether the shares have conversion privileges and, if so, the terms and conditions of such conversion privileges, including provision, if any, for adjustment of the conversion rate and for payment of additional amounts by holders of Preferred Stock of that series upon exercise of such conversion privileges;

RESTATED ARTICLES OF INCORPORATION
ASS007BC/1993

PAGE 2

(vi) Whether or not the shares of that series shall be redeemable, and, if so, the price at and the terms and conditions upon which such shares shall be redeemable, and whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;

(vii) That the Corporation, through a resolution adopted by its Board of Directors, may agree that, upon the occurrence and during the continuation of an event of noncompliance by the Corporation as defined in the terms of an agreement under which Preferred Stock or a series of Preferred Stock is issued and outstanding, the then holders of the issued and outstanding shares of that stock will have the exclusive right to elect additional directors to the Board of Directors, and each director so elected will thereupon become an additional director of the Corporation, and the authorized directors of the Corporation will thereupon be automatically increased by the number of added directors; provided that under no circumstances will the right granted through this Article IV to so elect additional directors extend beyond two additional directors at any one time;

(viii) That the Corporation, through a resolution adopted by its Board of Directors, may agree with the holders of Preferred Stock issued or to be issued and outstanding that, without the consent of the holders of at least two-thirds of the number of shares of that Preferred Stock, the Corporation will not: (A) effect any changes in the rights, privileges or preferences of that Preferred Stock; (B) create, designate or issue any class or series of senior securities (any class or series of capital stock of the Corporation ranking senior to that Preferred Stock) or parity securities (any class or series of capital stock entitled to receive payment of dividends on a parity with that Preferred Stock or entitled to receive assets upon liquidation, dissolution or winding up of the affairs of the Corporation on a parity with that Preferred Stock), in respect of the right to receive dividends or in respect of the right to participate in any distribution upon liquidation, dissolution, or winding up of the affairs of the Corporation; or (C) approve any other action with respect to which, under applicable law, the vote of the holders of that Preferred Stock as a separate series or class is required; and such consents will either be given in writing or by vote at a meeting called for that purpose at which the holders of that Preferred Stock will vote as a series or class; and

(ix) Such other preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof.

RESTATED ARTICLES OF INCORPORATION
ASS007BC/1993

PAGE 3

(d) Notwithstanding the fixing of the number of shares constituting a particular series upon the issuance thereof, the Board of Directors may, at any time thereafter, authorize the issuance of additional shares of the same series or may reduce the number of shares constituting such series, provided that such number shall not be reduced to less than the number of shares of such series then issued and outstanding.

(e) The Board of Directors is expressly authorized to vary the provisions relating to the foregoing matters between the various series of Preferred Stock, but in all other respects the shares of each series shall be of equal rank with each other, regardless of series. All Preferred Stock of any one series shall be identical in all respects, except as to the dates from which dividends shall be cumulative, if such dividends are provided.

(f) Except as may be determined by the Board of Directors of the Corporation pursuant to paragraph (c) of this Article IV with respect to the Preferred Stock, and except as otherwise expressly required by the laws of the state of Alaska, as then in effect, the holders of the Class A Common Stock and

the holders of the Class B Common Stock shall vote with the holders of voting shares of the Preferred Stock, if any, as one class with respect to the election of directors and with respect to all other matters to be voted on by stockholders of the Corporation.

(g) Except as otherwise expressly required by law, any and all rights, titles, interests and claims in or to any dividends declared by the Corporation whether in cash, stock or otherwise, which are unclaimed by the shareholder entitled thereto for a period of six years after the close of business on the payment date, shall be and be deemed to be extinguished and abandoned; and such unclaimed dividends in the possession of the Corporation, its transfer agents or other agents or depositories, shall at such time become the absolute property of the Corporation, free and clear of any and all claims of any person whatsoever.

(h) Each share of Class B Common Stock shall be convertible, at the option of the holder thereof, into one share of Class A Common Stock. To exercise the conversion option, a holder of Class B shares must deliver the certificate or certificates representing the shares of Class B Common Stock to be converted, duly endorsed in blank, to the Secretary of the Corporation, and at the same time, notify the Secretary in writing of such holder's desire to so convert and instruct the Secretary as to the number of shares he or she wishes converted. Upon receipt by the Secretary of the foregoing certificates and instructions, the Corporation shall cause to be issued to the holder of the Class B Common Stock one share of Class A Common Stock for each share of Class B Common Stock requested to be converted, issuing and delivering to such holder

RESTATED ARTICLES OF INCORPORATION
ASS007BC/1993

PAGE 4

certificates for shares of Class A Common Stock issued upon such conversion and all shares of Class B Common Stock remaining unconverted, if any, represented by such certificates. A number of shares of Class A Common Stock equal to the number of shares of Class B Common Stock outstanding shall, from time to time, be set aside and reserved for issuance upon conversion of Class B Common Stock. Class A Common Stock shall not be convertible into Class B Common Stock.

(i) At each election for directors, every shareholder entitled to vote at such election will have the right to vote in person or by proxy, the number of shares owned by that shareholder for as many persons as there are directors to be elected and for whose election that shareholder has a right to vote, and such a shareholder will not be allowed to cumulate that shareholder's votes.

(j) The Corporation will have the power to redeem and otherwise buy back a portion or all of any or all classes or series of shares of its stock as allowed by law, including AS 10.06.325, and as the Board of Directors, in its sole discretion, will deem advisable.

ARTICLE V

(a) The governing body of this Corporation shall be a Board of Directors. The number of directors shall be determined in the manner provided in the Bylaws of the Corporation; provided, however, that the number of directors shall not be less than three nor more than twelve.

(b) Upon the establishment of the Board of Directors of the Corporation as having three or more members ("Class Date"), that board will be divided into three classes: Class I, Class II and Class III. Each such class will consist, as nearly as possible, of one-third of the whole number of the Board of Directors. Directors in office on the Class Date will be divided among such classes and in such manner, consistent with the provisions of this Article V, as the Board of Directors may determine by resolution. The initial Class I directors so determined shall serve until the next annual meeting of stockholders of the Corporation following such date. The initial Class II directors so determined shall serve until the second annual meeting of stockholders of the Corporation following such date. The initial Class III directors so determined shall serve until the third annual meeting of stockholders of the Corporation following such date. In the case of each such class, such directors shall serve, subject to their earlier death, resignation or removal in accordance with these Articles of Incorporation, the Bylaws of the Corporation and the laws of the State of Alaska, until their respective successors shall be elected and shall qualify. At each annual meeting of stockholders after the date of such filing, the directors chosen to succeed those whose terms shall have expired shall be elected to hold office for a term to expire at the third succeeding annual meeting of stockholders after their

RESTATED ARTICLES OF INCORPORATION
ASS007BC/1993

PAGE 5

election and, subject to their earlier death, resignation or removal in accordance with these Articles of Incorporation, the Bylaws of the Corporation and the laws of the State of Alaska, until their respective successors shall be elected and shall qualify. If the number of directors is changed, any increase

or decrease shall be apportioned among such classes so as to maintain all classes as equal in number as possible, and any additional director elected to any class shall hold office for a term which shall coincide with the terms of the other directors in such class. Any vacancy occurring on the Board of Directors caused by death, resignation, removal or otherwise, and any newly created directorship resulting from an increase in the number of directors on that Board, may be filled by the directors then in office, although such directors are less than a quorum, or by the sole remaining director. Each director chosen to fill a vacancy or newly created directorship shall hold office until the next election of the class for which such director shall have been chosen and, subject to that director's earlier death, resignation or removal in accordance with these Articles of Incorporation, the Bylaws of the Corporation and the laws of the State of Alaska, until that director's successor shall be duly elected and shall qualify.

(c) The Corporation shall have the power to issue and sell any stock, in exchange for such consideration (whether cash, services, assets or stock of or any interest in any business, or any other property, real or personal, whatsoever) as the Board of Directors, in its sole discretion, shall deem advisable. Any stock so issued or sold by the Corporation shall be deemed fully paid and non-assessable.

ARTICLE VI

The capital stock of this Corporation shall not be assessable. It shall be issued as fully paid, and the private property of the stockholders shall not be liable for the debts, obligations or liabilities of this Corporation.

ARTICLE VII

No shareholder of the Corporation shall have any preemptive right to subscribe for, purchase or receive, or to be offered the opportunity to subscribe for, purchase or receive, any part of any shares of stock of the Corporation of any class, whether now or hereafter authorized and whether unissued shares or not, at any time issued or sold by the Corporation, or any part of any options, warrants, rights, bonds, debentures or other evidences of indebtedness or any other securities of the Corporation convertible into, exchangeable or exercisable for, or otherwise entitling the holder thereof to purchase or receive, any such shares. Any and all of such shares, options, warrants, rights, bonds, debentures or other evidences of indebtedness or other securities of the Corporation convertible into, exchangeable or exercisable for, or otherwise entitling the holder thereof to purchase or receive, any such

RESTATED ARTICLES OF INCORPORATION
ASS007BC/1993

PAGE 6

shares may be issued and disposed of by the Board of Directors on such terms and for such consideration, so far as may be permitted by applicable law, and to such person or persons, as the Board of Directors in its absolute discretion may deem advisable.

ARTICLE VIII

The Corporation shall indemnify, to the full extent permitted by, and in the manner permissible under, the laws of the State of Alaska and any other applicable laws, any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that the person is or was a director, officer, employee or agent of this Corporation or is or was serving at the request of the Corporation as a director or officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise. The foregoing provisions of this Article VIII will be deemed to be a contract between this Corporation and each director and officer who serves in such capacity at any time while this Article VIII is in effect, and any repeal or modification of this Article VIII shall not affect any rights or obligations then existing with respect to any statement of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought based in whole or in part upon any such statement of facts. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any director or officer or his legal representative may be entitled apart from the provisions of this Article VIII.

ARTICLE IX

As of the date of these Restated Articles of Incorporation, the Corporation had no alien affiliates.

ARTICLE X

Only the Board of Directors is expressly authorized and empowered to adopt, alter, amend or repeal any provision or all of the Bylaws of this Corporation, to the exclusion of the outstanding shares of the Corporation.

ARTICLE XI

By the affirmative vote of at least 75% of the directors, the Board of Directors may designate an Executive Committee, all of whose members shall be directors, to manage and operate the affairs of the Corporation or

RESTATED ARTICLES OF INCORPORATION
ASS007BC/1993

PAGE 7

particular properties or enterprises of the Corporation. Subject to limitations provided by the laws of the State of Alaska, said committee shall have the power to perform or authorize any act that could be done or accomplished by the majority action of all the directors of the Corporation. The Board of Directors may by resolution establish other committees than an Executive Committee and shall specify with particularity the powers and duties of any such committees.

ARTICLE XII

Notwithstanding the Corporation's incorporation prior to the effective date of the Alaska Corporations Code, the Corporation elects to be governed by the provisions of the Alaska Corporations Code not otherwise applicable to it because the Corporation existed at the effective date of that code and, in particular, the voting provisions of AS 10.06.504 - 10.06.506 of that code pertaining to the procedure to amend articles of incorporation and class voting on amendments to those articles.

IN WITNESS WHEREOF, the Corporation through its corporate officers hereby executes these Restated Articles of Incorporation of General Communication, Inc. on this 4th day of August, 1993.

GENERAL COMMUNICATION, INC.

By: /s/

Ronald A. Duncan
President

By: /s/

John M. Lowber
Secretary

[S E A L]

RESTATED ARTICLES OF INCORPORATION
ASS007BC/1993

PAGE 8

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

BEFORE ME, the undersigned authority, personally appeared JOHN M. LOWBER, who, first by me being duly sworn, deposes and states that he is the secretary of General Communication, Inc., that he has read the above and foregoing RESTATED ARTICLES OF INCORPORATION OF GENERAL COMMUNICATION, INC. and knows the contents therein; and that each and all of said facts and matters are true and correct to the best of his information and belief.

/s/

John M. Lowber

SUBSCRIBED AND SWORN to before me this 4th day of August, 1993.

/s/ Barbara Bearman

Notary Public in and for Alaska
My Commission Expires: 1-17-97

RESTATED ARTICLES OF INCORPORATION
ASS007BC/1993

PAGE 9

BYLAWS OF
GENERAL COMMUNICATION, INC. (1)

ARTICLE I

OFFICES

The Corporation shall maintain a principal office of the Corporation in the State of Alaska as required by law. The Corporation may also have offices in such other places, either within or without the State of Alaska, as the Board of Directors of the Corporation ("Board") may from time to time designate or as the business of the Corporation may require.

ARTICLE II

SEAL

The seal of the Corporation shall be in such form as may be required by law and as shall be approved by the Board. Until changed by the Board, the seal of the Corporation shall be in the form impressed immediately following this Article II. The seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or reproduced or otherwise.

[S E A L]

ARTICLE III

STOCKHOLDERS' MEETING

Section 1. Place of Meetings. Meetings of the stockholders of the Corporation ("Stockholders") shall be held at such place either within or without the State of Alaska as may from time to time be designated by the Board and stated in the notice of the meeting.

Section 2. Annual Meeting of Stockholders. (a) The annual meeting of the Stockholders ("Annual Meeting") shall be

1 As amended and restated on November 25, 1986, July 6, 1988, April 3, 1990 and March 24, 1993.

held on the 15th day of May of each year at the hour of 10:00 a.m., or at such other time and date as shall be designated by the Board and stated in the notice of meeting. The purpose of the meeting shall be the election of directors and the transaction of such other business as properly may be brought before the meeting.

(b) If the election of directors shall not be held on the day designated in (a) of this Section 2 for any Annual Meeting, or at any adjournment of such meeting, the Board shall call a special meeting of the Stockholders as soon as conveniently possible thereafter. At such meeting, the election of directors shall take place, and such election and any other business transacted thereat shall have the same force and effect as at an Annual Meeting duly called and held.

Section 3. Special Stockholders' Meetings. Special meetings of the Stockholders may be called at any time by the President, the Chairman of the Board of Directors, the Board of Directors, or the holders of not less than one-tenth of all the shares entitled to vote at such meeting. Such request shall state the purpose of the proposed meeting. For such meetings, notices shall be given in the same manner as notices of the Annual Meeting, except they shall be signed by the persons calling the meeting. No special Stockholders' meetings shall consider any business except that which is designated in general terms in the notice of the meeting. Any meeting to amend the Articles of Incorporation of the Corporation as the same may be amended or restated from time to time ("Articles of Incorporation") shall describe generally the proposed amendment.

Section 4. Notices of Meetings. Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, will be signed and delivered not less than 20 nor more than 60 days before the date of the meeting, either personally or by mail, by or at the direction of the

President, the Secretary or the officer or persons calling the meeting, to each Stockholder of record entitled to vote at such meeting. Only Stockholders of record on the record date established by the Board of Directors pursuant to Section 6 of this Article III will be entitled to notice of such meeting. If mailed, such notice will be deemed to be delivered when deposited with postage prepaid in the United States mail addressed to the Stockholder at the address of the Stockholder as appears on the stock transfer books of the Corporation, or, if the Stockholder has filed with the Secretary a written request that the notice be mailed to a different address, the Corporation will mail the notice to that other address. Except where otherwise required by law or these

GCI BYLAWS
PAGE 2

ASS007BD/A182615

Bylaws, notice need not be given of any adjourned meeting of the Stockholders.

Section 5. Quorum. The holders of a majority of the stock issued and outstanding and entitled to vote, present in person or represented by proxy, will constitute a quorum at all meetings of the Stockholders for the transaction of business except as otherwise provided by applicable law or by the Articles of Incorporation; provided that in no event may a quorum consist of less than one-third of the shares entitled to vote at the meeting. The Stockholders present in person or represented by proxy at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Stockholders to leave less than a quorum, if any action taken other than adjournment is approved by at least a majority of shares required to constitute a quorum. If, however, such quorum initially is not present or represented at any meeting of the Stockholders, those Stockholders present in person or represented by proxy and entitled to vote will have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present or represented. At such reconvened meeting at which a quorum is present or represented, any business may be transacted which might have been transacted at the original meeting.

Section 6. Voting. (a) At each meeting of the Stockholders, every Stockholder having the right to vote shall be entitled to vote, either in person or by proxy, the number of votes as provided for in or pursuant to the Articles of Incorporation for each share of voting stock registered in that Stockholder's name on the books of the Corporation on the date of the closing of the books against transfers of stock, the record date fixed for the determination of Stockholders entitled to vote at such meeting, or if the books are not so closed or no such date is fixed, the date of such meeting. When a quorum is present at any meeting, the affirmative vote of a majority of the votes represented by the issued and outstanding shares entitled to vote, present in person or represented by proxy, shall decide any matter brought before such meeting, unless the question is one upon which, by express provision of the laws of the State of Alaska or of the Articles of Incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question. Except as may be determined by the Board of Directors of the Corporation with respect to the Preferred Stock and except as otherwise expressly required by the laws of the State of Alaska or the Articles of Incorporation, as then in effect, the holders of the Class A Common Stock of the Corporation and the holders of the Class B Common Stock of the Corporation shall vote with the holders of voting shares of the Preferred Stock of the Corporation, if any, as one class for the election of directors and for all other purposes.

GCI BYLAWS
PAGE 3

ASS007BD/A182615

Section 7. Record Date. In order to determine the holders of record of the Corporation's stock who are entitled to notice of meetings, to vote at a meeting or adjournment thereof, and to receive payment of any dividend, or to make a determination of the Stockholders of record for any proper purpose, the Board (i) may prescribe a record date which in no event will be more than 70 days nor less than 20 days, prior to the date of the action which requires such determination during which no transfer of stock on the books of the Corporation may be made or (ii) may, in lieu of closing the stock transfer books of the Corporation, fix a record date which in no event will be more than 60 days nor less than 20 days prior to the date of the action which requires such determination as the record date for such determination of Stockholders.

Section 8. Presiding Officer; Order of Business; Conduct of Meeting. (a) Meetings of the Stockholders shall be presided over by the Chairman of the Board, or if the Chairman is not present, by the President, or if the President is not present, by a Vice President. The Secretary of the Corporation, or, in the Secretary's absence, an Assistant Secretary, shall act as secretary of every meeting. In the absence of the Secretary or

Assistant Secretary, the chairman of the meeting may choose any person present to act as secretary of the meeting.

(b) Subject to the provisions of this Section 8, meetings of Stockholders shall generally follow accepted rules of parliamentary procedure, including but not limited to the following:

(1) Except when overruled by a majority of the votes represented by the votes held by Stockholders present, the chairman of the meeting shall have absolute authority over matters of procedure and authority to state the rules under which the voting shall be conducted.

(2) If disorder shall arise which prevents continuation of the legitimate business of the meeting, the chairman may quit the chair and announce the adjournment of the meeting; and upon taking such action, the meeting shall be automatically adjourned.

(3) The chairman may ask or require that anyone not a bona fide Stockholder or proxy leave the meeting.

(4) A resolution or motion shall be considered for a vote if proposed by a Stockholder or duly authorized proxy, and seconded by an individual, who is a Stockholder or a duly authorized proxy, other than the individual who proposed the

resolution or motion.

(c) The following order of business shall be observed at all Annual Meetings insofar as is practicable:

- (1) Call the roll.
- (2) Read, correct and approve minutes of a previous meeting, unless the reading is waived.
- (3) Address special business stated in the notice of meeting.
- (4) Elect directors.
- (5) New business.

(d) At any special meeting of Stockholders, the business transacted shall be confined to the purpose described in the notice of the meeting. When such objectives include the amendment of the Articles of Incorporation, both notices of annual and special meetings wherein such questions are considered shall describe with reasonable certainty the proposed amendment.

Section 9. Proxies. A Stockholder may vote his shares through a proxy or attorney-in-fact appointed by a written instrument signed by the Stockholder and delivered to the secretary of the meeting. No proxy shall be valid after six months from the date of its execution, unless a longer period is expressly provided in the proxy, but in no case may the proxy be valid for a period in excess of 11 months from the date of execution. No proxy shall be valid and voted on after the meeting of the Stockholders, or any adjournment of such meeting, to which it applies. Every proxy shall be revocable at the pleasure of the Stockholders executing it, except in those cases where an irrevocable proxy is duly executed and permitted by law.

Section 10. Voting List. (a) At least 20 days before each meeting of Stockholders, a complete list of the Stockholders entitled to vote at that meeting, arranged in alphabetical order and showing the address of and number and class of shares entitled to vote at such meeting owned by each Stockholder, shall be prepared by the Secretary or an officer of the transfer agent, transfer clerk or registrar of the Corporation having charge of the stock transfer books and at the direction of the Secretary. That list of Stockholders will, for a period of 30 days prior to such meeting, be kept on file at the registered office of the Corporation and will be subject to inspection by any Stockholder at any time during normal business hours. Such list will also be produced and kept open at the time and place of the

meeting and will be subject to the inspection of any Stockholder during the entire time of the meeting.

(b) The original stock transfer books shall be prima facie evidence as to who are the Stockholders entitled to examine such list or transfer books, or to vote at any meeting of the Stockholders.

(c) Failure to comply with the requirements of this Section 10 shall not affect the validity of any action taken at such meeting of the Stockholders.

Section 11. Action Without a Meeting. Any action, except the election of directors, which may be taken by the vote of Stockholders at a meeting of Stockholders may be taken without a meeting if authorized by the written consents of Stockholders, identical in content setting out the action to be taken, signed by the holders of all outstanding shares entitled to vote on the action.

Section 12. Non-Cumulative Voting. In the election of directors, Stockholders will not cumulate their votes but must vote shares held by them for as many persons as there are directors to be elected.

Section 13. Voting of Shares by Certain Stockholders. (a) Shares of the Corporation standing in the name of another corporation may be voted by such officer, agent or proxy as the bylaws of that corporation may prescribe or, in the absence of such provision, as the board of directors of that corporation may determine.

(b) Shares of the Corporation held by an administrator, executor, guardian or conservator may be voted by that person, either in person or by proxy, without a transfer of such shares into that person's name. Shares standing in the name of a trustee may be voted by that person, either in person or by proxy, but no trustee will be entitled to vote shares held by that person without a transfer of such shares into that person's name.

(c) Shares of the Corporation standing in the name of a receiver or bankruptcy trustee may be voted by that person, and shares held by or under the control of a receiver or bankruptcy trustee may be voted by that person without the transfer thereof into that person's name if authority to do so is contained in an appropriate order of the court by which that person was appointed or otherwise provided or permitted under applicable federal bankruptcy law.

(d) A Stockholder whose shares are pledged will be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee will be entitled to vote the shares so transferred.

(e) Shares of its own stock held by the Corporation in a fiduciary capacity, will not be voted at any meeting or counted in determining the total number of outstanding shares at any given time.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Authority. The property, business and affairs of the Corporation shall be managed and controlled by its Board, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by applicable law or the Articles of Incorporation or these Bylaws directed or required to be exercised or done by the Stockholders.

Section 2. Number and Term of Office. (a) The governing body of this Corporation shall be the Board. Directors on the Board need not be Stockholders and need not be residents of the State of Alaska. The number of directors shall be not less than three nor more than twelve. Each director shall be of a legal age. The number of members of the Board shall be fixed by the Board from time to time by a vote of at least a simple majority of the whole Board at a regular or special meeting called by written notice, which notice includes notice of the proposal to change the number of directors; provided that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Until changed as provided in this Section 2, the number of directors on the Board shall be five.

(b) Upon the establishment of the Board as having three or more members ("Class Date"), the Board will be divided into three classes: Class I, Class II and Class III. Each such class will consist, as nearly as possible, of one-third of the whole number of the Board. Directors in office on the Class Date will be divided among such classes and in such manner, consistent with the provisions of this Article IV, as the Board may

determine by resolution. The initial Class I directors so determined shall serve until the next Annual Meeting following such date. The initial Class II directors so determined shall serve until the second Annual Meeting following such date. The initial Class III directors so determined shall serve until the third Annual Meeting following such date. In the case of each such class, such directors shall serve, subject to their earlier death,

GCI BYLAWS

PAGE 7

ASS007BD/A182615

resignation or removal in accordance with the Articles of Incorporation, these Bylaws and the laws of the State of Alaska, until their respective successors shall be elected and shall qualify. At each Annual Meeting after the date of such filing, the directors chosen to succeed those whose terms shall have expired shall be elected to hold office for a term to expire at the third succeeding Annual Meeting after their election and, subject to their earlier death, resignation or removal in accordance with the Articles of Incorporation, these Bylaws and the laws of the State of Alaska, until their respective successors shall be elected and shall qualify. If the number of directors is changed, any increase or decrease shall be apportioned among such classes so as to maintain all classes as equal in number as possible, and any additional director elected to any class shall hold office for a term which shall coincide with the terms of the other directors in such class.

(c) As used in these Bylaws, the terms "whole Board" or "entire Board" shall mean the number of directors the Corporation would have under these Bylaws at the time of determination if there were no vacancies.

Section 3. Elections. (a) Other than as provided in Section 2 of this Article IV, the directors of the Corporation shall be elected at the Annual Meeting or at a special meeting of Stockholders called for that purpose, by at least a simple majority of the quorum for that meeting.

(b) Any vacancy occurring in the Board caused by death, resignation, removal and any newly created directorship resulting from an increase in the number of directors on the Board, may be filled by the directors then in office, although such directors are less than a quorum, or by the sole remaining director. Each director chosen to fill a vacancy or a newly created directorship shall hold office until the next election of the Class for which such director shall have been chosen or, if no class is established, then until the next election of directors and, subject to that director's earlier death, resignation or removal in accordance with the Articles of Incorporation, these Bylaws and the laws of the State of Alaska, until that director's successor shall be duly elected and shall qualify.

(c) Any director may resign at any time by giving written notice to the Board of Directors, the President, Chairman of the Board, or the Secretary of the Corporation. Any such resignation will take effect upon receipt of such notice or at any later time specified in the notice. Unless otherwise specified in the notice, the acceptance of such resignation will not be necessary to make any postdated resignation by notice in writing to the resigning director. In the event the resignation of a director is tendered to take effect at a future time, a successor may be elected to take

GCI BYLAWS

PAGE 8

ASS007BD/A182615

office when the resignation becomes effective.

(d) The Stockholders may elect a director to fill any vacancy not filled by the Board.

(e) The term of a director terminates upon the election and qualification of a successor.

Section 4. Removal of Directors. (a) The entire Board or any individual director may be removed from office, at an Annual Meeting or a special meeting of Stockholders called for that purpose, by at least, a majority vote of a quorum of Stockholders for that meeting.

(b) If, after the filling of a vacancy by the Board, the directors who have been elected by the Stockholders constitute less than a majority of the directors, a holder or holders of an aggregate of 10 percent or more of the shares outstanding at the time may call a special meeting of Stockholders to elect the entire Board.

(c) The Board may declare vacant the office of a director who has been declared of unsound mind by a court order.

(d) The superior court may, at the suit of the Board or of Stockholders holding at least 10 percent of the number of outstanding shares of any class, remove from office a director for fraudulent or dishonest acts, gross neglect of duty, or gross abuse of authority or discretion with

reference to the Corporation and may bar from reelection a director removed in that manner for a period prescribed by the court. In this instance, the Corporation will be made a party to the suit.

(e) Except as set forth in (a)-(d) of this Section 4, a director may not be removed from office before the expiration of the term of office of that director.

Section 5. Executive Committee. (a) By the affirmative vote of at least 75 percent of the directors, the Board may designate an Executive Committee, all of whose members shall be directors, to manage and operate the affairs of the Corporation or particular properties or enterprises of the Corporation, except to the extent Stockholder authorization is required by law, the Articles of Incorporation or these Bylaws. The Executive Committee will have the power, as set forth by resolution of the Board or these Bylaws to perform or authorize any act that could be done or accomplished by the majority action of all the directors of the Corporation, except as provided in (b) of this Section 5. The Executive Committee shall keep minutes of its meetings and report to the Board not less often than quarterly on its activities and shall be responsible to the

GCI BYLAWS

PAGE 9

ASS007BD/A182615

Board for the conduct of the enterprises and affairs entrusted to it.

(b) The following areas of responsibility are expressly reserved to the Board and will not be delegated to any committees of the Board:

- (1) Declaring dividends or distributions;
- (2) Approving or recommending to Stockholders actions or proposals required by the Alaska Corporations Code to be approved by Stockholders;
- (3) Designating candidates for the office of director, for purposes of proxy solicitation or otherwise, or fill vacancies on the board or any committee of the board;
- (4) Amending the Bylaws;
- (5) Approving a plan or merger not requiring Stockholder approval;
- (6) Capitalizing retained earnings;
- (7) Authorizing or approve the reacquisition of shares unless under a general formula or method specified by the board;
- (8) Authorizing or approve the issuance or sale of, or a contract to issue or sell, shares or designate the terms of a series of a class of shares, unless the Board, having acted regarding general authorization for the issuance or sale of shares, a contract to issue or sell, or the designation of a series, authorizes a committee, under a general formula or method specified by the Board by resolution or by adoption of a stock option or other plan, to fix the terms of a contract for the sale of the shares and to fix the terms upon which the shares may be issued or sold, including, without limitation, the price, the dividend rate, provisions for redemption, sinking fund, conversion, voting or preferential rights, and provisions for other features of a class of shares, or a series of a class of shares, with full power in the committee to adopt a final resolution setting out all the terms of a series for filing with the commissioner of the Department of Commerce & Economic Development under the Alaska Corporations Code; or
- (9) Authorizing, approving, or ratifying contracts or other transactions between the Corporation and one or more of

GCI BYLAWS

PAGE 10

ASS007BD/A182615

its directors, or between the Corporation and a corporation, firm, or association in which one or more of its directors has a material financial interest as defined under AS 10.06.478 of the Alaska Corporations Code.

(c) The designation of a committee, the delegation to the committee of authority, or action by the committee under that authority does not alone constitute compliance by a member of the Board or that committee with the responsibility to act in good faith, in a manner the member reasonably believes to be in the best interests of the Corporation, and with

the care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 6. Other Committees. The Board may, by resolution, establish committees other than an Executive Committee and shall specify with particularity the powers and duties of any such committee. All committees of the Board including the Executive Committee shall serve at the pleasure of the Board, keep minutes of their meetings; have such names as the Board, by resolution, may determine; and be responsible to the Board for the conduct of the enterprises and affairs entrusted to them. All such committees will each have at least two or more members, all of whom will serve at the pleasure of the Board.

Section 7. Place of Meetings. The directors may hold their meetings in such place or places as the Board may from time to time by resolution determine.

Section 8. Meetings. Regular or special meetings of the Board or of a committee of the Board will be held at such place as may be designated from time to time by the Board or any other person calling the meeting, and such meetings may be called by the Chairman of the Board, the President, a Vice President, the Secretary, or a director.

Section 9. Quorums. (a) The presence of a majority of the number of directors fixed by the Articles of Incorporation at a meeting of the Board duly assembled will constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which a quorum is present will be the act of the Board, except as may be otherwise specifically provided by the Articles of Incorporation or by these Bylaws. If a quorum initially is not present at any meeting of directors, the directors present at that meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

(b) The presence of a majority of the number of directors at a meeting of a committee of the Board duly assembled will constitute a quorum for the transaction of business, and the act of majority of the

GCI BYLAWS

PAGE 11

ASS007BD/A182615

directors present at any meeting at which a quorum is present will be the act of that committee, except as may be otherwise specifically provided by the Articles of Incorporation or these Bylaws. If a quorum initially is not present at any meeting of a committee of the Board, the members present at that meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 10. Action Without a Meeting. Any action that may be taken at a meeting of the Board or a committee of the Board may be taken without a meeting if identical consents in writing describing the action so taken are signed by all of the directors or members of such committee entitled to vote with respect to the subject matter thereof. Each such consent in writing shall be filed with the minutes of the proceedings of the Board.

Section 11. Order of Business. At meetings of the Board, business shall be transacted in such order as the Board may by resolution determine. At all meetings of the Board, the Chairman of the Board, or in that person's absence, the President, or in that person's absence the director designated as the chairman of the meeting by the majority of the directors present, shall preside.

Section 12. Director's compensation. Directors shall receive such compensation and reimbursement of any expenses incidental to the performance of their duties as the Board shall determine by resolution. Such compensation may be in addition to any compensation received by the members of the Board in any other capacity.

Section 13. Minutes. The Board shall keep written minutes of its meetings. In the event the Secretary of the Corporation is not a member of the Board, the Board shall prescribe by a resolution the officer or other person who shall be charged with the responsibility of keeping and maintaining such minutes.

Section 14. Notice and Waiver of Notice. (a) The first meeting of each newly elected Board will be held, without notice, immediately following the adjournment of the corresponding Annual Meeting, or as soon thereafter as is practicable.

(b) Regular meetings of the Board or a committee of the Board may be held, without notice, at such time and place, as will from time to time be fixed by the Board or these Bylaws.

(c) Special meetings of the Board or a committee of the

Board will be held upon either notice in writing sent 10 days before the meeting or notice by electronic means, personal messenger, or comparable person-to-person communication given at least 72 hours before the meeting. The notice must include disclosure of the business to be transacted and the purpose of the meeting.

(d) Whenever under the provisions of statutes, of the Articles of Incorporation, or of these Bylaws, notice is required to be given to any director or Stockholder, it will be given in writing, by mail or telegram, addressed to such director or Stockholder at such address as appears on the records of the Corporation with postage thereon prepaid, and such notice by mail will be deemed to be given at the time when deposited in the United States mail.

(e) Attendance of a Stockholder, either in person or by proxy, or of a director at a meeting will constitute a waiver or notice of such meeting, except where an appearance is made for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(f) Whenever any notice is required to be given under the provisions of statutes, the Articles of Incorporation or these Bylaws, a waiver of the notice in writing, signed by the person entitled to the notice either before or after the time stated in the notice will be deemed equivalent to the giving of that notice.

Section 15. Dividends. Subject always to the provisions of the laws of the State of Alaska and the Articles of Incorporation, the Board shall have full power to determine whether any, and if so what part, of the funds legally available for the payment of dividends shall be declared in dividends and paid to the Stockholders. The Board may fix a sum which may be set aside or reserved over and above the paid-in capital of the Corporation for working capital or as a reserve for any proper purpose, and from time to time may increase, diminish and vary such funds in the Board's absolute judgment and discretion. Dividends upon the shares of stock of the Corporation, subject always to the mentioned provisions, may be declared by the Board at any regular or special meeting of the Board, payable in cash, property or shares of the Corporation's stock.

Section 16. Meetings Held Other Than in Person. Members of the Board or any committee thereof may participate in a meeting of the Board or such committee, as the case may be, by means of a conference telephone network or similar communications method by which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at the meeting. Each person participating in any meeting

in which any director participates by such means shall sign the minutes thereof, and such minutes may be signed in counterpart.

ARTICLE V

OFFICERS

Section 1. Number and Tenure. The Board shall elect from its members a Chairman of the Board and a President. The Board shall also elect a Secretary, a Treasurer and a Registered Agent. The Board may also elect, from time to time, such Vice Presidents and other or additional officers as in its opinion are desirable or required for the conduct of the business of the Corporation. Any of the officers of the Corporation may or may not be directors, except that the Chairman of the Board and the President shall be directors. The officers of the Corporation shall hold office until the first meeting of the Board following the Annual Meeting next following their respective election and, subject to their earlier death, resignation or removal in accordance with the Articles of Incorporation, these Bylaws and the laws of the State of Alaska, until their successors are chosen and qualify.

Section 2. Discretion. In its discretion, the Board, by the vote of a majority of the whole Board, may leave any office, except that of President, Treasurer, Secretary or Registered Agent, unfilled for any such period as it may fix by resolution. Subject to the laws of the State of Alaska, any officer or agent of the corporation may be removed at any time by the affirmative vote of at least 75 percent of the whole Board.

Section 3. Chairman of the Board. The Chairman of the Board shall be a director and, when present, shall preside at all meetings of the Board. The Chairman of the Board shall be a member of all standing

committees of the Board and Chairman of the Executive Committee. The Chairman of the Board shall perform such other duties as may be prescribed from time to time by the Board or by these Bylaws. The Chairman of the Board shall have the powers of the President and power to delegate any of the Chairman's powers, on a temporary or permanent basis, to the President.

Section 4. President. The President shall be the chief executive officer of the Corporation. The President shall be a member of the Board. The President shall exercise such duties as customarily pertain to the office of President and shall have general and active supervision over the property, business and affairs of the Corporation and over its several officers. The President may appoint and terminate the appointment or election of officers, agents, or employees other than those appointed or

GCI BYLAWS

PAGE 14

ASS007BD/A182615

electd by the Board. The President may sign, execute and deliver, in the name of the Corporation, powers of attorney, contracts, bonds and other obligations which implement policies established by the Board, and shall perform such other duties as may be prescribed from time to time by the Board or by these Bylaws.

Section 5. Vice Presidents. Vice Presidents shall have such distinguishing titles, powers and perform such duties as may be assigned to them by the Chairman of the Board, the President, the Executive Committee or the Board. In the absence or disability of the Chairman of the Board and the President, any Vice President designated by the Board may perform the duties and exercise the powers of the President. A Vice President may sign and execute contracts and other obligations pertaining to the regular course of duties of that office which implement policies established by the Board and shall perform such other duties as may be prescribed from time to time by the Board or these Bylaws.

Section 6. Treasurer. The Treasurer shall be the chief financial officer and, unless the Board otherwise declares by resolution, the chief accounting officer of the Corporation. Unless the Board otherwise declares by resolution, the Treasurer shall have general custody of all the funds and securities of the Corporation and have general supervision of the collection and disbursement of funds of the Corporation. The Treasurer shall endorse for collection on behalf of the Corporation checks, notes and other obligations, and shall deposit the same to the credit of the Corporation in such bank or banks or depository as the Board may designate. The Treasurer may sign, with the Chairman of the Board, President, or such other person or persons as may be designated for the purpose by the Board, all bills of exchange or promissory notes of the Corporation. The Treasurer shall enter or cause to be entered regularly in the books of the Corporation a full and accurate account of all moneys received and paid by the Treasurer on account of the Corporation; shall at all reasonable times exhibit books and accounts of the Treasurer to any director of the Corporation upon application at the office of the Corporation during business hours; and, whenever required by the Board or the President, shall render a statement of accounts for the Corporation. The Treasurer shall perform such other duties as may be prescribed from time to time by the Board or by the Bylaws. The Treasurer may be required to give bond for the faithful performance of duties of that office in such sum and with such surety as shall be approved by the Board. The Board may authorize one or more accounting firms to perform any act or discharge any responsibility of the Treasurer. Any individual appointed by the Board as Assistant Treasurer shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board may

GCI BYLAWS

PAGE 15

ASS007BD/A182615

from time to time prescribe.

Section 7. Secretary. Subject to Section 8 of Article III and Section 13 of Article IV of these Bylaws, the Secretary shall keep the minutes of all meetings of the Stockholders and of the Board, and to the extent ordered by the Board, the Chairman of the Board or the President, will keep the minutes of meetings of all committees. The Secretary shall cause notice to be given of meetings of Stockholders, of the Board and of any committee appointed by the Board. The Secretary shall have custody of the corporate seal and minutes and records relating to the conduct and acts of the Stockholders and the Board, which shall, at all reasonable times, be open to the examination of any director. The Secretary or any Assistant Secretary appointed by the Board may certify the record of proceedings of the meetings of the Stockholders or of the Board and of resolutions adopted at such meetings; may sign or attest certificates, statements or reports required to be filed with governmental bodies or officials; may sign acknowledgements of instruments; may give notices of meetings; and shall perform such other duties and have such other powers as the Board may from time to time prescribe.

Section 8. Registered Agent. The Registered Agent for the Corporation may be an individual or corporation, resident or located in Alaska. The Registered Agent shall have such duties and responsibilities as are prescribed by the laws of the State of Alaska.

Section 9. Bank Accounts. In addition to such bank accounts as may be authorized in the usual manner by resolution of the Board, the Treasurer, with approval of the Chairman of the Board or the President, may authorize such banks accounts to be opened or maintained in the name and on behalf of the Corporation as may be deemed necessary or appropriate by the Treasurer, provided payments from such bank accounts are to be made upon and according to the check of the Corporation, which may be signed jointly or singularly by either manual or facsimile signature or signatures of such officers or bonded employees of the Corporation as shall be specified in the written instructions of the Treasurer or Assistant Treasurer with the approval of the Chairman of the Board or the President.

Section 10. Vacancies. In case any office shall become vacant, the Board shall have power to fill such vacancy. In case of the absence or disability of any officer, the Board may delegate the powers or duties of such officer to another officer in the Corporation, or to a director.

Section 11. Proxies. Unless otherwise directed by the Board, the Chairman of the Board or the President, or the designees of

GCI BYLAWS

PAGE 16

ASS007BD/A182615

either of these two officers shall have full power and authority on behalf of the Corporation to attend and to vote upon all matters and resolutions at any meeting of Stockholders of any corporation in which this Corporation may hold stock, and may exercise on behalf of this Corporation any and all of the rights and powers incident to the ownership of such stock at any such meeting, whether regular or special, and at all adjournments thereof, and shall have power and authority to execute and deliver proxies and consents on behalf of this Corporation in connection with the exercise by this Corporation of the rights and powers incident to the ownership of such stock, with full power of substitution or revocation.

Section 12. Dual Offices. Any person may hold more than one corporate office, except that the President shall not hold any other office except that of Chairman of the Board.

Section 13. Salaries. The salaries of all executive officers of the Corporation shall be fixed by the Board from time to time. No officer shall be ineligible to receive such salary by reason of the fact that that officer is also a director of the Corporation and receiving compensation therefor or that that officer devotes less than full time during normal business hours to the performance of that officer's duties as an officer of the Corporation.

ARTICLE VI

INDEMNIFICATION

Section 1. Non-Derivative Actions. The Corporation will indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of or arising from the fact that that person is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit or proceeding may include reimbursement of expenses, attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with the action or proceedings if that person acted in good faith and in a manner that that person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit and proceeding by judgment, order, settlement, conviction,

GCI BYLAWS

PAGE 17

ASS007BD/A182615

or upon a plea of nolo contendere or its equivalent, will not of itself create a presumption that the person did not act in good faith and in a manner which that person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, the person had reasonable cause to believe that the conduct was unlawful.

Section 2. Derivative Actions. The Corporation will indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason for arising from the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. This indemnification will cover reimbursement for expenses (including attorney fees) actually and reasonably incurred by that person in connection with the defense or settlement of such action if that person acted in good faith and in a manner that person reasonably believed to be in or not opposed to the best interests of the Corporation.

Section 3. Reimbursement Conditions. (a) Indemnification will not be made in respect of any claim, issue, or matter as to which the person has been adjudged to be liable for negligence or misconduct in the performance of the person's duty to the Corporation, except to the extent that the court in which the action was brought determines upon application that, despite the adjudication of liability, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for expenses that the court considers proper.

(b) To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of an action or proceeding as described in Sections 1 and 2 of this Article VI or in defense of a claim, issue, or matter in the action or proceeding, the director, officer, employee, or agent will be indemnified against expenses and attorney fees actually and reasonably incurred in connection with the defense.

(c) Unless otherwise ordered by a court, indemnification under Sections 1 or 2 of this Article VI may only be made by the Corporation upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because the director, officer, employee, or agent has met the applicable standard of conduct set out in those sections. The determination will be made by:

(1) The Board by at least a majority vote of a quorum consisting of directors who were not parties to the action or proceeding;

(2) Independent legal counsel in a written opinion if a quorum under (c)(1) of this Section 3 is

(A) not obtainable; or

(B) obtainable but a majority of disinterested directors so directs; or

(3) Approval of the outstanding shares of the Corporation.

(d) The Corporation may pay or reimburse the reasonable expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition in the manner provided in (c) of this Section 3 if:

(1) In the case of a director or officer, the director or officer furnishes the Corporation with a written affirmation of a good faith belief that the standard of conduct described in AS 10.06.450(b) or 10.06.483(e) of the Alaska Corporations Code has been met;

(2) The director, officer, employee, or agent furnishes the Corporation a written unlimited general undertaking, executed personally or on behalf of the individual, to repay the advance if it is ultimately determined that an applicable standard of conduct was not met; and

(3) A determination is made that the facts then known to those making the determination would not preclude indemnification under the Alaska Corporations Code.

(e) The indemnification provided under Sections 1 and 2 of this Article VI is not exclusive of any other rights to which a person seeking indemnification may be entitled under a bylaw, agreement, vote of Stockholders or disinterested directors, or otherwise, both as to action in the official capacity of the person and as to action in another capacity

while holding the office. The right to indemnification continues as to a person who has ceased to be a director, officer, employee, or agent, and inures to the benefit of the heirs, executors, and administrators of the person.

Section 4. Insurance. At the discretion of the Board, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is

GCI BYLAWS

PAGE 19

ASS007BD/A182615

or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against that person and incurred by that person in any such capacity, or arising out of that status, whether or not the Corporation would have the power to indemnify that person against such liability under the provisions of this Article VI.

ARTICLE VII

CERTIFICATE OF STOCK

Section 1. Form. (a) The interest of each Stockholder shall be evidenced by certificates for shares of stock, certifying the class and number of shares represented thereby and in such form, not inconsistent with the Articles of Incorporation, as the Board may from time to time prescribe.

(b) The certificates of stock shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary and sealed with the seal of the Corporation. Such seal may be a facsimile, engraved or printed. Where any certificate is countersigned or otherwise authenticated by a transfer agent or by a transfer clerk, and by a registrar, the signatures of any such officers upon such certificate may be facsimile, engraved or printed. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon any certificates shall have ceased to be such before the certificate is issued, it may be issued by the Corporation with the same effect as if such officer, transfer agent or registrar had not ceased to be such at the time of its issue.

Section 2. Transfers. (a) Transfers of shares of the capital stock of the Corporation shall be made only on the books of the Corporation by the registered owner thereof, or by that owner's duly authorized attorney, and on surrender of the certificate or certificates for such shares properly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, and with all taxes thereon paid.

(b) The person in whose name shares of stock stand on the books of the Corporation shall be deemed by the Corporation to be the owner thereof for all purposes, and the Corporation shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of the State of Alaska.

GCI BYLAWS

PAGE 20

ASS007BD/A182615

Section 3. Lost or Destroyed Certificates. The Board shall have the power to direct new stock certificates to be issued to any Stockholder in place of any certificates theretofore issued by the Corporation when such Stockholder proves to the satisfaction of the Board that a stock certificate is lost or destroyed, or upon the posting of an indemnity bond by the owner of such lost or destroyed certificates, or that Stockholder's legal representatives, in such amount as the Board shall deem appropriate, to hold the Corporation harmless from any loss or claim arising out of or in connection with the issuance of a duplicate certificate, unless such requirement be dispensed with by the Board, in its discretion, in any instance or instances.

Section 4. Transfer Agent and Registrar. The Board may appoint one or more transfer agents or transfer clerks and one or more registrars, and may require all certificates for shares to bear the manual or facsimile signature or signatures of any of them. The Corporation's transfer agent and registrar may be the identical if the person or entity acting in such dual capacities countersigns certificates for shares required to bear that person's signatures in both capacities.

Section 5. Restrictions on Transfer. No securities of the Corporation or certificates representing such securities will be transferred in violation of any law or of any restriction on such transfer set forth in

the Articles of Incorporation or amendments to them, these Bylaws or other agreement restricting such transfer which has been filed with the Corporation if reference to any such restrictions is made on the certificates representing such securities. The Corporation will not be bound by any restriction not so filed and noted. The Corporation may rely in good faith upon the opinion of its counsel as to any legal or contractual violation with respect to any such restrictions unless the issue has been finally determined by a court of competent jurisdiction. The Corporation and any party to such agreement will have the right to have a restrictive legend imprinted upon any certificate covered by the agreement and any certificates issued in replacement or exchange therefor or with respect to such certificates.

Section 6. Closing Transfer Books and Filing Record Date. The Board may prescribe a period not exceeding 70 days nor less than 20 days prior to the record date appointed for the payment of dividends to Stockholders during which no transfer of stock may be made on the books of the Corporation, or the Board may fix a date not more than 60 days nor less than 20 days prior to the date for the payment of any such dividends as the record date as of which Stockholders entitled to receive payment of such dividends will be determined. Only Stockholders of record on that record date will be entitled to receive payment of such dividends.

GCI BYLAWS
PAGE 21

ASS007BD/A182615

ARTICLE VIII

REPORTS TO SHAREHOLDERS

Section 1. Annual Report. (a) The Board will authorize the preparation of and arrangement for the distribution of an annual report to Stockholders of the Corporation as required by as 10.06.433(a) Alaska Corporations Code.

(b) The annual report to Stockholders will contain, at minimum, a balance sheet as of the end of the fiscal year and an income statement and statement of changes in financial position for the fiscal year accompanied by (1) a report on the fiscal year by independent accountants or (2) if there is no such report from accountants, a certificate of an authorized officer of the Corporation that the financial statements were prepared without audit from the books and records of the Corporation; provided that, so long as the Corporation's stock is registered pursuant to the federal Securities Exchange Act of 1934, the Annual Report to Stockholders required under that act will be provided to all Stockholders.

Section 2. Other Reports. A Stockholder holding at least five percent of the outstanding shares of a class of the Corporation may make a written request to the Corporation in accordance with AS 10.06.433(c) of the Alaska Corporations Code, for a quarterly income statement of the Corporation and a balance sheet of the Corporation and, in addition, if an annual report for the last fiscal year has not been sent to Stockholders, the statements required by (a) of Section 1 of Article VIII of these Bylaws for the last fiscal year. These statements will be delivered or mailed by the Corporation to the person making the request within 30 days of the request. A copy of these statements will be kept on file in the principal office of the Corporation for 12 months, and they will be exhibited at all reasonable times to a Stockholder demanding an examination of the statements, or a copy of the statements will be mailed to that Stockholder.

Section 3. Delivery. (a) The Corporation will, in accordance with AS 10.06.433(d) of the Alaska Corporations Code, upon the written request of a Stockholder, mail to the Stockholder a copy of the reports described in this Article VIII.

(b) The income statements and balance sheets referred to in this Article VIII must be accompanied by any report on those statements prepared by independent accountants engaged by the Corporation or the

GCI BYLAWS
PAGE 22

ASS007BD/A182615

certificate of an authorized officer of the Corporation that the financial statements were prepared without audit from the books and records of the Corporation.

ARTICLE IX

TRANSACTIONS WITH OFFICERS, DIRECTORS AND SHAREHOLDERS

Section 1. Director Material Interest. A contract or other

transaction between the Corporation and one or more of the directors of the Corporation, or between the Corporation and a corporation, firm, or association in which one or more of the directors of the Corporation has a material financial interest, is neither void nor voidable because the director or directors or other corporation, firm, or association is a party or because the director or directors is present at the meeting of the Board that authorizes, approves, or ratifies the contract or transaction, if the material facts as to the transaction and as to the director's interest are fully disclosed or known to the

(1) Stockholders and the contract or transaction is approved by the Stockholders in good faith, with the shares owned by the interested director or directors not being entitled to vote; or

(2) Board, and the Board authorizes, approves, or ratifies the contract or transaction in good faith by a sufficient vote without counting the vote of the interested director or directors, and the person asserting the validity of the contract or transaction sustains the burden of proving that the contract or transaction was just and reasonable as to the Corporation at the time it was authorized, approved, or ratified.

Section 2. Common Directorships, Votes on Compensation.

(a) A common directorship does not alone constitute a material financial interest within the meaning of this Article IX. A director is not interested, within the meaning of this Article IX, in a resolution fixing the compensation of another director as a director, officer, or employee of the Corporation, notwithstanding the fact that the first director is also receiving compensation from the Corporation.

(b) Interested or common directors may be counted in determining the presence of a quorum at a meeting of the Board that authorizes, approves, or ratifies a contract or transaction under this Article IX.

Section 3. Transactions Involving Cross Directorships. A contract or other transaction between the Corporation and a corporation or association of which one or more directors of the Corporation are directors is neither void nor voidable because the director or directors are present at the meeting of the Board that authorizes, approves, or ratifies the contract or transaction, if the material facts of the transaction and the director's other directorship are fully disclosed or known to the Board and the Board authorizes, approves, or ratifies the contract or transaction in good faith by a sufficient vote without counting the vote of the common director or directors or the contract or transaction is approved by the Stockholders in good faith. This Section 3 does not apply to contracts or transactions covered by Section 1 of this Article IX.

ARTICLE X

GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall convene on the first day of January of each year, unless otherwise determined by the Board.

Section 2. Books and Records. A certified copy of the Articles of Incorporation and the Bylaws shall be deposited in the name of the Corporation in such bank or banks, trust company or trust companies or other institutions as the Board shall designate by resolution. All checks or demands for the payment of money and all notes and other instruments of a negotiable nature shall be signed by the person designated by appropriate resolution of the Board or these Bylaws.

Section 3. Contracts. The Board may authorize any officer or officers or agent or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 4. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board, and such authorization may be general or confined to specific instances.

Section 5. Saving Clause. In the event any provision of these Bylaws is inconsistent with the Articles of Incorporation or the corporate laws of the State of Alaska, such provision shall be invalid to

the extent of such conflict; and such conflict shall not affect the validity of all other provisions of these Bylaws.

ARTICLE XI

AMENDMENTS

Section 1. Amendment and Repeal. Except as otherwise provided by law, the power to alter, amend or repeal these Bylaws and adopt new Bylaws will be vested exclusively in the Board, provided that such action must be taken by a vote of at least a simple majority of the whole Board.

Section 2. Recordation. Whenever an amendment or new bylaw is adopted and thereby made a part of the Bylaws, a copy of that bylaw will be kept in the minute book with these Bylaws. If any position of the Bylaws is repealed, the fact of such repeal and the date on which it occurred will be recorded in the minute book, and a copy of it will be placed next to and include in these Bylaws.

I, the undersigned being the Secretary of GENERAL COMMUNICATION, INC., hereby certify the foregoing to be the amended and revised Bylaws of the Corporation, as adopted by the Board, on the _____ day of _____, 1993.

Secretary