

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20649

SCHEDULE 13D
Under the Securities Exchange Act of 1934 (Amendment No. 1)

General Communication, Inc.

(Name of Issuer)

Class B Common Stock

(Title of Class of Securities)

369385 20 8

(CUSIP Number)

William P. Glasgow
Prime II Management, Inc.
3000 One American Center
600 Congress Avenue
Austin, Texas 78701
(512) 476-7888

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 1, 1997

(Date of Event Which Requires
Filing of this Report)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [].

Check the following box if a fee is being paid with this report []. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of less than five percent of such class. See Rule 13d-7.)

Note: Six copies of this report, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The Information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 2 of 31

CUSIP No. 369385 20 8

1) Name of Reporting Person: PRIME CABLE GROWTH PARTNERS, L.P.
S.S. or I.R.S. Identification No. of Above Person: 74-2454047

2) Check the Appropriate Box if a Member of a Group (See Instructions)
(a) [X]
(b)

3) SEC Use Only _____

4) Source of Funds 00 (See Item 3)

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items
2 (d) or 2 (e): NOT APPLICABLE

6) Citizenship or Place of Organization DELAWARE

Number of Shares (7) Sole Voting Power NONE
Beneficially Owned (8) Shared Voting Power 2,030,591

by Each Reporting Person With	(9) Sole Dispositive Power	NONE
	(10) Shared Dispositive Power	NONE

11) Aggregate Amount Beneficially Owned by Each Reporting Person 2,030,591

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares: []

13) Percent of Class Requested by Amount in Row (11) Approximately 49.95%

14) Type of Reporting Person (See Instructions) PN

CUSIP No. 369385 20 8

1) Name of Reporting Person PRIME VENTURE I HOLDINGS, L.P.
 S.S. or I.R.S. Identification No. of Above Person 74-2547375

2) Check the Appropriate Box if a Member of a Group (See Instructions)
 (a) [X]
 (b)

3) SEC Use Only _____

4) Source of Funds 00 (See Item 3)

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2 (d) or 2 (e): __ NOT APPLICABLE

6) Citizenship or Place of Organization DELAWARE

Number of Shares	(7) Sole Voting Power	NONE
Beneficially Owned	(8) Shared Voting Power	2,030,591
by Each Reporting Person With	(9) Sole Dispositive Power	NONE
	(10) Shared Dispositive Power	NONE

11) Aggregate Amount Beneficially Owned by Each Reporting Person 2,030,591

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares: []

13) Percent of Class Requested by Amount in Row (11) Approximately 49.95%

14) Type of Reporting Person (See Instructions) PN

CUSIP No. 369385 20 8

1) Name of Reporting Person PRIME II MANAGEMENT GROUP, INC.
 S.S. or I.R.S. Identification No. of Above Person 74-2538778

2) Check the Appropriate Box if a Member of a Group (See Instructions)
 (a) [X]
 (b)

3) SEC Use Only _____

4) Source of Funds 00 (See Item 3)

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2 (d) or 2 (e): __ NOT APPLICABLE

6) Citizenship or Place of Organization TEXAS

Number of Shares	(7) Sole Voting Power	NONE
------------------	-----------------------	------

Beneficially Owned	(8) Shared Voting Power	2,030,591
by Each Reporting	(9) Sole Dispositive Power	NONE
Person With	(10) Shared Dispositive Power	NONE

11) Aggregate Amount Beneficially Owned by Each Reporting Person 2,030,591

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares: []

13) Percent of Class Requested by Amount in Row (11) Approximately 49.95%

14) Type of Reporting Person (See Instructions) CO

Page 5 of 31

CUSIP No. 369385 20 8

1) Name of Reporting Person PRIME VENTURE I, INC.
S.S. or I.R.S. Identification No. of Above Person 74-2382188

2) Check the Appropriate Box if a Member of a Group (See Instructions)
(a) [X]
(b)

3) SEC Use Only _____

4) Source of Funds 00 (See Item 3)

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items
2(d) or 2(e): NOT APPLICABLE

6) Citizenship or Place of Organization DELAWARE

Number of Shares	(7) Sole Voting Power	NONE
Beneficially Owned	(8) Shared Voting Power	2,030,591
by Each Reporting	(9) Sole Dispositive Power	NONE
Person With	(10) Shared Dispositive Power	NONE

11) Aggregate Amount Beneficially Owned by Each Reporting Person 2,030,591

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares: []

13) Percent of Class Requested by Amount in Row (11) Approximately 49.95%

14) Type of Reporting Person (See Instructions) CO

Page 6 of 31

CUSIP No. 369385 20 8

1) Name of Reporting Person PRIME CABLE LIMITED PARTNERSHIP
S.S. or I.R.S. Identification No. of Above Person 74-2435712

2) Check the Appropriate Box if a Member of a Group (See Instructions)
(a) [X]
(b)

3) SEC Use Only _____

4) Source of Funds 00 (See Item 3)

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items
2(d) or 2(e): NOT APPLICABLE

6) Citizenship or Place of Organization DELAWARE

Number of Shares (7) Sole Voting Power NONE
 Beneficially Owned (8) Shared Voting Power 2,030,591
 by Each Reporting (9) Sole Dispositive Power NONE
 Person With (10) Shared Dispositive Power NONE

11) Aggregate Amount Beneficially Owned by Each Reporting Person 2,030,591

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares: []

13) Percent of Class Requested by Amount in Row (11) Approximately 49.95%

14) Type of Reporting Person (See Instructions) PN

CUSIP No. 369385 20 8

1) Name of Reporting Person PRIME CABLE GP, INC.
 S.S. or I.R.S. Identification No. of Above Person 74-2518134

2) Check the Appropriate Box if a Member of a Group (See Instructions)
 (a) [X]
 (b)

3) SEC Use Only _____

4) Source of Funds 00 (See Item 3)

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items
 2(d) or 2(e): ___ NOT APPLICABLE

6) Citizenship or Place of Organization DELAWARE

Number of Shares (7) Sole Voting Power NONE
 Beneficially Owned (8) Shared Voting Power 2,030,591
 by Each Reporting (9) Sole Dispositive Power NONE
 Person With (10) Shared Dispositive Power NONE

11) Aggregate Amount Beneficially Owned by Each Reporting Person 2,030,591

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares: []

13) Percent of Class Requested by Amount in Row (11) Approximately 49.95%

14) Type of Reporting Person (See Instructions) CO

CUSIP No. 369385 20 8

1) Name of Reporting Person PRIME VENTURE II, L.P.
 S.S. or I.R.S. Identification No. of Above Person 74-2536635

2) Check the Appropriate Box if a Member of a Group (See Instructions)
 (a) [X]
 (b)

3) SEC Use Only _____

4) Source of Funds 00 (See Item 3)

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): NOT APPLICABLE

6) Citizenship or Place of Organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With	(7) Sole Voting Power	NONE
	(8) Shared Voting Power	2,030,591
	(9) Sole Dispositive Power	NONE
	(10) Shared Dispositive Power	NONE

11) Aggregate Amount Beneficially Owned by Each Reporting Person 2,030,591

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares: []

13) Percent of Class Requested by Amount in Row (11) Approximately 49.95%

14) Type of Reporting Person (See Instructions) PN

Page 9 of 31

CUSIP No. 369385 20 8

1) Name of Reporting Person PRIME INVESTORS, L.P.
S.S. or I.R.S. Identification No. of Above Person 74-2536634

2) Check the Appropriate Box if a Member of a Group (See Instructions)
(a) [X]
(b)

3) SEC Use Only _____

4) Source of Funds 00 (See Item 3)

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): NOT APPLICABLE

6) Citizenship or Place of Organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With	(7) Sole Voting Power	NONE
	(8) Shared Voting Power	2,030,591
	(9) Sole Dispositive Power	NONE
	(10) Shared Dispositive Power	NONE

11) Aggregate Amount Beneficially Owned by Each Reporting Person 2,030,591

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares: []

13) Percent of Class Requested by Amount in Row (11) Approximately 49.95%

14) Type of Reporting Person (See Instructions) PN

Page 10 of 31

CUSIP No. 369385 20 8

1) Name of Reporting Person PRIME II MANAGEMENT, L.P.
S.S. or I.R.S. Identification No. of Above Person 74-2609500

2) Check the Appropriate Box if a Member of a Group (See Instructions)
(a) [X]
(b)

3) SEC Use Only _____

4) Source of Funds 00 (See Item 3)

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): NOT APPLICABLE

6) Citizenship or Place of Organization DELAWARE

Number of Shares	(7) Sole Voting Power	NONE
Beneficially Owned	(8) Shared Voting Power	2,030,591
by Each Reporting	(9) Sole Dispositive Power	NONE
Person With	(10) Shared Dispositive Power	NONE

11) Aggregate Amount Beneficially Owned by Each Reporting Person 2,030,591

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares: []

13) Percent of Class Requested by Amount in Row (11) Approximately 49.95%

14) Type of Reporting Person (See Instructions) PN

Page 11 of 31

CUSIP No. 369385 20 8

1) Name of Reporting Person PRIME II MANAGEMENT, INC.
S.S. or I.R.S. Identification No. of Above Person 74-2351797

2) Check the Appropriate Box if a Member of a Group (See Instructions)
(a) [X]
(b)

3) SEC Use Only _____

4) Source of Funds 00 (See Item 3)

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): NOT APPLICABLE

6) Citizenship or Place of Organization DELAWARE

Number of Shares	(7) Sole Voting Power	NONE
Beneficially Owned	(8) Shared Voting Power	2,030,591
by Each Reporting	(9) Sole Dispositive Power	NONE
Person With	(10) Shared Dispositive Power	NONE

11) Aggregate Amount Beneficially Owned by Each Reporting Person 2,030,591

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares: []

13) Percent of Class Requested by Amount in Row (11) Approximately 49.95%

14) Type of Reporting Person (See Instructions) CO

Page 12 of 31

ITEM 1. SECURITY AND ISSUER

This Statement on Schedule 13D relates to the Class B Common Stock, no par value (the "Class B Common Stock") of General Communication, Inc. (the "Company"), which, to the best knowledge of the reporting persons jointly filing this Statement, has its principal executive office at 2550 Denali Street, Suite 1000, Anchorage, Alaska 99503.

ITEM 2. IDENTITY AND BACKGROUND

The reporting persons jointly filing this Statement containing the information required by Schedule 13D with respect to the Class B Common Stock are Prime Cable Growth Partners, L.P., Prime Venture I Holdings, L.P., Prime II Management Group, Inc., Prime Venture I, Inc., Prime Cable Limited Partnership, Prime Cable GP, Inc., Prime Venture II, L.P., Prime Investors, L.P., Prime II Management, L.P., and Prime II Management, Inc. (collectively, the "Prime Holders" and, individually, a "Prime Holder").

Prime Cable Growth Partners, L.P. is a Delaware limited partnership ("Prime Growth") of which Prime Venture I Holdings, L.P. and Prime Venture I, Inc. are the general partners. The principal office and principal business address of Prime Growth is 3000 One American Center, 600 Congress Avenue, Austin, Texas 78701. The principal business of Prime Growth is to invest directly and indirectly in cable television systems.

Prime Venture I Holdings, L.P. is a Delaware limited partnership ("Prime Holdings"), of which Prime II Management Group, Inc. and Prime Venture I, Inc. are the general partners. The principal office and principal business address of Prime Holdings is 3000 One American Center, 600 Congress Avenue, Austin, Texas 78701. The principal business of Prime Holdings is to invest directly and indirectly in cable television systems.

Prime II Management Group, Inc. is a Texas corporation ("PIIMG"). The principal office and principal business address of PIIMG is 3000 One American Center, 600 Congress Avenue, Austin, Texas 78701. The principal business of PIIMG is to act as general partner of Prime Holdings. PIIMG is controlled by its board of directors.

Prime Venture I, Inc. is a Delaware corporation ("PVI"). The principal office and principal business address of PVI is 3000 One American Center, 600 Congress Avenue, Austin, Texas 78701. The principal business of PVI is to invest directly and indirectly in cable television systems. PVI is controlled by its board of directors.

Page 13 of 31

Prime Cable Limited Partnership is a Delaware limited partnership ("PCLP"), of which Prime Cable GP, Inc. is the general partner. The principal office and principal business address of PCLP is 3000 One American Center, 600 Congress Avenue, Austin, Texas 78701. Currently, the principal business of PCLP is to own shares of the Company.

Prime Cable GP, Inc. is a Delaware corporation ("PCGP"). The principal office and principal business address of PCGP is 3000 One American Center, 600 Congress Avenue, Austin, Texas 78701. The principal business of PCGP is to act as general partner of PCLP. PCGP is controlled by its board of directors.

Prime Venture II, L.P. is a Delaware limited partnership ("PVII"), of which Prime Investors, L.P. is the general partner. The principal office and principal business address of PVII is 3000 One American Center, 600 Congress Avenue, Austin, Texas 78701. The principal business of PVII is to invest directly and indirectly in cable television systems.

Prime Investors, L.P. is a Delaware limited partnership ("Prime Investors"), of which Prime II Management, L.P. is the general partner. The principal office and principal business address of Prime Investors is 3000 One American Center, 600 Congress Avenue, Austin, Texas 78701. The principal business of Prime Investors is to act as general partner of PVII.

Prime II Management, L.P. is a Delaware limited partnership ("PIIM"), of which Prime II Management, Inc. is the general partner. The principal office and principal business address of PIIM is 3000 One American Center, 600 Congress Avenue, Austin, Texas 78701. The principal business of PIIM is to manage and make direct and indirect investments in cable television systems.

Prime II Management, Inc. is a Delaware corporation ("PIIMI"). The principal office and principal business address of PIIMI is 3000 One American Center, 600 Congress Avenue, Austin, Texas 78701. The principal business of PIIMI is to act as general partner in PIIM. PIIMI is controlled by its board of directors.

During the last five years, none of the Prime Holders has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and during the last five years, none of the Prime Holders has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as the result of which it was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Prime Holdings, Prime Growth, PCLP, PVII and PIIM (collectively, the "Prime Voting Group") are parties to a voting agreement, dated October 31, 1996 (the "New Voting Agreement"), which was incorporated by reference into the

("AVLP"), William Blair Venture Partners III Limited Partnership ("Blair"), Centennial Fund III, L.P. ("CFIII"), BancBoston Capital, Inc. ("BBCI"), First Chicago Investment Corporation ("First Chicago"), Madison Dearborn Partners V ("MDP"), MCI Telecommunications Corporation ("MCI"), Ronald A. Duncan ("Duncan") and Robert M. Walp ("Walp") ("TCI GCI") (collectively, together with the Prime Voting Group, the "Voting Group") that governs the voting of the Class A Common Stock, no par value (the "Class A Common Stock") and the Class B Common Stock owned by members of the Voting Group. The Class B Common Stock owned by certain members of the Voting Group is convertible on a share-per-share basis into Class A Common Stock at any time at the option of the owner of the Class B Common Stock. Due to the shared voting power accorded the parties to the New Voting Agreement with respect to all shares covered thereby, each member of the Voting Group may be deemed to be the beneficial owner in the aggregate of more than five percent (5%) of the outstanding Class B Common Stock. Notwithstanding the foregoing, each Prime Holder states that the filing of this Statement shall not be construed as an admission that such Prime Holder is, for the purposes of Section 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this Statement. No Prime Holder has a pecuniary interest in shares of Class B Common Stock. (See Item 5 for the discussion of the Class A Common Stock owned by the Prime Holders.)

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Not Applicable

ITEM 4. PURPOSE OF TRANSACTION.

Not Applicable

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) As a result of the New Voting Agreement and pursuant to Rule 13d-5, each of the parties to the New Voting Agreement may be deemed to be members of a "group", and thereby beneficially own all of the shares owned by all other parties to the New Voting Agreement. The parties to the New Voting Agreement beneficially own directly an aggregate of 18,129,244 shares or approximately 38.33% of the outstanding Class A Common Stock, 2,030,591 shares of which are issuable upon the conversion of the same number of shares of Class B Common Stock of the Company held by the parties to the New Voting Agreement. The "group" for purposes of Rule 13d-5 is deemed to be comprised of the members of the Voting Group (as defined in Item 2 above). The reporting persons jointly filing this Statement who are parties to the New Voting Agreement are Prime Holdings, Prime Growth, PVII, PCLP and PIIM (the "Prime Voting Group Holders").

Pursuant to Rule 13d-3, for purposes of Section 13(d) and 13(g) of the Act, a beneficial owner of a security includes any person who, directly or indirectly, through contract, arrangement, understanding, relationship or otherwise has or shares: (1) voting power which includes the power

to vote, or direct the voting of, such security; and/or (2) investment power which includes the power to dispose of, or to direct the disposition of, such security. As described in Item 2, the direct or indirect general partners of the Prime Voting Group Holders, who directly or indirectly share the voting power and investment power, and are thereby deemed to be beneficial owners, with their respective Prime Voting Group Holders with respect to the Class A Common Stock are: PIIMG, PVI, Prime Investors, PIIMI, PCGP. Two Prime Voting Group Holders, Prime Holdings and PIIM, also have indirect voting power and/or investment power (as described above) due to each such entity's status as the general partner of another Prime Holder.

Each Prime Holder states that the filing of this Statement shall not be construed as an admission that each such Prime Holder is, for the purposes of Section 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this Statement other than those shares of Class A Common Stock in which such Prime Holder has a pecuniary interest as set forth below in Appendix B. No Prime Holder has a pecuniary interest in shares of Class B Common Stock.

(b) See Items 7-10 on the cover page with respect to each reporting person jointly filing this Statement.

(c) The Prime Holders named below sold the number of shares of Class A Common Stock set forth opposite their names below on August 1, 1997 and on August 12, 1997 pursuant to that certain Underwriting Agreement dated July 25, 1997 (the "Underwriting Agreement") among the Company, Salomon Brothers

Inc., Donaldson, Lufkin & Jennette Securities Corporation and Schroder & Co. Inc., as representatives of the several underwriters party thereto, the Prime Holders named below, et al., at a net sales price of \$6.8513 per share of Class A Common Stock sold:

<TABLE>
<CAPTION>

Prime Holder -----	Number of Shares Sold On August 1, 1997 -----	Number of Shares Sold On August 12, 1997 -----
<S> Prime Venture I Holdings, L.P.	<C> 247,951	<C> 203,533
Prime Cable Growth Partners, L.P.	545,493	447,774
Prime Cable Limited Partnership	446,313	366,360
Prime Venture II, L.P.	247,951	203,533

</TABLE>

Two other members of the Voting Group (which are not Prime Voting Group Members) sold an aggregate of 4,014,536 shares of Class A Common Stock on August 1, 1997 pursuant to the Underwriting Agreement. In addition, Blair sold an aggregate of 232,000 shares of Class A

Common Stock in several open market transactions since June 1, 1997. Also, AVLP distributed 129,943 shares of Class A Common Stock to its partners on June 2, 1997.

(d) No person other than the Prime Holders has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities reported herein.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

The securities reported in Item 5(c) above were sold pursuant to an underwritten public offering conducted by the Company pursuant to the Underwriting Agreement described in Item 5(c) above.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

The Underwriting Agreement is incorporated herein by reference from the Registration Statement on Form S-3 (file number 333-28001) filed by the Company with the Securities and Exchange Commission which became effective on July 25, 1997.

The Joint Filing Agreement is hereby filed as an Exhibit to this Statement and incorporated by reference herein.

SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of each of the undersigned, each of the undersigned hereby certify that the information set forth in this Statement is true, complete and correct.

Dated: September 16, 1997

PRIME II MANAGEMENT, L.P.

By: Its General Partner

Prime II Management, Inc.

By: /s/ William P. Glasgow

Name: William P. Glasgow

Title: President

PRIME II MANAGEMENT, INC.

By: /s/ William P. Glasgow

Name: William P. Glasgow

Title: President

PRIME VENTURE I HOLDINGS, L.P.

By: Its General Partners

Prime Venture I, Inc.

By: /s/ William P. Glasgow

Name: William P. Glasgow

Title: President

and

Prime II Management Group, Inc.

By: /s/ William P. Glasgow

Name: William P. Glasgow

Title: President

PRIME VENTURE I, INC.

By: /s/ William P. Glasgow

Name: William P. Glasgow

Title: President

PRIME II MANAGEMENT GROUP, INC.

By: /s/ William P. Glasgow

Name: William P. Glasgow

Title: President

PRIME CABLE GROWTH PARTNERS, L.P.

By: Its General Partners

Prime Venture I, Inc.

By: /s/ William P. Glasgow

Name: William P. Glasgow

Title: President

and

Prime Venture I Holdings, L.P.

By: Its General Partners

Prime Venture I, Inc.

By: /s/ William P. Glasgow

Name: William P. Glasgow

Title: President

and

Prime II Management Group, Inc.

By: /s/ William P. Glasgow

Name: William P. Glasgow

Title: President

PRIME CABLE LIMITED PARTNERSHIP

By: Its General Partner

Prime Cable GP, Inc.

By: /s/ William P. Glasgow

Name: William P. Glasgow

Title: President

Page 20 of 31

PRIME CABLE GP, INC.

By: /s/ William P. Glasgow

Name: William P. Glasgow

Title: President

PRIME VENTURE II, L.P.

By: Its General Partner

Prime Investors, L.P.

By: Its General Partner

Prime II Management, L. P.

By: Its General Partner

Prime II Management, Inc.

By: /s/ William P. Glasgow

Name: William P. Glasgow

Title: President

PRIME INVESTORS, L.P.

By: Its General Partner

Prime II Management, L. P.

By: Its General Partner

Prime II Management, Inc.

By: /s/ William P. Glasgow

Name: William P. Glasgow

Title: President

Page 21 of 31

The original report shall be signed by each person on whose behalf the report is filed or his authorized representative. If the report is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of this filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the report, provided, however that a power of attorney for this purpose which

is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the report shall be typed or printed beneath his signature hereby filed as Exhibits to this Statement and hereby incorporated by reference:

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001).

Page 22 of 31

APPENDIX A
DIRECTORS AND EXECUTIVE OFFICERS OF
CERTAIN PRIME HOLDERS

Page 23 of 31

DIRECTORS AND EXECUTIVE OFFICERS
OF PRIME II MANAGEMENT, INC.

<TABLE>
<CAPTION>

NAME	RESIDENCE OR BUSINESS ADDRESS	PRINCIPAL OCCUPATION OR EMPLOYMENT	NAME AND ADDRESS OF CORPORATION IN WHICH SUCH EMPLOYMENT IS CONDUCTED
<S> Robert W. Hughes	<C> 3000 One American Center 600 Congress Avenue Austin, Texas 78701	Director and Chairman of the Board of Prime II Management, Inc.	<C> Prime II Management, Inc. 3000 One American Center 600 Congress Avenue Austin, Texas 78701
Michael Sherwin	Mid-West Holdings Limited Partnership Corporate Ninety-Suite 370 2550 Som Center Road Willoughby Hills, OH 44094	General Partner of Mid-West Holdings Limited Partnership	Mid-West Holdings Limited Partnership Corporate Ninety-Suite 370 2550 Som Center Road Willoughby Hills, OH 44094
Gregory S. Marchbanks	3000 One American Center 600 Congress Avenue Austin, Texas 78701	Director and Chief Executive Officer of Prime II Management, Inc.	Prime II Management, Inc. 3000 One American Center 600 Congress Avenue Austin, Texas 78701
Paul-Henri Denuit	Rue des Deux Eglises 26 Brussels, Belgium 1040	Director, Coditel Invest B.V. and President, Coditel U.S., Inc.	Coditel Invest B.V./Coditel U.S., Inc. Rue des Deux Eglises 26 Brussels, Belgium 1040
Brian Greenspun	800 South Valley View Blvd. Las Vegas, NV 89107	Newspaper Publisher & Editor President, Las Vegas Sun, Inc.	Las Vegas Sun, Inc. 800 South Valley View Blvd. Las Vegas, NV 89107
William P. Glasgow	3000 One American Center 600 Congress Avenue Austin, Texas 78701	President, Prime II Management, Inc.	Prime II Management, Inc. 3000 One American Center 600 Congress Avenue Austin, Texas 78701
Jerry D. Lindauer	3000 One American Center 600 Congress Avenue Austin, Texas 78701	Senior Vice President Prime II Management, Inc.	Prime II Management, Inc. 3000 One American Center 600 Congress Avenue Austin, Texas 78701
Allan R. Barnes	3000 One American Center 600 Congress Avenue Austin, Texas 78701	Senior Vice President and Chief Operating Officer, Prime II Management, Inc.	Prime II Management, Inc. 3000 One American Center 600 Congress Avenue Austin, Texas 78701
Daniel J. Pike	3000 One American Center 600 Congress Avenue Austin, Texas 78701	Senior Vice President Prime II Management, Inc.	Prime II Management, Inc. 3000 One American Center 600 Congress Avenue Austin, Texas 78701

</TABLE>

To the best of each of the Reporting Person's knowledge, none of the foregoing individuals has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) in the last five years.

To the best of each of the Reporting Person's knowledge, none of the foregoing individuals has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.

To the best of each of the Reporting Person's knowledge, all of the above individuals are United States citizens with the exception of #4 (Paul-Henri Denuit), who is a citizen of Belgium.

DIRECTORS AND EXECUTIVE OFFICERS OF
PRIME CABLE GP, INC.

<TABLE> <CAPTION>	NAME	RESIDENCE OR BUSINESS ADDRESS	PRINCIPAL OCCUPATION OR EMPLOYMENT	NAME AND ADDRESS OF CORPORATION IN
WHICH				SUCH EMPLOYMENT IS
CONDUCTED				
<S>	Robert W. Hughes	<C> 3000 One American Center	<C> Director and Chairman of the	<C> Prime II Management,
	Inc.	600 Congress Avenue	the Board of Prime II Management,	3000 One American
	Center	Austin, Texas 78701	Inc.	600 Congress Avenue
				Austin, Texas 78701
	Michael Sherwin	Mid-West Holdings	General Partner of Mid-West	Mid-West Holdings
	Limited	Limited Partnership	Holdings Limited Partnership	Partnership
	Suite 370	Corporate Ninety, Suite 370		Corporate Ninety,
		2550 Som Center Road		2550 Som Center Road
		Willoughby Hills, OH 44094		Willoughby Hills, OH
	44094			
	John H. Wilson, III	1500 Three Lincoln Center	President, U.S. Equity Corp.	U.S. Equity Corporation
	Center	5430 LBJ Freeway		1500 Three Lincoln
		Dallas, Texas 75240-2387		5430 LBJ Freeway
	2387			Dallas, Texas 75240-
	Douglas H. Dittrick	1200 East Ridgewood Ave.	President, Douglas Communications	Douglas Communications
	Ave.	East Wing, Suite 3D	Corporation II	Corporation II
		Ridgewood, NJ 07450		1200 East Ridgewood
				East Wing, Suite 3D
				Ridgewood, NJ 07450
	Nathan M. Avery	Galveston-Houston Co.	Chairman, President and CEO of	Galveston-Houston
	Company	P.O. Box 2207	Galveston-Houston Company	P.O. Box 2207
		Houston, Texas 77252		Houston, Texas 77252
	Gregory S. Marchbanks	3000 One American Center	Director and Chief Executive Officer	Prime II Management,
	Inc.	600 Congress Avenue	of Prime II Management, Inc.	3000 One American
	Center	Austin, Texas 78701		600 Congress Avenue
				Austin, Texas 78701
	William P. Glasgow	3000 One American Center	President, Prime II Management, Inc.	Prime II Management,
	Inc.	600 Congress Avenue		3000 One American
	Center	Austin, Texas 78701		600 Congress Avenue
				Austin, Texas 78701
	Jerry D. Lindauer	3000 One American Center	Senior Vice President	Prime II Management,
	Inc.	600 Congress Avenue	Prime II Management, Inc.	3000 One American
	Center	Austin, Texas 78701		600 Congress Avenue
				Austin, Texas 78701
	Allan R. Barnes	3000 One American Center	Senior Vice President and Chief	Prime II Management,
	Inc.	600 Congress Avenue	Operating Officer, Prime II	3000 One American
	Center	Austin, Texas 78701	Management, Inc.	600 Congress Avenue
				Austin, Texas 78701
	Daniel J. Pike	3000 One American Center	Senior Vice President	Prime II Management,
	Inc.	600 Congress Avenue	Prime II Management, Inc.	3000 One American
	Center			

</TABLE>

To the best of each of the Reporting Person's knowledge, none of the foregoing individuals has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) in the last five years.

To the best of each of the Reporting Person's knowledge, none of the foregoing individuals has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.

To the best of each of the Reporting Person's knowledge, all of the above individuals are United States citizens.

DIRECTORS AND EXECUTIVE OFFICERS OF
PRIME II MANAGEMENT GROUP, INC.

<TABLE> <CAPTION>	NAME	RESIDENCE OR BUSINESS ADDRESS	PRINCIPAL OCCUPATION OR EMPLOYMENT	NAME AND ADDRESS OF CORPORATION IN
WHICH				
CONDUCTED				SUCH EMPLOYMENT IS

<S>		<C>	<C>	<C>
Gregory S. Marchbanks Inc.	3000 One American Center	3000 One American Center	Director and Chief Executive Officer	Prime II Management,
Center	600 Congress Avenue	600 Congress Avenue	of Prime II Management, Inc.	3000 One American
	Austin, Texas 78701	Austin, Texas 78701		600 Congress Avenue
				Austin, Texas 78701
William P. Glasgow Inc.	3000 One American Center	3000 One American Center	President, Prime II Management, Inc.	Prime II Management,
Center	600 Congress Avenue	600 Congress Avenue		3000 One American
	Austin, Texas 78701	Austin, Texas 78701		600 Congress Avenue
				Austin, Texas 78701
Jerry D. Lindauer Inc.	3000 One American Center	3000 One American Center	Senior Vice President	Prime II Management,
Center	600 Congress Avenue	600 Congress Avenue	Prime II Management, Inc.	3000 One American
	Austin, Texas 78701	Austin, Texas 78701		600 Congress Avenue
				Austin, Texas 78701
Allan R. Barnes Inc.	3000 One American Center	3000 One American Center	Senior Vice President and Chief	Prime II Management,
Center	600 Congress Avenue	600 Congress Avenue	Operating Officer, Prime II	3000 One American
	Austin, Texas 78701	Austin, Texas 78701	Management, Inc.	600 Congress Avenue
				Austin, Texas 78701
Daniel J. Pike Inc.	3000 One American Center	3000 One American Center	Senior Vice President,	Prime II Management,
Center	600 Congress Avenue	600 Congress Avenue	Prime II Management, Inc.	3000 One American
	Austin, Texas 78701	Austin, Texas 78701		600 Congress Avenue
				Austin, Texas 78701

</TABLE>

To the best of each of the Reporting Person's knowledge, none of the foregoing individuals has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) in the last five years.

To the best of each of the Reporting Person's knowledge, none of the foregoing individuals has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.

To the best of each of the Reporting Person's knowledge, all of the above individuals are United States citizens.

DIRECTORS AND EXECUTIVE OFFICERS OF
PRIME VENTURE I, INC.

<TABLE> <CAPTION>	NAME	RESIDENCE OR BUSINESS ADDRESS	PRINCIPAL OCCUPATION OR EMPLOYMENT	NAME AND ADDRESS OF CORPORATION IN WHICH CONDUCTED SUCH EMPLOYMENT IS
	Robert W. Hughes Inc. Center	3000 One American Center 600 Congress Avenue Austin, Texas 78701	Director and Chairman of the the Board of Prime II Management, Inc.	Prime II Management, 3000 One American 600 Congress Avenue Austin, Texas 78701
	J. Michael Bell Partners II 78232	The Groos Bank North Bldg. Suite 345 16414 San Pedro Avenue San Antonio, Texas 78232	Managing General Partner Southwest Venture Partners II	Southwest Venture The Groos Bank North Building, Ste 345 16414 San Pedro Avenue San Antonio, Texas
	Jack Crosby Ste.200	327 Congress Avenue Suite 200 Austin, Texas 78701	Chairman of the Board and Chief Executive Officer of Tescorp, Inc.	Tescorp, Inc. 327 Congress Avenue, Austin, Texas 78701
	Paul-Henri Denuit B.V./Coditel 26 1040	Rue des Deux Eglises 26 Brussels, Belgium 1040	Director, Coditel Invest B.V. and President, Coditel U.S., Inc.	Coditel Invest U.S., Inc. Rue des Deux Eglises Brussels, Belgium
	Michael Sherwin Limited Suite 370 44094	Mid-West Holdings Limited Partnership Corporate Ninety, Suite 370 2550 Som Center Road Willoughby Hills, OH 44094	General Partner of Mid-West Holdings Limited Partnership	Mid-West Holdings Partnership Corporate Ninety, 2550 Som Center Road Willoughby Hills, OH
	Michael J. Marocco Management	General Motors Bldg. 767 Fifth Avenue New York, NY 10153	Managing Director, Sandler Capital Management	Sandler Capital 767 Fifth Avenue New York, NY 10153
	Brian Greenspun Blvd.	800 South Valley View Blvd. Las Vegas, NV 89107	Newspaper Publisher & Editor President, Las Vegas Sun, Inc.	Las Vegas Sun, Inc. 800 South Valley View Las Vegas, NV 89107
	Gregory S. Marchbanks Inc. Center	3000 One American Center 600 Congress Avenue Austin, Texas 78701	Director and Chief Executive Officer of Prime II Management, Inc.	Prime II Management, 3000 One American 600 Congress Avenue Austin, Texas 78701
	William P. Glasgow Inc. Center	3000 One American Center 600 Congress Avenue Austin, Texas 78701	President, Prime II Management, Inc.	Prime II Management, 3000 One American 600 Congress Avenue Austin, Texas 78701
	Allan R. Barnes Inc. Center	3000 One American Center 600 Congress Avenue Austin, Texas 78701	Senior Vice President and Chief Operating Officer, Prime II Management, Inc.	Prime II Management, 3000 One American 600 Congress Avenue Austin, Texas 78701
	Daniel J. Pike Inc.	3000 One American Center 600 Congress Avenue	Senior Vice President Prime II Management, Inc.	Prime II Management, 3000 One American

</TABLE>

To the best of each of the Reporting Person's knowledge, none of the foregoing individuals has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) in the last five years.

To the best of each of the Reporting Person's knowledge, none of the foregoing individuals has a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.

To the best of each of the Reporting Person's knowledge, all of the above individuals are United States citizens with the exception of #4 (Paul-Henri Denuit), who is a citizen of Belgium.

Page 27 of 31

APPENDIX B

AGGREGATE NUMBER OF SHARES
WITH RESPECT TO WHICH
A PRIME HOLDER OF CLASS A COMMON STOCK
HAS AN INVESTMENT POWER OR A PECUNIARY INTEREST

<TABLE>

<CAPTION>

Name -----	Shares of Class A Common Stock -----
<S>	<C>
Prime Cable Growth Partners, L.P.	1,728,707
Prime Venture I Holdings, L.P.	2,514,485
Prime II Management Group, Inc.	2,514,485
Prime Venture I, Inc.	2,514,485
Prime Cable Limited Partnership	1,414,398
Prime Cable GP, Inc.	1,414,398
Prime Venture II, L.P.	785,778
Prime Investors, L.P.	785,778
Prime II Management, L.P.	785,778
Prime II Management, Inc.	785,778

</TABLE>

Page 28 of 31

EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(f) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Class B Common Stock, no par value, of General Communication, Inc. and that this Agreement be included as an Exhibit to such joint filing.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the 12th day of November, 1996.

PRIME II MANAGEMENT, L.P.

By: Its General Partner

Prime II Management, Inc.

By: /s/ William P. Glasgow

Name: William P. Glasgow

Title: President

PRIME II MANAGEMENT, INC.

By: /s/ William P. Glasgow

Name: William P. Glasgow

Title: President

PRIME VENTURE I HOLDINGS, L.P.

By: Its General Partners

Prime Venture I, Inc.

By: /s/ William P. Glasgow

Name: William P. Glasgow

Title: President

and
Prime II Management Group, Inc.

By: /s/ William P. Glasgow

Name: William P. Glasgow

Title: President

PRIME VENTURE I, INC.

By: /s/ William P. Glasgow

Name: William P. Glasgow

Title: President

PRIME II MANAGEMENT GROUP, INC.

By: /s/ William P. Glasgow

Name: William P. Glasgow

Title: President

PRIME CABLE GROWTH PARTNERS, L.P.

By: Its General Partners

Prime Venture I, Inc.

By: /s/ William P. Glasgow

Name: William P. Glasgow

Title: President

and

Prime Venture I Holdings, L.P.

By: Its General Partners

Prime Venture I, Inc.

By: /s/ William P. Glasgow

Name: William P. Glasgow

Title: President

and

Prime II Management Group, Inc.

By: /s/ William P. Glasgow

Name: William P. Glasgow

Title: President

Page 30 of 31

PRIME CABLE LIMITED PARTNERSHIP

By: Its General Partner

Prime Cable GP, Inc.

By: /s/ William P. Glasgow

Name: William P. Glasgow

Title: President

PRIME CABLE GP, INC.

By: /s/ William P. Glasgow

Name: William P. Glasgow

Title: President

PRIME VENTURE II, L.P.

By: Its General Partner

Prime Investors, L.P.

By: Its General Partner

Prime II Management, L. P.

By: Its General Partner

Prime II Management, Inc.

By: /s/ William P. Glasgow

Name: William P. Glasgow

Title: President

Page 31 of 31

PRIME INVESTORS, L.P.

By: Its General Partner

Prime II Management, L. P.

By: Its General Partner

Prime II Management, Inc.

By: /s/ William P. Glasgow

Name: William P. Glasgow

Title: President
