As filed with the Securities and Exchange Commission on December 21, 2004

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

FORM 10-Q/A

(Amendment No. 1)
(Mark One)

[√] QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2004

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from ______________ to ______________

Commission File No. 0-15279

GENERAL COMMUNICATION, INC.

(Exact name of registrant as specified in its charter)

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

2550 Denali Street Suite 1000 Anchorage, Alaska	99503
(Address of principal executive offices)	(Zip Code)

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

____

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

Indicate by check mark whether the registrant (l) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No ____.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes X No ____.

The number of shares outstanding of the registrant's classes of common stock as of April 30, 2004 was:
53,468,060 shares of Class A common stock; and
3,866,003 shares of Class B common stock.

EXPLANATORY NOTE

This Amendment on Form 10-Q/A constitutes Amendment No. 1 to the registrant's Quarterly Report on Form 10-Q for the period ended March 31, 2004, which was filed with the SEC on May 10, 2004. The purpose of this Amendment No. 1 is to amend Part I, Item 4, Controls and Procedures, and Exhibit 31, Section 302 Certification, to conform to the required language. There are no other changes made by this Amendment No. 1.

GENERAL COMMUNICATION, INC.

FORM 10-Q/A

FOR THE QUARTER ENDED MARCH 31, 2004

TABLE OF CONTENTS

Page No.

Cautionary Statement Regarding Forward-Looking Statements 3

PART I. FINANCIAL INFORMATION

Item I. Consolidated Balance Sheets as of March 31, 2004 (unaudited) and December 31, 2003 6

Consolidated Statements of Income for the three months ended March 31, 2004 (unaudited) and 2003 (unaudited) 8

Consolidated Statements of Stockholders' Equity for the three months ended March 31, 2004 (unaudited) and 2003 (unaudited) 9

Consolidated Statements of Cash Flows for the three months ended March 31, 2004 (unaudited) and 2003 (unaudited) 11

Notes to Interim Condensed Consolidated Financial Statements 12

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations 27

Item 3. Quantitative and Qualitative Disclosures About Market Risk 48

Item 4. Controls and Procedures 49

PART II. OTHER INFORMATION

Item 1. Legal Proceedings 49

Item 6. Exhibits and Reports on Form 8-K 50

Other items are omitted, as they are not applicable.

SIGNATURES 51

Cautionary Statement Regarding Forward-Looking Statements

You should carefully review the information contained in this Quarterly Report, but should particularly consider any risk factors that we set forth in this Quarterly Report and in other reports or documents that we file from time to time with the Securities and Exchange Commission ("SEC"). In this Quarterly Report, in addition to historical information, we state our future strategies, plans, objectives or goals and our beliefs of future events and of our future operating results, financial position and cash flows. In some cases, you can identify those so-called "forward-looking statements" by words such as "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," "project," or "continue" or the negative of those words and other comparable words. All forward-looking statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance, achievements, plans and objectives to differ materially from any future results, performance, achievements, plans and objectives expressed or implied by these forward-looking statements. In evaluating those statements, you should specifically consider various factors, including those outlined below. Those factors may cause our actual results to differ materially from any of our forward-looking statements. For these statements, we claim the protection of the safe harbor for forward-looking statements provided by the Securities Reform Act. Such risks, uncertainties and other factors include but are not limited to those identified below and those further described in *Part I, Item 1. Factors That May Affect Our Business and Future Results* of our December 31, 2003 Form 10-K.

- Material adverse changes in the economic conditions in the markets we serve and in general economic conditions, including the continuing impact of the following on the communications industry: high levels of competition in the long-distance market resulting in pressures to reduce prices; an oversupply of long-haul capacity; excessive debt loads; and several high-profile company failures and potentially fraudulent accounting practices by some companies;
- The efficacy of laws enacted by Congress and the State of Alaska legislature; rules and regulations to be adopted by the Federal Communications Commission ("FCC") and state public regulatory agencies to implement the provisions of the 1996 Telecom Act; the outcome of litigation relative thereto; and the impact of regulatory changes relating to access reform;
- Our responses to competitive products, services and pricing, including pricing pressures, technological developments, alternative routing developments, and the ability to offer combined service packages that include long-distance, local, cable and Internet services;
- The extent and pace at which different competitive environments develop for each segment of our business;
- The extent and duration for which competitors from each segment of the communications industries are able to offer combined or full service packages prior to our being able to do so;
- The degree to which we experience material competitive impacts to our traditional service offerings prior to achieving adequate local service entry;
- Competitor responses to our products and services and overall market acceptance of such products and services;
- The outcome of our negotiations with Incumbent Local Exchange Carriers ("ILECs") and state regulatory arbitrations and approvals with respect to interconnection agreements;

- Our ability to purchase network elements or wholesale services from ILECs at a price sufficient to permit the profitable offering of local telephone service at competitive rates;
- Success and market acceptance for new initiatives, many of which are untested;
- The level and timing of the growth and profitability of existing and new initiatives, particularly yellow page directories, local telephone services expansion including deploying digital local phone service ("DLPS") and wireless services;
- Start-up costs associated with entering new markets, including advertising and promotional efforts;
- Risks relating to the operations of new systems and technologies and applications to support new initiatives;
- Local conditions and obstacles;
- The impact on our industry and indirectly on us of oversupply of capacity resulting from excessive deployment of network capacity in certain markets we do not serve;
- Uncertainties inherent in new business strategies, new product launches and development plans, including local telephone services, wireless services, and yellow page directories, and the offering of these services in geographic areas with which we are unfamiliar;
- The risks associated with technological requirements, technology substitution and changes and other technological developments;
- Prolonged service interruptions which could affect our business;
- Development and financing of communications, local telephone, wireless, Internet and cable networks and services;
- Future financial performance, including the availability, terms and deployment of capital; the impact of regulatory and competitive developments on capital outlays, and the ability to achieve cost savings and realize productivity improvements and the consequences of increased leverage;
- Availability of qualified personnel;
- Changes in, or failure, or inability, to comply with, government regulations, including, without limitation, regulations of the FCC, the Regulatory Commission of Alaska ("RCA"), and adverse outcomes from regulatory proceedings;
- Changes in regulations governing unbundled network elements ("UNEs");
- Uncertainties in federal military spending levels and military base closures in markets in which we operate;
- The ongoing global and domestic trend towards consolidation in the communications industry, which may result in our competitors being larger and better financed, and provide these competitors with extensive resources and greater geographic reach, allowing them to compete more effectively;
- Any continuing financial, credit and economic impacts of the MCI, Inc. ("MCI") bankruptcy filing on the industry in general and on us in particular;
- The success of MCI's emergence from bankruptcy protection,
- A migration of MCI's or Sprint's traffic off our network without it being replaced by other common carriers that interconnect with our network;
- The effect on us of pricing pressures, new program offerings and market consolidation in the markets served by our significant customers, MCI and Sprint Corporation ("Sprint");
- The effect on us of industry consolidation including the potential acquisition of one or more of our large wholesale customers by a company with commercial relationships with other providers;
- Under Statement of Financial Accounting Standard ("SFAS") 142, we must test our intangibles for impairment at least annually, which may result in a material, non-cash

write-down of our cable certificates or goodwill and could have a material adverse impact on our financial position, results of operations or liquidity; and

- Other risks detailed from time to time in our periodic reports filed with the SEC.

You should not place undue reliance on any such forward-looking statements. Further, any forward-looking statement, and such risks, uncertainties and other factors speak only as of the date on which they were originally made and we expressly disclaim any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement to reflect any change in our expectations with regard to those statements or any other change in events, conditions or circumstances on which any such statement is based, except as required by law. New factors emerge from time to time, and it is not possible for us to predict what factors will arise or when. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

PART I. FINANCIAL INFORMATION
ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

GENERAL COMMUNICATION, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

(Amounts in thousands) ASSETS		(Unaudited) March 31, 2004	December 31, 2003
Current assets:			
Cash and cash equivalents	$	10,841	10,435
Receivables		64,089	70,235
Less allowance for doubtful receivables		2,018	1,954
Net receivables		62,071	68,281
Deferred income taxes, net		6,726	7,195
Prepaid and other current assets		6,257	12,159
Notes receivable from related parties		1,673	1,885
Property held for sale		1,176	2,173
Inventories		984	1,513
Total current assets		89,728	103,641
Property and equipment in service, net of depreciation		360,361	369,039
Construction in progress		51,802	33,618
Net property and equipment		412,163	402,657
Cable certificates		191,241	191,241
Goodwill		41,972	41,972
Other intangible assets, net of amortization of $1,815 and $1,656 at March 31, 2004 and December 31, 2003, respectively		4,136	3,895
Deferred loan and senior notes costs, net of amortization of $1,438 and $5,308 at March 31, 2004 and December 31, 2003, respectively		9,559	5,757
Notes receivable from related parties		3,903	4,281
Other assets		9,147	9,576
Total other assets		259,958	256,722
Total assets	$	761,849	763,020

See accompanying notes to interim condensed consolidated financial statements.

GENERAL COMMUNICATION, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Continued)

(Amounts in thousands) LIABILITIES, REDEEMABLE PREFERRED STOCK, AND STOCKHOLDERS' EQUITY		(Unaudited) March 31, 2004	December 31, 2003
Current liabilities:			
Current maturities of obligations under capital leases	$	6,293	5,139
Accounts payable		23,571	34,133
Deferred revenue		14,736	21,275
Accrued payroll and payroll related obligations		14,311	17,545
Accrued liabilities		7,369	8,156
Accrued interest		2,920	8,645
Subscriber deposits		577	651
Total current liabilities		69,777	95,544
Long-term debt		366,912	345,000
Obligations under capital leases, excluding current maturities		37,378	38,959
Obligation under capital lease due to related party, excluding current maturity		695	677
Deferred income taxes, net of deferred income tax benefit		24,805	24,168
Other liabilities		6,507	6,366
Total liabilities		506,074	510,714
Redeemable preferred stock		22,572	25,664
Stockholders' equity:			
Common stock (no par):			
Class A. Authorized 100,000 shares; issued 53,343 and 52,589 shares at March 31, 2004 and December 31, 2003, respectively		206,451	202,362
Class B. Authorized 10,000 shares; issued 3,866 and 3,868 shares at March 31, 2004 and December 31, 2003, respectively; convertible on a share-per-share basis into Class A common stock		3,267	3,269
Less cost of 338 Class A common shares held in treasury at March 31, 2004 and December 31, 2003		(1,917)	(1,917)
Paid-in capital		13,173	12,836
Notes receivable with related parties issued upon stock option exercise		(4,370)	(4,971)
Retained earnings		16,812	15,371
Accumulated other comprehensive loss		(213)	(308)
Total stockholders' equity		233,203	226,642
Commitments and contingencies			
Total liabilities, redeemable preferred stock, and stockholders' equity	$	761,849	763,020

See accompanying notes to interim condensed consolidated financial statements.

GENERAL COMMUNICATION, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

(Amounts in thousands, except per share amounts)	Three Months Ended March 31, 2004	2003
Revenues	$ 108,916	92,777
Cost of sales and services	38,745	30,248
Selling, general and administrative expenses	35,404	32,993
Bad debt expense (recovery)	(397)	597
Depreciation, amortization and accretion expense	15,758	13,501
Operating income	19,406	15,438
Other income (expense):		
Interest expense	(7,517)	(9,154)
Loss on early extinguishment of debt	(6,136)	---
Amortization and write-off of loan and senior notes fees	(2,627)	(1,073)
Interest income	108	166
Other expense, net	(16,172)	(10,061)
Net income before income taxes and cumulative effect of a change in accounting principle	3,234	5,377
Income tax expense	1,309	2,282
Net income before cumulative effect of a change in accounting principle	1,925	3,095
Cumulative effect of a change in accounting principle, net of income tax benefit of $367	---	(544)
Net income	$ 1,925	2,551
Basic net income per common share:		
Net income before cumulative effect of a change in accounting principle	$ 0.03	0.05
Cumulative effect of a change in accounting principle, net of income tax benefit of $367	---	(0.01)
Net income	$ 0.03	0.04
Diluted net income per common share:		
Net income before cumulative effect of a change in accounting principle	$ 0.02	0.05
Cumulative effect of a change in accounting principle, net of income tax benefit of $367	---	(0.01)
Net income	$ 0.02	0.04

See accompanying notes to interim condensed consolidated financial statements.

GENERAL COMMUNICATION, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
THREE MONTHS ENDED MARCH 31, 2004 AND 2003
(Unaudited)

(Amounts in thousands)	Class A Common Stock	Class B Common Stock	Class A Shares Held in Treasury	Paid-in Capital	Notes Receivable Issued to Related Parties	Retained Earnings	Accumulated Other Comprehensive Loss	Total
Balances at December 31, 2002	$199,903	3,274	(1,836)	11,222	(5,650)	1,847	(540)	208,220
Components of comprehensive income:								
Net income	---	---	---	---	---	2,551	---	2,551
Change in fair value of cash flow hedge, net of change in income tax liability of $70	---	---	---	---	---	---	(38)	(38)
Comprehensive income								2,513
Tax effect of excess stock compensation expense for tax purposes over amounts recognized for financial reporting purposes	---	---	---	2	---	---	---	2
Shares issued under stock option plan	1	---	---	---	---	---	---	1
Amortization of the excess of GCI stock market value over stock option exercise cost on date of stock option grant	---	---	---	114	---	---	---	114
Shares issued per G.C. Cablevision, Inc. acquisition agreement	1,312	---	---	---	---	---	---	1,312
Purchase of treasury stock	---	---	(81)	---	---	---	---	(81)
Preferred stock dividends	---	---	---	---	---	(509)	---	(509)
Balances at March 31, 2003	$201,216	3,274	(1,917)	11,338	(5,650)	3,889	(578)	211,572

See accompanying notes to interim condensed consolidated financial statements.

GENERAL COMMUNICATION, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
THREE MONTHS ENDED MARCH 31, 2004 AND 2003
(Unaudited)
(Continued)

(Amounts in thousands)	Class A Common Stock	Class B Common Stock	Class A Shares Held in Treasury	Paid-in Capital	Notes Receivable Issued to Related Parties	Retained Earnings	Accumulated Other Comprehensive Loss	Total
Balances at December 31, 2003	$202,362	3,269	(1,917)	12,836	(4,971)	15,371	(308)	226,642
Components of comprehensive income:								
Net income	---	---	---	---	---	1,925	---	1,925
Change in fair value of cash flow hedge, net of change in income tax benefit of $58	---	---	---	---	---	---	95	95
Comprehensive income								2,020
Tax effect of excess stock compensation expense for tax purposes over amounts recognized for financial reporting purposes	---	---	---	260	---	---	---	260
Class B shares converted to Class A	2	(2)	---	---	---	---	---	---
Shares issued under stock option plan	995	---	---	---	---	---	---	995
Amortization of the excess of GCI stock market value over stock option exercise cost on date of stock option grant	---	---	---	77	---	---	---	77
Conversion of Series B preferred stock to Class A common stock	3,092	---	---	---	---	---	---	3,092
Payments received on notes receivable issued to related parties upon stock option exercise	---	---	---	---	601	---	---	601
Preferred stock dividends	---	---	---	---	---	(484)	---	(484)
Balances at March 31, 2004	$206,451	3,267	(1,917)	13,173	(4,370)	16,812	(213)	233,203

See accompanying notes to interim condensed consolidated financial statements.

GENERAL COMMUNICATION, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
THREE MONTHS ENDED MARCH 31, 2004 AND 2003
(Unaudited)

(Amounts in thousands)		2004	2003
Cash flows from operating activities:			
Net income	$	1,925	2,551
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation, amortization and accretion expense		15,758	13,501
Loss on early extinguishment of debt		6,136	---
Deferred income tax expense		1,309	2,282
Amortization of loan and senior notes fees		2,627	1,073
Compensatory stock options		77	114
Bad debt expense (recovery), net of write-offs		64	(81)
Deferred compensation		127	133
Cumulative effect of a change in accounting principle, net		---	544
Other noncash income and expense items		311	(118)
Change in operating assets and liabilities		(14,554)	(5,651)
Net cash provided by operating activities		13,780	14,348
Cash flows from investing activities:			
Purchases of property and equipment, including construction period interest		(25,201)	(6,474)
Proceeds from sales of assets		859	---
Purchases of other assets and intangible assets		(672)	(922)
Refund of deposit		699	---
Payments received on notes receivable from related parties		662	22
Additions to property held for sale		(81)	---
Notes receivable issued to related parties		---	(22)
Net cash used in investing activities		(23,734)	(7,396)
Cash flows from financing activities:			
Issuance of new Senior Notes		245,720	---
Repayment of old Senior Notes		(180,000)	---
Borrowing on new Senior Credit Facility		10,000	---
Repayment of new Senior Credit Facility		(53,832)	---
Repayments of capital lease obligations		(409)	(478)
Payment of debt issuance costs		(6,429)	(12)
Payment of bond call premiums		(6,136)	---
Payment of preferred stock dividends		(150)	(148)
Proceeds from common stock issuance		995	---
Payment received on note receivable from related parties issued upon stock option exercise		601	---
Purchase of treasury stock		---	(81)
Net cash provided by (used in) financing activities		10,360	(719)
Net increase in cash and cash equivalents		406	6,233
Cash and cash equivalents at beginning of period		10,435	11,940
Cash and cash equivalents at end of period	$	10,841	18,173

See accompanying notes to interim condensed consolidated financial statements.

The accompanying unaudited interim condensed consolidated financial statements include the accounts of General Communication, Inc. ("GCI") and its subsidiaries and have been prepared in accordance with generally accepted accounting principles for interim financial information. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. They should be read in conjunction with our audited consolidated financial statements for the year ended December 31, 2003, filed as part of our annual report on Form 10-K. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. The results of operations for interim periods are not necessarily indicative of the results that may be expected for an entire year or any other period.

(I) Business and Summary of Significant Accounting Principles

In the following discussion, GCI and its direct and indirect subsidiaries are referred to as "we," "us" and "our".

(a) Business

GCI, an Alaska corporation, was incorporated in 1979. We offer the following services:

- Long-distance telephone service between Alaska and the remaining United States and foreign countries,
- Cable television services throughout Alaska,
- Facilities-based competitive local access services in Anchorage, Fairbanks and Juneau, Alaska,
- Internet access services,
- Termination of traffic in Alaska for certain common carriers,
- Private Line and private network services,
- Managed services to certain commercial customers,
- Broadband services, including our SchoolAccess™ offering to rural school districts and a similar offering to rural hospitals and health clinics,
- Sales and service of dedicated communications systems and related equipment,
- Lease and sales of capacity on an undersea fiber optic cable system used in the transmission of interstate and intrastate Private Line, switched message long-distance and Internet services between Alaska and the remaining United States and foreign countries, and
- Distribution of a white and yellow pages directory to residential and business customers in Anchorage and an on-line directory product

(b) Principles of Consolidation

The consolidated financial statements include the consolidated accounts of GCI and its wholly owned subsidiaries with all significant intercompany transactions eliminated.

(c) Earnings per Common Share

Earnings per common share ("EPS") and common shares used to calculate basic and diluted EPS consist of the following (amounts in thousands, except per share amounts):

	Three Months Ended March 31,					
	2004			2003		
	Income (Numerator)	Shares (Denominator)	Per-share Amounts	Income (Numerator)	Shares (Denominator)	Per-share Amounts
Net income before cumulative effect of a change in accounting principle, net of deferred tax benefit of $367 in 2003	$1,925			$ 3,095		
Less preferred stock dividends:						
Series B	334			361		
Series C	150			148		
	484			509		
Basic EPS:						
Net income before cumulative effect of a change in accounting principle, net of deferred tax benefit of $367 in 2003, available to common stockholders	1,441	56,752	$ 0.03	2,586	55,367	$ 0.05
Effect of Dilutive Securities:						
Unexercised stock options	---	1,285	---	---	293	---
Diluted EPS:						
Net income before cumulative effect of a change in accounting principle, net of deferred tax benefit of $367 in 2003, available to common stockholders	$ 1,441	58,037	$ 0.02	$ 2,586	55,660	$ 0.05

Common equivalent shares outstanding which are anti-dilutive for purposes of calculating EPS for the three months ended March 31, 2004 and 2003 are not included in the diluted EPS calculations and consist of the following (shares, in thousands):

	Three Months Ended March 31,	
	2004	2003
Series B redeemable preferred stock	2,277	3,062
Series C redeemable preferred stock	833	833
Anti-dilutive common equivalent shares outstanding	3,110	3,895

Weighted average shares associated with outstanding stock options for the three months ended March 31, 2004 and 2003 which have been excluded from the diluted EPS calculations because the options' exercise price was greater than the average market price of the common shares consist of the following (shares, in thousands):

	Three Months Ended March 31,	
	2004	2003
Weighted average shares associated with outstanding stock options	156	4,510

(d) Common Stock

Following are the changes in common stock for the three months ended March 31, 2004 and 2003 (shares, in thousands):

	Class A	Class B
Balances at December 31, 2002	51,795	3,875
Class B shares converted to Class A	1	(1)
Shares issued under stock option plan	13	---
Shares issued per G.C. Cablevision, Inc. acquisition agreement	223	---
Balances at March 31, 2003	52,032	3,874
Balances at December 31, 2003	52,589	3,868
Class B shares converted to Class A	2	(2)
Shares issued under stock option plan	192	---
Conversion of preferred stock Series B to Class A common stock	560	---
Balances at March 31, 2004	53,343	3,866

(e) Redeemable Preferred Stocks

Redeemable preferred stocks consist of the following (amounts in thousands):

	March 31, 2004	December 31, 2003
Series B	$ 12,572	15,664
Series C	10,000	10,000
	$ 22,572	25,664

We have 1,000,000 shares of preferred stock authorized with the following shares issued (in thousands):

	Series B	Series C
Shares at December 31, 2002 and March 31, 2003	17	10
Shares at December 31, 2003	16	10
Shares converted to GCI Class A common stock	(3)	---
Shares at March 31, 2004	13	10

As of March 31, 2004, the combined aggregate amount of preferred stock mandatory redemption requirements, including dividends, follow (amounts in thousands):

Years Ending March 31:	
2004	$ ---
2005	---
2006	10,150
2007	---
2008	---
	$ 10,150

Series B

The redemption amount of our Series B preferred stock at March 31, 2004 and December 31, 2003 was $13,129,000 and $15,887,000, respectively. The difference between the carrying and redemption amounts is due to accrued dividends which are included in Accrued Liabilities.

Series C

The redemption amount of our convertible redeemable accreting Series C preferred stock on March 31, 2004 and December 31, 2003 was $10,000,000.

(f) Asset Retirement Obligations

Upon adoption of SFAS No. 143, "Accounting for Asset Retirement Obligations," we recorded the cumulative effect of accretion and depreciation expense as a cumulative effect of a change in accounting principle of approximately $544,000, net of income tax benefit of $367,000, during the three months ended March 31, 2003.

Following is a reconciliation of the beginning and ending aggregate carrying amount of our asset retirement obligations at March 31, 2004 and 2003 (amounts in thousands):

Balance at December 31, 2002	$ ---
Liability recognized upon adoption of SFAS No. 143	1,565
Accretion expense for the three months ended March 31, 2003	128
Balance at March 31, 2003	$ 1,693
Balance at December 31, 2003	$ 2,005
Accretion expense for the three months ended March 31, 2004	43
Other	(11)
Balance at March 31, 2004	$ 2,037

(g) Stock Option Plan

At March 31, 2004, we had one stock-based employee compensation plan. We account for this plan under the recognition and measurement principles of Accounting Principles Board ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations. We use the intrinsic-value method and compensation expense is recorded on the date of grant only if the current market price of the underlying stock exceeds the exercise price. We have adopted SFAS No. 123, "Accounting for Stock-Based Compensation," and SFAS No. 148, "Accounting for Stock-Based Compensation-Transition and Disclosure." We have elected to continue to apply the provisions of APB Opinion No. 25 and provide the pro forma disclosure as required by SFAS No. 148.

Stock-based employee compensation cost is reflected over the options' vesting period of generally five years and compensation cost for options granted prior to January 1, 1996 is not considered. The following table illustrates the effect on net income and EPS for the three months ended March 31, 2004 and 2003, if we had applied the fair-value recognition provisions of SFAS No. 123 to stock-based employee compensation (amounts in thousands, except per share amounts):

	Three Months Ended March 31, 2004	Three Months Ended March 31, 2003
Net income, as reported	$ 1,925	2,551
Total stock-based employee compensation expense included in reported net income, net of related tax effects	45	23
Total stock-based employee compensation expense under the fair-value based method for all awards, net of related tax effects	(523)	(474)
Pro forma net income	$ 1,447	2,100
Basic net income per common share after cumulative effect of a change in accounting principle, as reported	$ 0.03	0.04
Diluted net income per common share after cumulative effect of a change in accounting principle, as reported	$ 0.02	0.04
Basic and diluted net income per common share after cumulative effect of a change in accounting principle, pro forma	$ 0.02	0.03

The calculation of total stock-based employee compensation expense under the fair-value based method includes weighted-average assumptions of a risk-free interest rate, volatility and an expected life.

(h) Variable Interest Entities

In December 2003, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation No. ("FIN") 46 (revised December 2003), "Consolidation of Variable Interest Entities," which addresses how a business enterprise should evaluate whether it has a controlling financial interest in an entity through means other than voting rights and accordingly should consolidate the entity. FIN 46R, which was issued in January 2003, replaces FIN 46. We will be required to apply FIN 46R to variable interests in Variable Interest Entities ("VIEs") created after December 31, 2003. For variable interests in VIEs created before January 1, 2004, the Interpretation will be applied beginning on January 1, 2005. For any VIEs that must be consolidated under FIN 46R that were created before January 1, 2004, the assets, liabilities and non-controlling interests of the VIE initially would be measured at their carrying amounts with any difference between the net amount added to the balance sheet and any previously recognized interest being recognized as the cumulative effect of an accounting change. If determining the carrying amounts is not practicable, fair

(Continued)

value at the date FIN 46R first applies may be used to measure the assets, liabilities and non-controlling interest of the VIE. At December 31, 2003, we did not have VIEs. Adoption of this statement on January 1, 2004 did not have a material effect on our results of operations, financial position and cash flows.

(i) Reclassifications

Reclassifications have been made to the 2003 financial statements to make them comparable with the 2004 presentation.

(2) Consolidated Statements of Cash Flows Supplemental Disclosures

Changes in operating assets and liabilities consist of (amounts in thousands):

Three month periods ended March 31,		2004	2003
Decrease in accounts receivable	$	6,146	5,066
(Increase) decrease in inventories		529	(688)
Decrease in prepaid and other current assets		5,902	630
Decrease in accounts payable		(10,562)	(6,075)
Decrease in deferred revenues		(6,539)	(1,662)
Increase (decrease) in accrued payroll and payroll related obligations		(3,234)	1,002
Decrease in accrued interest		(5,725)	(3,119)
Decrease in accrued liabilities		(634)	(391)
Decrease in subscriber deposits		(74)	(64)
Decrease in components of other long-term liabilities		(363)	(350)
	$	(14,554)	(5,651)

We paid interest totaling approximately $13,658,000 and $12,273,000 during the three months ended March 31, 2004 and 2003, respectively.

(3) Intangible Assets

Cable certificates are allocated to our cable services segment. Goodwill is primarily allocated to the cable services segment and the remaining amount is not allocated to a reportable segment, but is included in the All Other category as described in note 6.

Amortization expense for amortizable intangible assets was $159,000 and $173,000 during the three months ended March 31, 2004 and 2003, respectively.

(Continued)

Amortization expense for amortizable intangible assets for each of the five succeeding fiscal years is estimated to be (amounts in thousands):

Years Ending December 31,	
2004	$ 712
2005	595
2006	590
2007	529
2008	279

No indicators of impairment have occurred since the impairment testing was performed as of December 31, 2003.

(4) MCI Settlement and Release Agreement

On July 21, 2002 MCI and substantially all of its active United States subsidiaries filed voluntary petitions for reorganization under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court. On July 22, 2003, the United States Bankruptcy Court approved a settlement agreement for pre-petition amounts owed to us by MCI and affirmed all of our existing contracts with MCI. The remaining pre-petition accounts receivable balance owed by MCI to us after this settlement was $11.1 million ("MCI credit") which we have used and will continue to use as a credit against amounts payable for services purchased from MCI.

After settlement, we began reducing the MCI credit as we utilized it for services otherwise payable to MCI. The use of the credit is recorded as a reduction of bad debt expense. During the three months ended March 31, 2004 and 2003 we realized approximately $1.2 million and $0, respectively, of the MCI credit against amounts payable for services received from MCI.

The remaining unused MCI credit totaled $6.7 million and $7.9 million at March 31, 2004 and December 31, 2003, respectively. The credit balance is not recorded on the Consolidated Balance Sheet as we are recognizing recovery of bad debt expense as the credit is realized. We have accounted for our use of the MCI credit as a gain contingency, and, accordingly, will recognize a reduction of bad debt expense as services are provided by MCI and the credit is realized. MCI emerged from bankruptcy protection in April 2004; see note 8.

(5) Long-term Debt

Draw on New Senior Credit Facility

In January 2004 we drew $10.0 million under the revolving credit portion of our new Senior Credit Facility. The draw was re-paid in February 2004 from proceeds of our new Senior Notes offering discussed below.

Senior Notes Refinancing

In February 2004 GCI's wholly owned subsidiary GCI, Inc. sold $250 million in aggregate principal amount of senior debt securities due in 2014 ("new Senior Notes"). The new Senior Notes are an unsecured senior obligation. We pay interest of 7.25% on the new Senior Notes. The new Senior Notes were sold at a discount of $4.3 million. The Senior Notes are carried on our Consolidated

Balance Sheet net of the unamortized portion of the discount, which is being amortized to Interest Expense over the life of the new Senior Notes.

The net proceeds of the offering were primarily used to repay our existing $180.0 million 9.75% Senior Notes ("old Senior Notes") and to repay approximately $43.8 million of the term portion and $10.0 million of the revolving portion of our new Senior Credit Facility. Semi-annual interest payments of approximately $9.1 million will be due beginning August 15, 2004. In connection with the issuance, we paid fees and other expenses of approximately $6.3 million which are being amortized over the life of the new Senior Notes.

The new Senior Notes were offered only to qualified institutional buyers pursuant to exemptions from registration under the Securities Act. The new Senior Notes have not been registered under the Securities Act and, unless so registered, may not be offered or sold except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. We plan to register our new Senior Notes during the second quarter of 2004.

The new Senior Notes are not redeemable prior to February 15, 2009. At any time on or after February 15, 2009, the new Senior Notes are redeemable at our option, in whole or in part, on not less than thirty days nor more than sixty days notice, at the following redemption prices, plus accrued and unpaid interest (if any) to the date of redemption:

If redeemed during the twelve month period commencing February 1 of the year indicated:	Redemption Price
2009	103.625%
2010	102.417%
2011	101.208%
2012 and thereafter	100.000%

We may, on or prior to February 17, 2007, at our option, use the net cash proceeds of one or more underwritten public offerings of our qualified stock to redeem up to a maximum of 35% of the initially outstanding aggregate principal amount of our new Senior Notes at a redemption price equal to 107.25% of the principal amount of the new Senior Notes, together with accrued and unpaid interest, if any, thereon to the date of redemption, provided that not less than 65% of the principal amount of the new Senior Notes originally issued remain outstanding following such a redemption.

The new Senior Notes restrict GCI, Inc. and certain of its subsidiaries from incurring debt in most circumstances unless the result of incurring debt does not cause our leverage ratio to exceed 6.0 to one. The new Senior Notes do not allow debt under the new Senior Credit Facility to exceed the greater of (and reduced by certain stated items):

- $250 million, reduced by the amount of any prepayments, or
- 3.0 times earnings before interest, taxes, depreciation and amortization for the last four full fiscal quarters of GCI, Inc. and certain of its subsidiaries.

The new Senior Notes limit our ability to make cash dividend payments.

We conducted a Consent Solicitation and Tender Offer for the old Senior Notes. Through February 13, 2004 we accepted for payment $114.6 million principal amount of notes which were validly tendered. Such notes accepted for payment received additional consideration as follows:

- $4.0 million based upon a payment of $1,035 per $1,000 principal amount, consisting of the purchase price of $1,025 per $1,000 principal amount and the consent payment of $10 per $1,000 principal amount, and
- $497,000 in accrued and unpaid interest through February 16, 2004.

The remaining principal amount of $65.4 million was redeemed on March 18, 2004 for additional consideration as follows:

- $2.1 million based upon a payment of $1,032.50 per $1,000 principal amount, and
- $833,000 in accrued and unpaid interest through March 18, 2004.

The total redemption cost was $186.1 million. The premium to redeem our old Senior Notes was $6.1 million (excluding interest cost of $1.3 million) and was recognized as a loss on early extinguishment of debt, a component of Other Income (Expense), during the three months ended March 31, 2004.

Compliance with the redemption notice requirements in the Indenture resulted in a delay before final payment of some of the old Senior Notes. As a result of such delay, our total debt increased during the overlap period between the redemption of the old Senior Notes and the issuance of the new Senior Notes making us out of compliance with Section 6.11 of our Credit, Guaranty, Security and Pledge Agreement, dated as of October 30, 2003. We received a waiver from compliance with Section 6.11 until April 30, 2004. After the final redemption payment on March 18, 2004 we were in compliance with Section 6.11.

(6) Industry Segments Data

Our reportable segments are business units that offer different products. The reportable segments are each managed separately and offer distinct products with different production and delivery processes.

We have four reportable segments as follows:

Long-distance services. We offer a full range of common carrier long-distance services to commercial, government, other telecommunications companies and residential customers, through our networks of fiber optic cables, digital microwave, and fixed and transportable satellite earth stations and our SchoolAccess™ offering to rural school districts and a similar offering to rural hospitals and health clinics.

Cable services. We provide cable television services to residential, commercial and government users in the State of Alaska. Our cable systems serve 35 communities and areas in Alaska, including the state's four largest urban areas, Anchorage, Fairbanks, the Matanuska-Susitna Valley, and Juneau. We offer digital cable television services in Anchorage, the Matanuska-

Susitna Valley, Fairbanks, Juneau, Ketchikan, Kenai and Soldotna and retail cable modem service (through our Internet services segment) in all of our locations in Alaska except Kotzebue.

Local access services. We offer facilities based competitive local exchange services in Anchorage, Fairbanks and Juneau and plan to provide similar competitive local exchange services in other locations pending regulatory approval and subject to availability of capital. Revenue, costs of sales and service and operating expenses for our new phone directory are included in the local access services segment.

Internet services. We offer wholesale and retail Internet services to both consumer and commercial customers. We offer cable modem service as further described in Cable services above. Our undersea fiber optic cable system allows us to offer enhanced services with high-bandwidth requirements.

Included in the "All Other" category in the tables that follow are our managed services, product sales and cellular telephone services. None of these business units has ever met the quantitative thresholds for determining reportable segments. Also included in the All Other category are corporate related expenses including information technology, accounting, legal and regulatory, human resources and other general and administrative expenses.

We evaluate performance and allocate resources based on (1) earnings or loss from operations before depreciation, amortization and accretion expense, net other expense and income taxes, and (2) operating income or loss. The accounting policies of the reportable segments are the same as those described in the summary of significant accounting policies in note 1. Intersegment sales are recorded at cost plus an agreed upon intercompany profit.

We earn all revenues through sales of services and products within the United States. All of our long-lived assets are located within the United States of America, except approximately 84% of our undersea fiber optic cable system which transits international waters.

Summarized financial information for our reportable segments for the three months ended March 31, 2004 and 2003 follows (amounts in thousands):

	Reportable Segments						
	Long-Distance Services	Cable Services	Local Access Services	Internet Services	Total Reportable Segments	All Other	Total
2004							
Revenues:							
Intersegment	$ 3,434	617	2,340	926	7,317	186	7,503
External	51,896	24,852	11,792	6,406	94,946	13,970	108,916
Total revenues	$ 55,330	25,469	14,132	7,332	102,263	14,156	116,419
Earnings (loss) from operations before depreciation, amortization, accretion, net interest expense and income taxes	$ 26,733	11,645	2,314	1,723	42,415	(12,609)	29,806
Operating income (loss)	$ 19,811	6,966	1,422	799	28,998	(8,814)	20,184

	Reportable Segments						
	Long-Distance Services	Cable Services	Local Access Services	Internet Services	Total Reportable Segments	All Other	Total
2003							
Revenues:							
Intersegment	$ 3,603	636	2,623	3,074	9,936	186	10,122
External	48,486	23,438	8,426	4,590	84,940	7,837	92,777
Total revenues	$ 52,089	24,074	11,049	7,664	94,876	8,023	102,899
Earnings (loss) from operations before depreciation, amortization, accretion, net interest expense and income taxes	$ 25,600	11,219	841	454	38,114	(8,550)	29,564
Operating income (loss)	$ 21,161	6,453	374	(1,395)	26,593	(10,530)	16,063

(Continued)

A reconciliation of reportable segment revenues to consolidated revenues follows (amounts in thousands):

Three months ended March 31,	2004	2003
Reportable segment revenues	$ 102,263	94,876
Plus All Other revenues	14,156	8,023
Less intersegment revenues eliminated in consolidation	7,503	10,122
Consolidated revenues	$ 108,916	92,777

A reconciliation of reportable segment earnings from operations before depreciation, amortization and accretion expense, net other expense and income taxes to consolidated net income before income taxes and cumulative effect of a change in accounting principle follows (amounts in thousands):

Three months ended March 31,	2004	2003
Reportable segment earnings from operations before depreciation, amortization and accretion expense, net other expense and income taxes	$ 42,415	38,114
Less All Other loss from operations before depreciation, amortization and accretion expense, net other expense and income taxes	12,609	8,550
Less intersegment contribution eliminated in consolidation	778	625
Consolidated earnings from operations before depreciation, amortization and accretion expense, net other expense and income taxes	29,028	28,939
Less depreciation, amortization and accretion expense	15,758	13,501
Add loss on early extinguishment of debt	6,136	---
Consolidated operating income	19,406	15,438
Less other expense, net	16,172	10,061
Consolidated net income before income taxes and cumulative effect of a change in accounting principle	$ 3,234	5,377

(Continued)

A reconciliation of reportable segment operating income to consolidated net income before income taxes and cumulative effect of a change in accounting principle follows (amounts in thousands):

Three months ended March 31,		2004	2003
Reportable segment operating income	$	28,998	26,593
Less All Other operating loss		8,814	10,530
Less intersegment contribution eliminated in consolidation		778	625
Consolidated operating income		19,406	15,438
Less other expense, net		16,172	10,061
Consolidated net income before income taxes and cumulative effect of a change in accounting principle	$	3,234	5,377

(7) Commitments and Contingencies

Litigation and Disputes

We are routinely involved in various lawsuits, billing disputes, legal proceedings and regulatory matters that have arisen in the normal course of business. While the ultimate results of these items cannot be predicted with certainty we do not expect at this time the resolution of them to have a material adverse effect on our financial position, results of operations or liquidity.

Fiber Optic Cable System Construction Commitment

In June 2003 we began work on the construction of a fiber optic cable system connecting Seward, Alaska and Warrenton, Oregon, with leased backhaul facilities to connect it to our switching and distribution centers in Anchorage, Alaska and Seattle, Washington ("AU West"). A consortium of companies was selected to design, engineer, manufacture and install the undersea fiber optic cable system and a contract has been signed at a total cost to us of $35.2 million. From inception through March 31, 2004 our capital expenditures for this project have totaled approximately $28.4 million, most of which have been funded through our operating cash flows and are classified as Construction in Progress in our Consolidated Balance Sheets. We expect to fund the remaining construction costs of the fiber optic cable system through our operating cash flows and, to the extent necessary, with draws on our new Senior Credit Facility. We expect to place AULP West into service during the second quarter of 2004.

Fiber Optic Cable System Repair

Our undersea fiber optic cable system connecting Whittier, Valdez and Juneau, Alaska and Seattle, Washington ("AULP East") began experiencing powering irregularities during the first quarter of 2004. We expect to repair AU East after AULP West is placed into service without any significant service disruption. Depending on the nature of the malfunction and the necessary corrective action, repair costs are expected to range between $225,000 and $950,000 excluding salvage value, if any. If AULP East must be repaired before AULP West is placed into service, we expect to lease additional temporary transmission capacity the cost of which is not expected to have a material effect on our results of operations.

Internal Revenue Service Examination

Our United States income tax return for 2000 was selected for examination by the Internal Revenue Service during 2003. The examination began during the fourth quarter of 2003. We believe this examination will not have a material adverse effect on our financial position, results of operations or our liquidity.

Anchorage Unbundled Network Elements Arbitration

We are currently involved in arbitration to revise the rates, terms, and conditions that govern our access to unbundled network elements in Anchorage, and a RCA decision is pending. The RCA's decisions in these proceedings could result in a change in our costs of serving new and existing markets via the facilities of the ILEC or via wholesale offerings.

(8) Subsequent Events

MCI's Emergence from Bankruptcy Protection

MCI emerged from bankruptcy protection on April 20, 2004. Uncertainties exist with respect to the potential realization and the timing of our utilization of the MCI credit. We have accounted for our use of the MCI credit as a gain contingency, and, accordingly, will recognize a reduction of bad debt expense as services are provided by MCI and the credit is realized.

Rural Exemption

Alaska Communications Systems Group, Inc. ("ACS"), through subsidiary companies, provides local services in Fairbanks and Juneau, Alaska. These ACS subsidiaries are classified as Rural Telephone Companies under the 1996 Telecom Act, which entitles them to an exemption of certain material interconnection terms of the 1996 Telecom Act, until and unless such "rural exemption" is examined and discontinued by the RCA. An April 2004 proceeding to decide the matter of rural exemption was canceled upon GCI's and ACS' joint settlement. The settlement agreement includes the following terms, among others:

- ACS relinquishes all claims to exemptions from full local telephone competition in Fairbanks and Juneau,
- New rates for unbundled loops in Fairbanks and Juneau will begin January 1, 2005. We estimate the agreed upon rates will increase our local services segment cost of sales and service approximately $600,000 to $700,000 during the year ended December 31, 2005,
- Extension of existing interconnection agreements between ACS and GCI for Fairbanks and Juneau until January 1, 2008, and
- Resolution of unbundled network element leasing issues for the Fairbanks and Juneau markets.

PART I.
ITEM 2.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Unaudited)

In the following discussion, General Communication, Inc. and its direct and indirect subsidiaries are referred to as "we," "us" and "our."

Management's Discussion and Analysis of Financial Condition and Results of Operations discusses our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, we evaluate our estimates and judgments, including those related to unbilled revenues, cost of sales and services accruals, allowance for doubtful accounts, depreciation, amortization and accretion periods, intangible assets, income taxes, and contingencies and litigation. We base our estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. See also our "Cautionary Statement Regarding Forward-Looking Statements."

General Overview

Through our focus on long-term results, acquisitions, and strategic capital investments, we strive to consistently grow our revenues and expand our margins. We have historically met our cash needs for operations, regular capital expenditures and maintenance capital expenditures through our cash flows from operating activities. Historically, cash requirements for significant acquisitions and major capital expenditures have been provided largely through our financing activities. We are funding the construction of a new fiber optic cable system through our operating cash flows and, to the extent necessary, with draws on our new Senior Credit Facility, as further discussed in Liquidity and Capital Resources in this report.

__Results of Operations__

The following table sets forth selected Statement of Operations data as a percentage of total revenues for the periods indicated (underlying data rounded to the nearest thousands):

(Unaudited)	Three Months Ended March 31, 2004	2003	Percentage Change[1] 2004 vs. 2003
Statement of Operations Data:			
Revenues:			
Long-distance services	47.7%	52.2%	7.0%
Cable services	22.8%	25.3%	6.0%
Local access services	10.8%	9.1%	39.9%
Internet services	5.9%	4.9%	39.6%
All other services	12.8%	8.5%	78.3%
Total revenues	100.0%	100.0%	17.4%
Cost of sales and services	35.6%	32.6%	28.1%
Selling, general and administrative expenses	32.5%	35.6%	7.3%
Bad debt expense (recovery)	(0.4%)	0.6%	(166.5%)
Depreciation, amortization and accretion expense	14.5%	14.6%	16.7%
Operating income	17.8%	16.6%	25.7%
Net income before income taxes and cumulative effect of a change in accounting principle in 2003	3.0%	5.8%	(39.9%)
Net income before cumulative effect of a change in accounting principle in 2003	1.8%	3.3%	(37.8%)
Net income	1.8%	2.7%	(24.5%)

(Unaudited)	Three Months Ended March 31, 2004	2003	Percentage Change [1] 2004 vs. 2003
***Other Operating Data*:**			
Long-distance services operating income [2]	41.3%	46.6%	(5.3%)
Cable services operating income [3]	25.5%	24.8%	9.1%
Local access services operating income [4]	(3.2%)	(20.5%)	78.0%
Internet services operating income (loss) [5]	14.3%	(18.8%)	205.8%

---

1 Percentage change in underlying data.
2 Computed as a percentage of total external long-distance services revenues.
3 Computed as a percentage of total external cable services revenues.
4 Computed as a percentage of total external local access services revenues.
5 Computed as a percentage of total external Internet services revenues.

Three Months Ended March 31, 2004 ("2004") Compared To Three Months Ended March 31, 2003 ("2003")

Overview of Revenues and Cost of Sales and Services
Total revenues increased 17.4% from $92.8 million in 2003 to $108.9 million in 2004. All of our segments and All Other Services contributed to the increase in total revenues. See the discussion below for more information by segment.

Total cost of sales and services increased 28.1% from $30.2 million in 2003 to $38.7 million in 2004. As a percentage of total revenues, total cost of sales and services increased from 32.6% in 2003 to 35.6% in 2003. All of our segments and All Other Services contributed to the increase in total cost of sales and services. See the discussion below for more information by segment.

Long-Distance Services Overview
Long-distance services revenue in 2004 represented 47.7% of consolidated revenues. Our provision of interstate and intrastate long-distance services, Private Line and leased dedicated capacity services, and broadband services accounted for 94.0% of our total long-distance services revenues during 2004.

Factors that have the greatest impact on year-to-year changes in long-distance services revenues include the rate per minute charged to customers, usage volumes expressed as minutes of use, and the number of Private Line, leased dedicated service and broadband products in use.

Due in large part to the favorable synergistic effects of our bundling strategy, the long-distance services segment continues to be a significant contributor to our overall performance, although the migration of traffic from voice to data and from fixed to mobile wireless continues.

Our long-distance services segment faces significant competition from AT&T Alascom, long-distance resellers, and local telephone companies that have entered the long-distance market. We believe our approach to developing, pricing, and providing long-distance services and bundling different business segment services will continue to allow us to be competitive in providing those services.

Our contract to provide interstate and intrastate long-distance services to Sprint was replaced in March 2002 extending its term to March 2007 with two one-year automatic extensions to March 2009. Contractual rate reductions occur annually through the end of the initial term of the contract.

On July 21, 2002 MCI and substantially all of its active United States subsidiaries filed voluntary petitions for reorganization under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court. On July 22, 2003, the United States Bankruptcy Court approved a settlement agreement for pre-petition amounts owed to us by MCI and affirmed all of our existing contracts with MCI. The remaining pre-petition accounts receivable balance owed by MCI to us after this settlement was $11.1 million ("MCI credit") which we have used and will continue to use as a credit against amounts payable for services purchased from MCI.

After settlement, we began reducing the MCI credit as we utilized it for services otherwise payable to MCI. The use of the credit is recorded as a reduction of bad debt expense. During the three months ended March 31, 2004 and 2003 we realized approximately $1.2 million and $0, respectively, of the MCI credit against amounts payable for services received from MCI.

The remaining unused MCI credit totaled $6.7 million and $7.9 million at March 31, 2004 and December 31, 2003, respectively. The credit balance is not recorded on the Consolidated Balance Sheet as we are recognizing recovery of bad debt expense as the credit is realized.

MCI emerged from bankruptcy protection on April 20, 2004. We have accounted for our use of the MCI credit as a gain contingency, and, accordingly, will recognize a reduction of bad debt expense as services are provided by MCI and the credit is realized.

Other common carrier traffic routed to us for termination in Alaska is largely dependent on traffic routed to MCI and Sprint by their customers. Pricing pressures, general economic deterioration, new program offerings, business failures, and market and business consolidations continue to evolve in the markets served by MCI and Sprint. If, as a result, their traffic is reduced, or if their competitors' costs to terminate or originate traffic in Alaska are reduced, our traffic will also likely be reduced, and our pricing may be reduced to respond to competitive pressures. Additionally, a protracted economic malaise in the 48 contiguous states south of or below Alaska ("Lower 48 States") or a further disruption in the economy resulting from terrorist attacks and other attacks or acts of war could affect our carrier customers. We are unable to predict the effect on us of such changes, however given the materiality of other common carrier revenues to us, a significant reduction in traffic or pricing could have a material adverse effect on our financial position, results of operations and liquidity.

Long-distance Services Segment Revenues
Total long-distance services segment revenues increased 7.0% to $51.9 million in 2004. The components of long-distance services segment revenues are as follows (amounts in thousands):

	2004	2003	Percentage Change
Common carrier message telephone services	$ 21,171	21,062	0.5%
Residential, commercial and governmental message telephone services	9,893	10,211	(3.1%)
Private line and private network services	10,366	8,838	17.3%
Broadband services	7,369	5,747	28.2%
Lease of fiber optic cable system capacity	3,097	2,628	17.8%
Total long-distance services segment revenue	$ 51,896	48,486	7.0%

Common Carrier Message Telephone Services Revenue
The 2004 increase in message telephone service revenues from other common carriers (principally MCI and Sprint) resulted from a 20.5% increase in wholesale minutes carried to 225.5 million minutes. The increase in message telephone service revenues from other common carriers in 2004 was partially offset by the following:

- A 11.4% decrease in the average rate per minute on minutes carried for other common carriers primarily due to the decreased average rate per minute as agreed to in the July 2003 extension of our contract to provide interstate and intrastate long-distance services to MCI, and
- A discount given to a certain other common carrier customer starting in the third quarter of 2003.

Residential, Commercial and Governmental Message Telephone Services Revenue
Selected key performance indicators for our offering of message telephone service to residential, commercial and governmental customers follow:

	2004	2003	Percentage Change
Retail minutes carried	76.2 million	71.9 million	6.0%
Average rate per minute	$0.130	$0.139	(6.5%)
Number of active residential, commercial and governmental customers [1]	86,100	87,300	(1.4%)

[1] All current subscribers who have had calling activity during March 2004 and 2003, respectively.

The decrease in message telephone service revenues from residential, commercial, and governmental customers in 2004 is primarily due to the following:

- A decrease in the average rate per minute primarily due to our promotion of and customers' enrollment in calling plans offering a certain number of minutes for a flat monthly fee, and

- A decrease in the number of active residential, commercial, and governmental customers billed primarily due to the effect of customers substituting cellular phone, prepaid calling card, and email usage for direct dial minutes.

The decrease in message telephone service to residential, commercial and governmental customers in 2004 is partially off-set by an increase in minutes carried for these customers. The increase in minutes is primarily a result of our contract to provide services to the State of Alaska starting in the first quarter of 2004.

Broadband Services Revenue
The increase in revenues from our packaged telecommunications offering to rural hospitals and health clinics and our SchoolAccess™ offering to rural school districts in 2004 is primarily due to the following:

- An increased number of circuits leased to rural hospitals and health clinics in Alaska to both existing and new customers resulting in increased revenue of $607,000, and
- A $617,000 increase in special project revenue for services sold to the federal government.

Long-distance Services Segment Cost of Sales and Services
Long-distance services segment cost of sales and services increased 18.6% to $14.3 million in 2004. Long-distance services segment cost of sales and services as a percentage of long-distance services segment revenues increased from 24.9% in 2003 to 27.6% in 2004 primarily due to the following:

- A $2.3 million refund ($1.9 million after deducting certain direct costs) in 2003 from a local exchange carrier in respect of its earnings that exceeded regulatory requirements and did not recur in 2004,
- The decreased average rate per minute on minutes carried for other common carriers as agreed to in the July 24, 2003 extension of our contract to provide interstate and intrastate long-distance services to MCI, and
- A discount given to a certain other common carrier customer in 2004 without a corresponding decrease in the cost of sales and services.

The increase in the long-distance services segment cost of sales and services as a percentage of long-distance services segment revenues is partially off-set by the following:

- A $400,000 refund in 2004 from an intrastate access cost pool that previously overcharged us for access services, and
- Reductions in access costs due to distribution and termination of our traffic on our own local access services network instead of paying other carriers to distribute and terminate our traffic. The statewide average cost savings is approximately $.011 and $.061 per minute for interstate and intrastate traffic, respectively. We expect cost savings to continue to occur as long-distance traffic originated, carried, and terminated on our own facilities grows.

Cable Services Overview
Cable television revenues in 2004 represented 22.8% of consolidated revenues. Our cable systems serve 35 communities and areas in Alaska, including the state's four largest population centers, Anchorage, Fairbanks, the Matanuska-Susitna Valley and Juneau.

We generate cable services revenues from four primary sources: (1) digital and analog programming services, including monthly basic and premium subscriptions, pay-per-view movies and other one-time events, such as sporting events; (2) equipment rentals and installation; (3) cable modem services (shared with our Internet services segment); and (4) advertising sales. During 2004 programming services generated 73.5% of total cable services revenues, cable services' allocable share of cable modem services accounted for 13.3% of such revenues, equipment rental and installation fees accounted for 9.4% of such revenues, advertising sales accounted for 3.0% of such revenues, and other services accounted for the remaining 0.8% of total cable services revenues.

Effective February 2003, we increased rates charged for certain cable services and premium packages in six communities, including three of the state's four largest population centers, Anchorage, Fairbanks and Juneau. Rates increased approximately 4% for those customers who experienced an adjustment.

The primary factors that contribute to year-to-year changes in cable services revenues include average monthly subscription and pay-per-view rates, the mix among basic, premium and pay-per-view services and digital and analog services, the average number of cable television and cable modem subscribers during a given reporting period, and revenues generated from new product offerings.

In 2002 we signed seven-year retransmission agreements with the five local Anchorage broadcasters and began up-linking and distributing the local Anchorage programming to all of our cable systems. This local programming provides additional value to our cable subscribers that not all our Direct Broadcast Satellite ("DBS") competitors can provide. In the third quarter of 2003 DBS service provider Dish Network (EchoStar Communications Corporation) began providing, for an additional fee, Anchorage based broadcaster programming in Anchorage and in other Alaska communities where there is not a similar local broadcast affiliate.

Cable Services Segment Revenues and Cost of Sales and Services
Selected key performance indicators for our cable services segment follow:

	2004	2003	Percentage Change
Basic subscribers	134,000	136,300	(1.7%)
Digital special interest subscribers	34,000	30,200	12.6%
Cable modem subscribers	51,700	38,600	33.9%
Homes passed	203,400	198,400	2.5%

Total cable services segment revenues increased 6.0% to $24.9 million and average gross revenue per average basic subscriber per month increased $2.87 or 4.8% in 2004.

The increase in cable services segment revenues is primarily due to a 32.8% increase in its share of cable modem revenue (offered through our Internet services segment) to $3.3 million in 2004 due to an increased number of cable modems deployed. Approximately 99% of our cable homes passed are able to subscribe to our cable modem service. In the second quarter of 2003 we completed our upgrade of the Ketchikan cable system. Customers in this system are now able to subscribe to cable modem service.

We now offer digital programming service in Anchorage, the Matanuska-Susitna Valley, Fairbanks, Juneau, Ketchikan, Kenai, and Soldotna, representing approximately 88% of our total homes passed at

March 31, 2004. We launched digital programming services in the Matanuska-Susitna Valley cable system during the first and second quarters of 2003 and launched such services in the Ketchikan cable system in the third quarter of 2003.

Cable services cost of sales and services increased 9.4% to $7.1 million in 2004 due to programming cost increases for most of our cable programming services offerings. Cable services cost of sales and services as a percentage of cable services revenues increased from 27.6% in 2003 to 28.4% in 2004 primarily due to rate increases in 2004 by programming vendors exceeding our rate adjustments. Cost of sales increases are partially off-set by increasing amounts of cable modem services sold that generally have higher margins than do cable programming services.

Multiple System Operator ("MSO") Operating Statistics

Our operating statistics include capital expenditures and customer information from our cable services segment and the components of our local access services and Internet services segments which offer services utilizing our cable services' facilities.

Our capital expenditures by standard reporting category for the three month periods ending March 31, 2004 and 2003 follows (amounts in thousands):

	2004	2003
Customer premise equipment	$ 3,438	1,276
Commercial	47	68
Scalable infrastructure	1,755	135
Line extensions	44	88
Upgrade/rebuild	1,770	72
Support capital	181	77
Sub-total	7,235	1,716
Remaining reportable segments and All Other capital expenditures	17,966	4,758
	$ 25,201	6,474

The standardized definition of a customer relationship is the number of customers that receive at least one level of service, encompassing voice, video, and data services, without regard to which services customers purchase. At March 31, 2004 and 2003 we had 122,100 and 124,000 customer relationships, respectively.

The standardized definition of a revenue generating unit is the sum of all primary analog video, digital video, high-speed data, and telephony customers, not counting additional outlets. At March 31, 2004 and 2003 we had 185,800 and 173,300 revenue generating units, respectively.

Local Access Services Overview

We generate local access services revenues from three primary sources: (1) business and residential basic dial tone services; (2) business Private Line and special access services; and (3) business and residential features and other charges, including voice mail, caller ID, distinctive ring, inside wiring and subscriber line charges. During 2004 local access services revenues represented 10.8% of consolidated revenues.

The primary factors that contribute to year-to-year changes in local access services revenues include the average number of business and residential subscribers to our services during a given reporting period, the average monthly rates charged for non-traffic sensitive services, the number and type of additional premium features selected, and the traffic sensitive access rates charged to carriers and the Universal Service Program.

Our local access services segment faces significant competition in Anchorage, Fairbanks, and Juneau from ACS , which is the largest ILEC in Alaska, and from AT&T Alascom, Inc. We believe our approach to developing, pricing, and providing local access services and bundling different business segment services will allow us to be competitive in providing those services.

At March 31, 2004, 108,600 lines were in service as compared to approximately 98,900 lines in service at March 31, 2003. At March 31, 2004 approximately 1,200 additional lines were awaiting connection. We estimate that our 2004 lines in service represents a statewide market share of approximately 23%.

Our access line mix at March 31, 2004 follows:

- Residential lines represent approximately 59% of our lines,
- Business customers represent approximately 35% of our lines, and
- Internet access customers represent approximately 6% of our lines.

Approximately 85% of our lines are provided on our own facilities and leased local loops. Approximately 5% of our lines are provided using UNE platform.

In December 2003 we distributed our new phone directory and began recognizing revenue and costs of sales and service in the local access services segment. We recognized one month of revenue and cost of sales and service in the fourth quarter of 2003 and are recognizing the remaining eleven months in 2004.

In April 2004 we successfully launched our DLPS deployment utilizing our Anchorage coaxial cable facilities. This service delivery method allows us to utilize our own cable facilities to provide local access to our customers and avoid paying local loop charges to the ILEC. To ensure the necessary equipment is available to us we have committed to purchase a certain number of outdoor, network powered multi-media adapters.

Local Access Services Segment Revenues and Cost of Sales and Services

Local access services segment revenues increased 39.9% in 2004 to $11.8 million primarily due to the following:

- Growth in the average number of lines in service, and
- $1.3 million increase in support from the Universal Service Program.

Local access services segment cost of sales and services increased 15.9% to $6.5 million in 2004. Local access services segment cost of sales and services as a percentage of local access services segment revenues decreased from 67.0% in 2003 to 55.5% in 2004, primarily due to the following:

- $1.3 million increase in support from the Universal Service Program with no corresponding increase in cost of sales and services, and

- $218,000 increase in the end user common line rate in the third quarter of 2003.

The local access services segment operating results are negatively affected by the allocation of the benefit of access cost savings to the long-distance services segment. If the local access services segment received credit for the access charge reductions recorded by the long distance services segment, the local access services segment operating results would have improved by approximately $1.7 million and the long distance services segment operating results would have been reduced by an equal amount in 2004. Avoided access charges totaled approximately $1.8 million in 2003.

The local access services segment operating results were affected by our evaluation and testing of DLPS technology. We successfully launched our DLPS deployment in April 2004.

Internet Services Overview

We generate Internet services revenues from three primary sources: (1) access product services, including commercial, Internet service provider, and retail dial-up access; (2) network management services; and (3) Internet services' allocable share of cable modem revenue (a portion of cable modem revenue is also recognized by our cable services segment). During 2004 Internet services segment revenues represented 5.9% of consolidated revenues.

The primary factors that contribute to year-to-year changes in Internet services revenues include the average number of subscribers to our services during a given reporting period, the average monthly subscription rates, the amount of bandwidth purchased by large commercial customers, and the number and type of additional premium features selected.

Marketing campaigns continue to be deployed targeting residential and commercial customers featuring bundled products. Our Internet offerings are bundled with various combinations of our long-distance, cable, and local access services offerings and provide free or discounted basic or premium Internet services. Value-added premium Internet features are available for additional charges.

We compete with a number of Internet service providers in our markets. We believe our approach to developing, pricing, and providing Internet services allows us to be competitive in providing those services.

Internet Services Segment Revenues and Cost of Sales and Services

Selected key performance indicators for our Internet services segment follow:

	2004	2003	Percentage Change
Total Internet subscribers	100,600	91,800	9.6%
Cable modem subscribers	51,700	38,600	33.9%
Dial-up subscribers	48,900	53,500	(8.6%)

Total Internet services segment revenues increased 39.6% to $6.4 million in 2004 primarily due to the 34.3% increase in its allocable share of cable modem revenues to $2.7 million in 2004 as compared to 2003. The increase in cable modem revenues is primarily due to growth in cable modem subscribers. Additionally, cable modem revenue growth is affected by the level of service our subscribers select. In 2004 and 2003, 7.4% and 6.7%, respectively, of our subscribers selected our highest level of cable

modem service resulting in a 29.7% or approximately $1.3 million increase in revenue in 2004 as compared to 2003.

We previously reported a total of 71,600 Internet subscribers at March 31, 2003. This subscriber count was based upon the total number of active dial-up subscribers at March 31, 2003. Not all cable modem subscribers paying for a dial-up plan had activated their dial-up service. When we first started selling cable modem service it was packaged in a way that almost all cable modem subscribers were also dial up subscribers. As we introduced new packages and plans and started promoting our cable modem LiteSpeed service the number of cable modem subscribers without a dial up plan increased substantially. An internal review during the second quarter of 2003 revealed that these subscriber counts had risen substantially enough that they are now being reported separately.

Internet services cost of sales and services increased 25.3% to $1.8 million in 2004, and as a percentage of Internet services revenues, totaled 27.5% and 30.6% in 2004 and 2003, respectively. The 2004 decrease as a percentage of Internet services revenues is primarily due to the increase in Internet's portion of cable modem revenue which generally has higher margins than do other Internet services products. As Internet services revenues increase, economies of scale and more efficient network utilization continue to result in reduced Internet cost of sales and services as a percentage of revenues.

All Other Services Overview

Revenues reported in the All Other category as described in note 6 in the accompanying "Notes to Interim Condensed Consolidated Financial Statements" include our managed services, product sales, and cellular telephone services.

Revenues included in the All Other category represented 12.8% of total revenues in 2004.

All Other Revenues and Costs of Sales and Services

All Other revenues increased 78.3% to $14.0 million in 2004. The increase in revenues is primarily due to the following:

- $6.1 million in special project revenue earned from our GCI Fiber system in 2004, and
- Increased monthly revenue earned from our GCI Fiber system that transits the Trans Alaska oil pipeline corridor.

The increase described above is partially off-set by a $840,000 decrease in product sales revenue to $786,000 in 2004. The decrease is due to sales of product to two customers in 2003 that were not repeated in 2004.

All Other costs of sales and services increased 94.3% to $9.1 million in 2004, and as a percentage of All Other revenues, totaled 64.8% and 59.5% in 2004 and 2003, respectively. The increase in All Other costs of sales and services as a percentage of All Other revenues is primarily due to the recognition of $5.5 million in costs associated with special project revenue earned from our GCI Fiber system in 2004. The cost of sales and services as a percentage of revenue was 89.7% for this project, which is a higher percentage than we realize for the regular monthly revenue in All Other revenues.

The increase in the cost of sales and services as a percentage of revenue is partially off-set by increased monthly revenue earned from our recurring service contracts in 2004 which exceeds the corresponding increase in costs of sales or services.

Selling, General and Administrative Expenses
Selling, general and administrative expenses increased 7.3% to $35.4 million in 2004 primarily due to a $1.5 million increase in labor and health insurance costs. As a percentage of total revenues, selling, general and administrative expenses decreased to 32.5% in 2004 from 35.6% in 2003, primarily due to an increase in revenues without a corresponding increase in selling, general and administrative expenses.

Marketing and advertising expenses as a percentage of total revenues increased from 2.7% in 2003 to 2.8% in 2004.

Bad Debt Expense (Recovery)
Bad debt expense (recovery) decreased 166.5% to ($397,000) in 2004. The 2004 decrease is primarily due to realization of approximately $1.2 million of the MCI credit through a reduction to bad debt expense in 2004, as further discussed in the "Long Distance Service Overview" above.

Depreciation, Amortization and Accretion Expense
Depreciation, amortization and accretion expense increased 16.7% to $15.8 million in 2004. The increase is primarily attributed to our $45.8 million investment in equipment and facilities placed into service during 2003 for which a full year of depreciation will be recorded in 2004, and the $7.0 million investment in equipment and facilities placed into service during 2004 for which a partial year of depreciation will be recorded in 2004.

Other Expense, Net
Other expense, net of other income, increased 60.7% to $16.2 million in 2004. The increase is primarily due to the following:

- In 2004 we paid bond call premiums totaling $6.1 million to redeem our old Senior Notes, and
- As a result of redeeming our old Senior Notes in 2004 we recognized $2.3 million in unamortized old Senior Notes fee expense.

Partially offsetting the increases described above was a $2.3 million decrease in interest expense in 2004 on our new Senior Credit Facility due to a decrease in the average outstanding balance owed and a decreased interest rate as compared to 2003.

Income Tax Expense
Income tax expense was $1.3 million in 2004 and $2.3 million in 2003. The change was due to decreased net income before income taxes and cumulative effect of a change in accounting principle in 2004 as compared to 2003. Our effective income tax rate decreased from 42.4% in 2003 to 40.5% in 2004 due to the decreasing proportion of items that are nondeductible for income tax purposes in 2004.

At March 31, 2004, we have (1) tax net operating loss carryforwards of approximately $188.6 million that will begin expiring in 2005 if not utilized, and (2) alternative minimum tax credit carryforwards of approximately $1.9 million available to offset regular income taxes payable in future years. Our

utilization of certain net operating loss carryforwards is subject to limitations pursuant to Internal Revenue Code section 382.

Tax benefits associated with recorded deferred tax assets are considered to be more likely than not realizable through future reversals of existing taxable temporary differences and future taxable income exclusive of reversing temporary differences and carryforwards. The amount of deferred tax asset considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carryforward period are reduced which would result in additional income tax expense. We estimate that our effective annual income tax rate for financial statement purposes will be 38% to 41% in 2004.

Cumulative Effect of a Change in Accounting Principle

On January 1, 2003 we adopted SFAS No. 143, "Accounting for Asset Retirement Obligations," and recorded the cumulative effect of accretion and depreciation expense as a cumulative effect of a change in accounting principle of approximately $544,000, net of income tax benefit of $367,000.

Liquidity and Capital Resources

Cash flows from operating activities totaled $13.8 million in 2004 as compared to $14.4 million in 2003. The 2004 decrease is primarily due to a $4.3 million payment of our company-wide success sharing bonus in 2004 and a $2.3 million refund in 2003 from a local exchange carrier in respect of its earnings that exceeded regulatory requirements, partially off-set by increased cash flow from all of our reportable segments and All Other Services.

Other sources of cash during 2004 include $245.7 million from the issuance of our new Senior Notes and a $10.0 million draw under the revolving credit portion of our new Senior Credit Facility. Uses of cash during 2004 included expenditures of $25.2 million for property and equipment, including construction in progress, the $180.0 million repayment of our old Senior Notes, the $53.8 million repayment of the term and revolving credit portions of our new Senior Credit Facility, payment of $6.4 million in fees associated with the new Senior Notes and new Senior Credit Facility, and payment of bond call premiums totaling $6.1 million to redeem our old Senior Notes.

Net receivables decreased $6.2 million from December 31, 2003 to March 31, 2004 primarily due to the February 2004 receipt of $5.6 million on a trade receivable for broadband services provided to hospitals and health clinics.

Working capital totaled $20.0 million at March 31, 2004, a $11.9 million increase as compared to $8.1 million at December 31, 2003. The increase is primarily due to the January 2004 draw on our new Senior Credit Facility which we used to fund our old Senior Notes interest payment in February 2004.

In February 2004 GCI's wholly owned subsidiary GCI, Inc. sold $250 million in aggregate principal amount of senior debt securities due in 2014. The new Senior Notes are an unsecured senior obligation. We pay interest of 7.25% on the new Senior Notes. The new Senior Notes were sold at a discount of $4.3 million. The Senior Notes are carried on our Consolidated Balance Sheet net of the unamortized portion of the discount, which is being amortized to Interest Expense over the life of the new Senior Notes.

The net proceeds of the offering were primarily used to repay our existing $180.0 million 9.75% Senior Notes and to repay approximately $43.8 million of the term portion and $10.0 million of the revolving portion of our new Senior Credit Facility. Semi-annual interest payments of approximately $9.1 million will be due beginning August 15, 2004. In connection with the issuance, we paid fees and other expenses of approximately $6.3 million which are being amortized over the life of the new Senior Notes.

The new Senior Notes were offered only to qualified institutional buyers pursuant to exemptions from registration under the Securities Act. The new Senior Notes have not been registered under the Securities Act and, unless so registered, may not be offered or sold except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. We plan to register our new Senior Notes during the second quarter of 2004.

The new Senior Notes are not redeemable prior to February 15, 2009. At any time on or after February 15, 2009, the new Senior Notes are redeemable at our option, in whole or in part, on not less than thirty days nor more than sixty days notice, at the following redemption prices, plus accrued and unpaid interest (if any) to the date of redemption:

If redeemed during the twelve month period commencing February 1 of the year indicated:	Redemption Price
2009	103.625%
2010	102.417%
2011	101.208%
2012 and thereafter	100.000%

We may, on or prior to February 17, 2007, at our option, use the net cash proceeds of one or more underwritten public offerings of our qualified stock to redeem up to a maximum of 35% of the initially outstanding aggregate principal amount of our new Senior Notes at a redemption price equal to 107.25% of the principal amount of the new Senior Notes, together with accrued and unpaid interest, if any, thereon to the date of redemption, provided that not less than 65% of the principal amount of the new Senior Notes originally issued remain outstanding following such a redemption.

The new Senior Notes restrict GCI, Inc. and certain of its subsidiaries from incurring debt in most circumstances unless the result of incurring debt does not cause our leverage ratio to exceed 6.0 to one. The new Senior Notes do not allow debt under the new Senior Credit Facility to exceed the greater of (and reduced by certain stated items):

- $250 million, reduced by the amount of any prepayments, or
- 3.0 times earnings before interest, taxes, depreciation and amortization for the last four full fiscal quarters of GCI, Inc. and certain of its subsidiaries.

The new Senior Notes limit our ability to make cash dividend payments.

We conducted a Consent Solicitation and Tender Offer for the old Senior Notes. Through February 13, 2004 we accepted for payment $114.6 million principal amount of notes which were validly tendered. Such notes accepted for payment received additional consideration as follows:

- $4.0 million based upon a payment of $1,035 per $1,000 principal amount, consisting of the purchase price of $1,025 per $1,000 principal amount and the consent payment of $10 per $1,000 principal amount, and
- $497,000 in accrued and unpaid interest through February 16, 2004.

The remaining principal amount of $65.4 million was redeemed on March 18, 2004 for additional consideration as follows:

- $2.1 million based upon a payment of $1,032.50 per $1,000 principal amount, and
- $833,000 in accrued and unpaid interest through March 18, 2004.

The total redemption cost was $186.1 million. The premium to redeem our old Senior Notes was $6.1 million (excluding interest cost of $1.3 million) and was recognized as a loss on early extinguishment of debt, a component of Other Income (Expense), during the three months ended March 31, 2004.

Compliance with the redemption notice requirements in the Indenture resulted in a delay before final payment of some of the old Senior Notes. As a result of such delay, our total debt increased during the overlap period between the redemption of the old Senior Notes and the issuance of the new Senior Notes making us out of compliance with Section 6.11 of our Credit, Guaranty, Security and Pledge Agreement, dated as of October 30, 2003. We received a waiver from compliance with Section 6.11 until April 30, 2004. After the final redemption payment on March 18, 2004 we were in compliance with Section 6.11.

In January 2004 we drew $10.0 million under the revolving portion of our new Senior Credit facility. Our ability to draw down on the revolver portion of our new Senior Credit Facility could be diminished if we are not in compliance with all new Senior Credit Facility covenants or have a material adverse change at the date of the request for the draw. In February 2004 we used a portion of the proceeds from the issuance of our new Senior Notes to repay approximately $43.8 million of the term portion and $10.0 million of the revolving portion of our new Senior Credit Facility.

We were in compliance with all loan covenants at March 31, 2004.

Our expenditures for property and equipment, including construction in progress, totaled $25.2 million and $6.5 million during 2004 and 2003, respectively. Our capital expenditures requirements in excess of approximately $25 million per year, excluding the new fiber optic cable system construction costs, are largely success driven and are a result of the progress we are making in the marketplace. We expect our 2004 expenditures for property and equipment for our core operations, including construction in progress and excluding the new fiber optic cable system construction costs and other special projects described below, to total $45 million to $55 million, depending on available opportunities and the amount of cash flow we generate during 2004.

We are constructing a fiber optic cable system connecting Seward, Alaska and Warrenton, Oregon, with leased backhaul facilities to connect it to our switching and distribution centers in Anchorage, Alaska and Seattle, Washington. The 1,544-statute mile cable system has a total design capacity of 960

Gigabits per second access speed and is planned to be operational in May 2004. The cable will complement our existing fiber optic cable system between Whittier, Alaska and Seattle, Washington. The two cables will provide physically diverse backup to each other in the event of an outage. We expect to fund construction costs that are expected to total approximately $50 million through our operating cash flows and, to the extent necessary, with draws on our new Senior Credit Facility. During 2004 our capital expenditures for this project have totaled approximately $10.3 million and from inception have totaled $28.4 million, most of which have been funded through our operating cash flows.

Planned capital expenditures over the next five years include those necessary for continued expansion of our long-distance, local exchange and Internet facilities, supplementing our existing network backup facilities, continuing development of our PCS network to meet the requirements of our license, continuing deployment of DLPS, upgrades to our cable television plant, and potential development of a wireless network.

In April 2004 we successfully launched our DLPS service delivery method. To ensure the necessary equipment is available to us we have entered into an agreement to purchase a certain number of outdoor, network powered multi-media adapters. The agreement has a remaining outstanding commitment at March 31, 2004 of $17.4 million.

A migration of MCI's or Sprint's traffic off our network without it being replaced by other common carriers that interconnect with our network could have a materially adverse impact on our financial position, results of operations and liquidity.

Dividends accrued on our Series B preferred stock are payable in cash at the semi-annual payment dates of April 30 and October 31 of each year. In January 2004, 3,108 shares of our Series B preferred stock were converted to 560,000 shares of our Class A common stock at the stated conversion price of $5.55 per share. The conversion will reduce our future semi-annual cash dividends.

Dividends accrued on our Series C preferred stock are payable quarterly in cash. In March 2004 we paid a Series C preferred stock dividend of approximately $150,000.

The long-distance, local access, cable, Internet and wireless services industries continue to experience substantial competition, regulatory uncertainty, and continuing technological changes. Our future results of operations will be affected by our ability to react to changes in the competitive and regulatory environment and by our ability to fund and implement new or enhanced technologies. We are unable to determine how competition, economic conditions, and regulatory and technological changes will affect our ability to obtain financing under acceptable terms and conditions.

We believe that we will be able to meet our current and long-term liquidity and capital requirements, fixed charges and preferred stock dividends through our cash flows from operating activities, existing cash, cash equivalents, short-term investments, credit facilities, and other external financing and equity sources. Should cash flows be insufficient to support additional borrowings and principal payments scheduled under our existing credit facilities, capital expenditures will likely be reduced.

Critical Accounting Policies

Our accounting and reporting policies comply with accounting principles generally accepted in the United States of America. The preparation of financial statements in conformity with generally accepted

accounting principles requires management to make estimates and assumptions. The financial position and results of operations can be affected by these estimates and assumptions, which are integral to understanding reported results. Critical accounting policies are those policies that management believes are the most important to the portrayal of the Company's financial condition and results, and require management to make estimates that are difficult, subjective or complex. Most accounting policies are not considered by management to be critical accounting policies. Several factors are considered in determining whether or not a policy is critical in the preparation of financial statements. These factors include, among other things, whether the estimates are significant to the financial statements, the nature of the estimates, the ability to readily validate the estimates with other information including third parties or available prices, and sensitivity of the estimates to changes in economic conditions and whether alternative accounting methods may be utilized under accounting principles generally accepted in the United States of America. For all of these policies, management cautions that future events rarely develop exactly as forecast, and the best estimates routinely require adjustment. Management has discussed the development and the selection of critical accounting policies with the Company's Audit Committee.

Those policies considered to be critical accounting policies for the three months ended March 31, 2004 are described below.

- We maintain allowances for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. We base our estimates on the aging of our accounts receivable balances, financial health of specific customers, and our historical write-off experience, net of recoveries. If the financial condition of our customers were to deteriorate or if they are unable to emerge from reorganization proceedings, resulting in an impairment of their ability to make payments, additional allowances may be required. If their financial condition improves or they emerge successfully from reorganization proceedings, allowances may be reduced. Such allowance changes could have a material effect on our consolidated financial condition and results of operations.

- We record all assets and liabilities acquired in purchase acquisitions, including goodwill and other intangibles, at fair value as required by SFAS No. 141, "Business Combinations." Goodwill and indefinite-lived assets such as our cable segment franchise agreements are no longer amortized but are subject, at a minimum, to annual tests for impairment. Other intangible assets are amortized over their estimated useful lives using the straight-line method, and are subject to impairment if events or circumstances indicate a possible inability to realize the carrying amount. The initial goodwill and other intangibles recorded and subsequent impairment analysis requires management to make subjective judgments concerning estimates of the applicability of quoted market prices in active markets and, if quoted market prices are not available and/or are not applicable, how the acquired asset will perform in the future using a discounted cash flow analysis. Estimated cash flows may extend beyond ten years and, by their nature, are difficult to determine over an extended timeframe. Events and factors that may significantly affect the estimates include, among others, competitive forces, customer behaviors and attrition, changes in revenue growth trends, cost structures and technology, and changes in discount rates, performance compared to peers, material and ongoing negative economic trends, and specific industry or market sector conditions. In determining the reasonableness of cash flow estimates, we review historical performance of the underlying asset or similar assets in an effort to improve assumptions utilized in our estimates. In assessing the fair value of goodwill and other intangibles, we may consider other information to validate the reasonableness of our valuations

including third-party assessments. These evaluations could result in a change in useful lives in future periods and could result in write-down of the value of intangible assets. Because of the significance of the identified intangible assets and goodwill to our consolidated balance sheet, the annual impairment analysis will be critical. Any changes in key assumptions about the business and its prospects, or changes in market conditions or other externalities, could result in an impairment charge and such a charge could have a material adverse effect on our consolidated financial position, results of operations or liquidity. Refer to note 3 in the accompanying "Notes to Interim Condensed Consolidated Financial Statements" for additional information regarding intangible assets.

- We estimate unbilled long-distance services segment cost of sales and services based upon minutes of use carried through our network and established rates. We estimate unbilled costs for new circuits and services, and when network changes occur that result in traffic routing changes or a change in carriers. Carriers that provide service to us regularly change their networks which can lead to new, revised or corrected billings. Such estimates are revised or removed when subsequent billings are received, payments are made, billing matters are researched and resolved, tariffed billing periods lapse, or when disputed charges are resolved. Revisions to previous estimates could either increase or decrease costs in the year in which the estimate is revised which could have a material effect on our consolidated financial condition and results of operations.

- Our income tax policy provides for deferred income taxes to show the effect of temporary differences between the recognition of revenue and expenses for financial and income tax reporting purposes and between the tax basis of assets and liabilities and their reported amounts in the financial statements in accordance with SFAS No. 109, "Accounting for Income Taxes." We have recorded deferred tax assets of approximately $78.6 million associated with income tax net operating losses that were generated from 1990 to 2004, and that expire from 2005 to 2023. Pre-acquisition income tax net operating losses associated with acquired companies are subject to additional deductibility limits. We have recorded deferred tax assets of approximately $1.9 million associated with alternative minimum tax credits that do not expire. Significant management judgment is required in developing our provision for income taxes, including the determination of deferred tax assets and liabilities and any valuation allowances that may be required against the deferred tax assets. In conjunction with certain 1996 acquisitions, we determined that approximately $20 million of the acquired net operating losses would not be utilized for income tax purposes, and elected with our December 31, 1996 income tax returns to forego utilization of such acquired losses. Deferred tax assets were not recorded associated with the foregone losses and, accordingly, no valuation allowance was provided. We have not recorded a valuation allowance on the deferred tax assets as of March 31, 2004 based on management's belief that future reversals of existing taxable temporary differences and estimated future taxable income exclusive of reversing temporary differences and carryforwards, will, more likely than not, be sufficient to realize the benefit of these assets over time. In the event that actual results differ from these estimates or if our historical trends change, we may be required to record a valuation allowance on deferred tax assets, which could have a material adverse effect on our consolidated financial position, results of operations or liquidity.

Other significant accounting policies, not involving the same level of measurement uncertainties as those discussed above, are nevertheless important to an understanding of the financial statements. Polices related to revenue recognition and financial instruments require difficult judgments on complex

matters that are often subject to multiple sources of authoritative guidance. Certain of these matters, including but not limited to the requirement to account for the fair value of stock options as compensation expense, are among topics currently under reexamination by accounting standards setters and regulators. With the exception of accounting for the cost of stock options, no specific conclusions reached by these standard setters appear likely to cause a material change in our accounting policies, although outcomes cannot be predicted with confidence. A complete discussion of our significant accounting policies can be found in note 1 in the "Notes to Consolidated Financial Statements" included in our December 31, 2003 Form 10-K. A condensed discussion of our significant accounting policies can be found in note 1 in the accompanying "Notes to Interim Condensed Consolidated Financial Statements."

Geographic Concentration and the Alaska Economy

We offer voice and data telecommunication and video services to customers primarily throughout Alaska. Because of this geographic concentration, growth of our business and of our operations depends upon economic conditions in Alaska. The economy of Alaska is dependent upon the natural resource industries, and in particular oil production, as well as investment earnings, tourism, government, and United States military spending. Any deterioration in these markets could have an adverse impact on us. All of the federal funding and the majority of investment revenues are dedicated for specific purposes, leaving oil revenues as the primary source of general operating revenues. In fiscal 2003 the State's actual results indicate that Alaska's oil revenues, federal funding and investment revenues supplied 36%, 30% and 21%, respectively, of the state's total revenues. In fiscal 2004 state economists forecast that Alaska's oil revenues, federal funding and investment revenues will supply 23%, 25% and 44%, respectively, of the state's total projected revenues.

The volume of oil transported by the TransAlaska Oil Pipeline System over the past 20 years has been as high as 2.0 million barrels per day in fiscal 1988. Production has been declining over the last several years with an average of 0.991 million barrels produced per day in fiscal 2003. The state forecasts the production rate to decline from 0.985 million barrels produced per day in fiscal 2004 to 0.843 million barrels produced per day in fiscal 2015.

Market prices for North Slope oil averaged $28.15 in fiscal 2003 and are forecasted to average $31.13 in fiscal 2004. The closing price per barrel was $36.12 on April 19, 2004. To the extent that actual oil prices vary materially from the state's projected prices the state's projected revenues and deficits will change. When the price of oil is greater than $23.00 per barrel, every $1 change in the price per barrel of oil is forecasted to result in a $40.0 to $70.0 million change in the state's fiscal 2004 revenue. The production policy of the Organization of Petroleum Exporting Countries and its ability to continue to act in concert represents a key uncertainty in the state's revenue forecast.

The State of Alaska maintains the Constitutional Budget Reserve Fund that is intended to fund budgetary shortfalls. If the state's current projections are realized, the Constitutional Budget Reserve Fund will be depleted in 2008. The date the Constitutional Budget Reserve Fund is depleted is highly influenced by the price of oil. If the fund is depleted, aggressive state action will be necessary to increase revenues and reduce spending in order to balance the budget. The governor of the State of Alaska and the Alaska legislature continue to pursue cost cutting and revenue enhancing measures.

Should new oil discoveries or developments not materialize or the price of oil become depressed, the long term trend of continued decline in oil production from the Prudhoe Bay area is inevitable with a

corresponding adverse impact on the economy of the state, in general, and on demand for telecommunications and cable television services, and, therefore, on us, in particular. Periodically there are renewed efforts to allow exploration and development in the Arctic National Wildlife Refuge ("ANWR"). The United States Energy Information Agency estimates it could take nine years to begin oil field drilling after approval of ANWR exploration.

Deployment of a natural gas pipeline from the State of Alaska's North Slope to the Lower 48 States has been proposed to supplement natural gas supplies. A competing natural gas pipeline through Canada has also been proposed. The economic viability of a natural gas pipeline depends upon the price of and demand for natural gas. Either project could have a positive impact on the State of Alaska's revenues and the Alaska economy. In January 2004, two competing groups submitted applications to the State of Alaska to negotiate tax and other financial terms for the construction of a natural gas pipeline. One of the groups has since abandoned their plan to build a natural gas pipeline. In April 2004, the State of Alaska and TransCanada Corporation signed a memorandum of understanding which could lead to the construction of a natural gas pipeline. The governor of the State of Alaska and certain natural gas transportation companies continue to support a natural gas pipeline from Alaska's North Slope by trying to reduce the project's costs and by advocating for federal tax incentives to further reduce the project's costs.

Development of the ballistic missile defense system project may have a significant impact on Alaskan telecommunication requirements and the Alaska economy. The proposed system would be a fixed, land-based, non-nuclear missile defense system with a land and space based detection system capable of responding to limited strategic ballistic missile threats to the United States. The preferred alternative is deployment of a system with up to 100 ground-based interceptor silos and battle management command and control facilities at Fort Greely, Alaska.

The United States Army Corps of Engineers awarded a construction contract in 2002 for test bed facilities. The contract is reported to contain basic requirements and various options that could amount to $250 million in construction, or possibly more, if all items are executed. Site preparation has been underway at Fort Greely since August of 2001 and construction began on the Fort Greely test bed shortly after the June 15, 2002 groundbreaking. The test bed is due to be operational by September 30, 2004, though it may be operational in the summer of 2004.

Tourism, air cargo, and service sectors have helped offset the prevailing pattern of oil industry downsizing that has occurred during much of the last several years.

We have, since our entry into the telecommunication marketplace, aggressively marketed our services to seek a larger share of the available market. The customer base in Alaska is limited, however, with a population of approximately 644,000 people. The State of Alaska's population is distributed as follows:

- 42% are located in the Municipality of Anchorage,
- 13% are located in the Fairbanks North Star Borough,
- 10% are located in the Matanuska-Susitna Borough,
- 5% are located in the City and Borough of Juneau, and
- The remaining 30% are located in other communities across the State of Alaska.

No assurance can be given that the driving forces in the Alaska economy, and in particular, oil production, will continue at appropriate levels to provide an environment for expanded economic activity.

No assurance can be given that oil companies doing business in Alaska will be successful in discovering new fields or further developing existing fields which are economic to develop and produce oil with access to the pipeline or other means of transport to market, even with a reduced level of royalties. We are not able to predict the effect of changes in the price and production volumes of North Slope oil on Alaska's economy or on us.

Seasonality

Long-distance revenues (primarily those derived from our other common carrier customers) have historically been highest in the summer months because of temporary population increases attributable to tourism and increased seasonal economic activity such as construction, commercial fishing, and oil and gas activities. Cable television revenues are higher in the winter months because consumers spend more time at home and tend to watch more television during these months. Local access and Internet services do not exhibit significant seasonality. Our ability to implement construction projects is also hampered during the winter months because of cold temperatures, snow and short daylight hours.

Schedule of Certain Known Contractual Obligations

The following table details future projected payments associated with our certain known contractual obligations as of December 31, 2003, the date of our most recent fiscal year-end balance sheet. Our schedule of certain known contractual obligations has been updated to reflect our issuance of new Senior Notes, redemption of our old Senior Notes, and conversion of shares of Series B preferred stock to shares of GCI Class A common stock in January 2004.

	Payments Due by Period				
	Total	Less than 1 Year	1 to 3 Years	4 to 5 Years	More Than 5 Years
	(Amounts in thousands)				
Long-term debt	$ 366,914	---	32,168	89,002	245,744
Interest on long-term debt	190,026	17,838	36,250	36,250	99,688
Capital lease obligations, including interest	61,902	8,448	19,201	15,775	18,478
Operating lease commitments	69,473	12,357	20,787	13,230	23,099
Redeemable preferred stock	22,659	---	10,000	---	12,659
Purchase obligations	71,038	45,024	20,303	5,711	---
Total contractual obligations	$ 782,012	83,667	138,709	159,968	399,668

For long-term debt included in the above table, we have included principal payments on our new Senior Credit Facility and on our new Senior Notes. Interest on amounts outstanding under our new Senior Credit Facility is based on variable rates and therefore the amount is not determinable. Our old Senior Notes required semi-annual interest payments of approximately $8.8 million through February 2004, after which they were repaid using funds from the issuance of our new Senior Notes. Our new Senior Notes require semi-annual interest payments of approximately $9.1 million through February 2014. For a discussion of our long-term debt, including the redemption of our old Senior Notes, issuance of new Senior Notes and the use of proceeds from the issuance of new Senior Notes to pay down our new

Senior Credit Facility, see note 5 to the accompanying "Notes to Interim Condensed Consolidated Financial Statements."

For a discussion of our capital and operating leases, see note 16 to the "Notes to Consolidated Financial Statements" included in Part II of our December 31, 2003 Form 10-K.

We have included only the maturity redemption amounts on our Series B and C preferred stock (cash dividends are excluded). Our Series B preferred stock is convertible at $5.55 per share into GCI Class A common stock. Dividends are payable in cash semi-annually at the rate of 8.5%, plus accrued but unpaid dividends. Mandatory redemption is required 12 years from the date of closing. In January 2004, a Series B preferred stockholder converted 3,108 shares of Series B preferred stock to GCI Class A common stock. Our Series C preferred stock is convertible at $12 per share into GCI Class A common stock, is non-voting, and pays a 6% per annum quarterly cash dividend. We may redeem the Series C preferred stock at any time in whole but not in part. Mandatory redemption is required at any time after the fourth anniversary date at the option of holders of 80% of the outstanding shares of the Series C preferred stock. For more information about our redeemable preferred stock, see notes 1(e) and 17 to the "Notes to Consolidated Financial Statements" included in Part II of our December 31, 2003 Form 10-K.

Purchase obligations at December 31, 2003 are further described in note 16 to the "Notes to Consolidated Financial Statements" included in Part II of our December 31, 2003 Form 10-K and include the following:

- The remaining construction commitment for our fiber optic cable system of $17.6 million,
- The remaining DLPS equipment purchase commitment of $17.4 million, and
- The remaining $16.0 million commitment for our Alaska Airlines agreement.

The contracts associated with these commitments are non-cancelable. Purchase obligations also include other commitments for goods and services for capital projects and normal operations which are not included in our Consolidated Balance Sheets at December 31, 2003, because the goods had not been received or the services had not been performed at December 31, 2003.

PART I.
ITEM 3.

Quantitative and Qualitative Disclosures About Market Risk

We are exposed to various types of market risk in the normal course of business, including the impact of interest rate changes. We do not hold derivatives for trading purposes.

Our new Senior Credit Facility carries interest rate risk. Amounts borrowed under this Agreement bear interest at Libor plus 3.25%. Should the Libor rate change, our interest expense will increase or decrease accordingly. On September 21, 2001, we entered into an interest rate swap agreement to convert $25.0 million of variable interest rate debt to 3.98% fixed rate debt plus applicable margin. As of March 31, 2004, we have borrowed $121.2 million of which $96.2 million is subject to interest rate risk. On this amount, a 1% increase in the interest rate would result in $962,000 in additional gross interest cost on an annualized basis.

Our Satellite Transponder Capital Lease carries interest rate risk. Amounts borrowed under this Agreement bear interest at Libor plus 3.25%. Should the Libor rate change, our interest expense will increase or decrease accordingly. As of March 31, 2004, we have borrowed $43.2 million subject to interest rate risk. On this amount, a 1% increase in the interest rate would result in $432,000 in additional gross interest cost on an annualized basis.

PART I.
ITEM 4.

Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, we carried out an evaluation of the effectiveness of the design and operation of our "disclosure controls and procedures" (as defined in the Securities Exchange Act of 1934 ("Exchange Act") Rules 13a-15(e)) under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer. Based upon that evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures are effective.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management to allow timely decisions regarding required disclosure.

Changes in Internal Controls

There were no changes in our internal control over financial reporting during the first quarter of 2004 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

We may enhance, modify, and supplement internal controls and disclosure controls and procedures based on experience.

PART II. OTHER INFORMATION
ITEM 1. LEGAL PROCEEDINGS

Information regarding pending legal proceedings to which we are a party is included in note 7 to the accompanying "Notes to Interim Condensed Consolidated Financial Statements" and is incorporated herein by reference.

PART II.
ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits -

Exhibit No.	Description
3.2	Amended and Restated Bylaws of the Company dated April 23, 2004
10.116	Audit Committee Charter (filed as Appendix I to the Company's Proxy Statement dated April 30, 2004)
10.117	Nominating and Corporate Governance Committee Charter
10.118	Code Of Business Conduct and Ethics
31	Certifications Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certifications Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(b) Reports on Form 8-K filed during the quarter ended March 31, 2004:

- On February 2, 2004, we filed a report on Form 8-K dated February 2, 2004 under Items 5 and 7 which included a copy of our press release dated that same day announcing that GCI, Inc., a wholly owned subsidiary of GCI, was commencing a cash tender offer and consent solicitation for any and all of its $180.0 million outstanding principal amount of 9.75% Senior Notes due 2007.

- On February 11, 2004, we filed a report on Form 8-K dated February 10, 2004 under Items 5 and 7 which included a copy of our press release dated that same day announcing that GCI, Inc., a wholly owned subsidiary of GCI, had agreed to sell $230.0 million in aggregate principal amount of senior debt securities due in 2014.

- On February 19, 2004, we filed a report on Form 8-K dated February 17, 2004 under Items 5 and 7 which included a copy of our press release dated that same day announcing that GCI, Inc., a wholly owned subsidiary of GCI, had closed the private offering of $250.0 million principal amount of 7.25% Senior Notes due February 15, 2014.

- On February 19, 2004, we filed a report on Form 8-K dated February 18, 2004, and furnished under Items 7 and 12 a copy of our press release dated that same day reporting 2003 financial results.

SIGNATURES

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

GENERAL COMMUNICATION, INC.

Signature	Title	Date
/s/ Ronald A. Duncan Ronald A. Duncan	President and Director (Principal Executive Officer)	December 3, 2004
/s/ John M. Lowber John M. Lowber	Senior Vice President, Chief Financial Officer, Secretary and Treasurer (Principal Financial Officer)	December 3, 2004
/s/ Alfred J. Walker Alfred J. Walker	Vice President, Chief Accounting Officer (Principal Accounting Officer)	December 3, 2004