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T. DEON WARNER
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August 2, 1993

Ms. Sherry Hope-Kennedy
Director of Legal Administration
General Cellular
1891 Woolner Avenue
Fairfield, California 94533

RE: General Cellular Corporation

Dear Ms. Hope-Kennedy:

This is in response to your letter dated July 15, 1993, and received by this Agency July 16, 1993.

Your letter indicates that General Cellular Corporation (the "Company") proposes an offering of rights (the "Rights") to its existing stockholders to purchase shares of its common stock, par value \$.01 per share (the "Common Stock"). The Rights will be evidenced by transferable Rights certificates and will expire thirty days from the date of their issuance. One transferable Right is proposed to be issued for each 5.75 shares of Common Stock held on the record date. You indicated that there are approximately forty-three stockholders of the Company residing in Texas who hold a total of approximately 4,506 shares of Common Stock. You noted also that no commission or other remuneration will be paid or given, directly or indirectly, for soliciting any stockholder in Texas.

Based upon the foregoing understanding, the exemption provided by Section 5.E of the Texas Securities Act is available for the transactions as described above.

Please note that this Agency has not made an independent investigation of the facts, but has relied solely upon the information you have provided. If this information is incorrect or changes substantially, the staff would reconsider the matter and the opinion stated above would be void.

Ms. Sherry Hope-Kennedy

August 2, 1993

Page 2

Further, this Agency does not grant nor confer the exemption. Its availability depends entirely upon full compliance with the language of the exemption. If a dispute arises as to availability of the exemption, the burden of proof falls upon the party claiming the exemption.

Finally, opinions expressed by this Agency are not binding upon civil litigants in future proceedings.

I trust this information answers your inquiry. Please feel free to write us if you need further information.

Very truly yours,

RICHARD D. LATHAM
Securities Commissioner

Denise Voigt Crawford
General Counsel

DVC:bp