

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

WASHINGTON HARBOUR, SUITE 400

3050 K STREET, NW

WASHINGTON, DC 20007

(202) 342-8400

FACSIMILE

(202) 342-8451

www.kelleydrye.com

NEW YORK, NY
LOS ANGELES, CA
CHICAGO, IL
STAMFORD, CT
PARSIPPANY, NJ

BRUSSELS, BELGIUM

AFFILIATE OFFICE
MUMBAI, INDIA

March 4, 2014

Marlene Dortch
Secretary
Federal Communications Commission
445-12th Street SW
Washington, DC 20554

Re: Notification, pursuant to Section 63.24(f) of the Commission's Rules, of a *pro forma* intracorporate reorganization that resulted in:

- (i) the merger of Hibernia Group ehf, a holder of blanket domestic Section 214 authority and international Section 214 authority (File No. ITC-214-20100303-00093) into Hibernia NGS Limited; and
- (ii) the transfer of control of Hibernia Atlantic U.S. LLC which holds blanket domestic Section 214 authority and international Section 214 authority (File No. ITC-214-20090612-00283)

Dear Ms. Dortch:

Hibernia NGS Limited¹ ("Hibernia NGS"), Hibernia Group ehf¹ ("Hibernia Group") and Hibernia Atlantic U.S. LLC² ("Hibernia Atlantic" and together with Hibernia NGS and Hibernia Group, the "Companies"), by their attorneys, hereby notify the Commission of a *pro forma* transaction ("Transaction") pursuant to Section 63.24(f) of the Commission's Rules. Notice regarding this transaction has not been provided previously to the Commission.

Prior to the Transaction, Hibernia Group held domestic Section 214 authority and international Section 214 authority from the Commission.³ Hibernia Atlantic, a direct wholly-owned subsidiary of Hibernia Group, holds domestic Section 214 authority and international Section 214 authority.⁴ Hibernia Atlantic also holds a submarine cable landing license.⁵

¹ FRN: 0019564798.

² FRN: 0014190151.

³ File No. ITC-214-20100303-00093 (issued October 25, 2010).

⁴ File No. ITC-214-20090612-00283 (issued December 11, 2009).

⁵ A separate *pro forma* notice of the transaction is being submitted in connection with this license.

Ms. Marlene Dortch
March 4, 2014
Page Two

Description of Transaction

Prior to the Transaction, Hibernia Group was directly held by Hibernia NGS. In turn, Hibernia NGS was directly held by Columbia Ventures Corporation (“CVC”) and Constellation Growth Capital (“Constellation”), which owned 83% and 17%, respectively, of the equity of Hibernia NGS. Hibernia Atlantic was directly owned 100% by Hibernia Group.

Effective January 31, 2014, the High Court in Ireland approved the merger of Hibernia Group, an Icelandic company, with and into Hibernia NGS, a company formed under the laws of the Republic of Ireland. The cross border merger was accomplished under the terms of Regulation 10(1) of the European Communities (Cross Border Mergers) Regulations 2008 (as amended by European Communities (Mergers and Division of Companies) (Amendment) Regulations 2011. As a result of the merger, all assets and liabilities of Hibernia Group have been assumed by Hibernia NGS.

With this filing, therefore, the Companies notify the Commission that Hibernia Group has been merged into Hibernia NGS, with Hibernia NGS as the surviving entity. Hibernia NGS now holds the Section 214 authority previously held by Hibernia Group. Following this transaction, Hibernia NGS continues to be directly owned by CVC and Constellation and Hibernia Atlantic has become a direct wholly-owned subsidiary of Hibernia NGS. In short, there has been no change in the ultimate control of the Section 214 authorizations and operations. Diagrams of the pre- and post-transaction corporate structures are provided as *Exhibit A*.

In accordance with Section 63.24(f)(2) of the Commission’s Rules, the Companies provide the information requested in paragraphs (a) through (d) and (h) of Section 63.18 of the Commission’s Rules.

- (a) Name, address and telephone number of the parties:

Hibernia NGS Limited
International Exchange Centre
Clonshaugh Industrial Estate
Dublin 17 Ireland
Tel: +353 1 8673600

Hibernia Group ehf
25 De Forest Avenue, Suite 108
Summit, NJ 07901
Tel: 908-988-1988

KELLEY DRYE & WARREN LLP

Ms. Marlene Dortch
March 4, 2014
Page Three

Hibernia Atlantic U.S. LLC
25 De Forest Avenue, Suite 108
Summit, NJ 07901
Tel: 908-988-1988

(b) Hibernia NGS is a company formed under the laws of the Republic of Ireland. Hibernia Group was an Icelandic company. Hibernia Atlantic is a limited liability company formed under the laws of the state of Washington.

(c) Correspondence concerning this filing should be sent to:

Edward A. Yorkgitis, Jr.
Winafred Brantl
Kelley Drye & Warren LLP
3050 K Street, N.W.
Washington, D.C. 20007
Tel: (202) 342-8400
eyorkgitis@kelleydrye.com
wbrantl@kelleydrye.com

(d) Prior to the Transaction, Hibernia Group held an international Section 214 license to provide global or limited global facilities-based and resale international telecommunications services, granted in File No. ITC-214-20100303-00093 on October 25, 2010. Post-close, this authority is held by Hibernia NGS. Hibernia Atlantic holds an international Section 214 license to provide global or limited global facilities-based and resale international telecommunications services, granted in File No. ITC-214-20090612-00283 on December 11, 2009.

(e) Post-merger, the following individuals or entities hold a 10% or greater ownership interest in Hibernia NGS and Hibernia Atlantic:

Columbia Ventures Corporation (“CVC”). CVC owns 83% of the issued and outstanding equity of Hibernia NGS. CVC is a Washington state corporation. CVC owns and operates a portfolio of telecommunications companies and a small number of manufacturing businesses around the world. Mr. Kenneth D. Peterson, Jr., a U.S. citizen, owns 100% of the issued and outstanding equity of CVC. Mr. Peterson is Chief Executive Officer, Chairman and Founder of CVC. The address of CVC and Mr. Peterson is 12503 SE Mill Plain Blvd., Suite 120, Vancouver, WA 98684.

Ms. Marlene Dortch
March 4, 2014
Page Four

Constellation Growth Capital, LLC. (“Constellation”) funds. CVC III Hibernia Blocker, Inc. (“CV Hibernia”), a Delaware corporation, owns a 17% of the issued and outstanding equity of Hibernia NGS. CV Hibernia is owned by the following three (3) Constellation funds:

- Constellation Venture Capital III (EF), L.P. (“CVEF”), a Delaware limited partnership, owns 24% of the issued and outstanding equity of CV Hibernia. The general partner of CVEF is Constellation Ventures Management III LLC (“CVManagement”), a Delaware limited liability company. Constellation, a Delaware limited liability company, holds a 50% ownership interest in CVManagement. Constellation is wholly owned by Highbridge Principal Strategies, LLC (“Highbridge”), a Delaware limited liability company. Highbridge is wholly owned by Highbridge Capital Management, LLC (“Highbridge Capital”), a Delaware limited liability company. Highbridge Capital is wholly owned by JPMorgan Asset Management Holdings, Inc. (“JPMorgan Asset”), a Delaware corporation and the holder of 99.8% of the limited partner ownership interests in CVEF. JPMorgan Asset is a wholly owned subsidiary of JPMorgan Chase & Co. (“JPMorgan”), a Delaware corporation that is widely held.
- Constellation Venture Capital III, L.P. (“CVCapital”), a Delaware limited partnership, owns 67% of the issued and outstanding equity of CV Hibernia. The general partner of CVCapital is CVManagement.
- Constellation Venture Offshore III, L.P. (“CVOffshore”), a Cayman Islands limited partnership, owns 8% of the issued and outstanding equity of CV Hibernia. The general partner of CVOffshore is CVManagement.

No limited partner in CVEF, CVCapital, or CVOffshore other than JPMorgan Asset holds a 10% or greater ownership interest in Hibernia NGS or Hibernia Atlantic under the FCC’s ownership attribution rules.

The principal business of Constellation, CVCapital, CVManagement, CVOffshore, CVEF, CVHibernia, Highbridge, Highbridge Capital, JPMorgan Asset, and JP Morgan in each case is investment. The address of Constellation, CVCapital, CVManagement, CVOffshore, CVEF, CVHibernia, Highbridge, Highbridge Capital, JPMorgan Asset, and JP Morgan is, in each case, c/o Constellation Growth Capital LLC, 40 West 57th Street, New York, New York, 10019.

In addition to the above-listed individuals and entities, with respect to Hibernia Atlantic, the following entity holds a 10% or greater ownership interest:

Ms. Marlene Dortch
March 4, 2014
Page Five

- Hibernia NGS owns 100% of the issued and outstanding equity of Hibernia Atlantic. As noted above, Hibernia NGS is a company formed in the Republic of Ireland, located at International Exchange Centre, Clonsaugh Industrial Estate, Dublin 17, Ireland. Hibernia NGS's principal business is that of a telecommunications licensee and holding company for its subsidiaries.

Apart from those identified above, no other individual or entity holds a 10% or greater ownership interest in Hibernia NGS or Hibernia Atlantic under the FCC's ownership attribution rules.

Interlocking Directorates:

Each of the following individuals is an officer or director of Hibernia NGS and/or Hibernia Atlantic (as noted) as well as an officer or director of a foreign carrier as described below:

- Kenneth D. Peterson, Jr. (**Hibernia NGS, Hibernia Atlantic:** Hibernia Atlantic Cable System Limited, Hibernia Atlantic (UK) Limited, Hibernia Atlantic Communications (Canada) Company, Hibernia Atlantic (NI) Limited and Magnet Networks Limited)
- Bjarni Thorvardarson (**Hibernia NGS, Hibernia Atlantic:** Hibernia Atlantic Cable System Limited, Hibernia Atlantic (UK) Limited, Hibernia Atlantic Communications (Canada) Company and Hibernia Atlantic (NI) Limited.
- James Prenetta (**Hibernia NGS, Hibernia Atlantic:** Hibernia Atlantic Cable System Limited, Hibernia Atlantic (UK) Limited, Hibernia Atlantic Communications (Canada) Company, and Hibernia Atlantic (NI) Limited)
- Lloyd Jarkow (**Hibernia NGS, Hibernia Atlantic:** Hibernia Atlantic Cable System Limited, Hibernia Atlantic (UK) Limited, Hibernia Atlantic Communications (Canada) Company, and Hibernia Atlantic (NI) Limited)

Finally, pursuant to Section 63.24(f)(ii) of the Commission's Rules, the Companies provide as **Exhibit B** certifications that the transfer of control was *pro forma* and that, together with all previous *pro forma* transactions, it does not result in a change in the actual controlling party for the Companies.

KELLEY DRYE & WARREN LLP

Ms. Marlene Dortch
March 4, 2014
Page Six

Please contact the undersigned counsel if you have any questions regarding this matter.

Respectfully submitted,



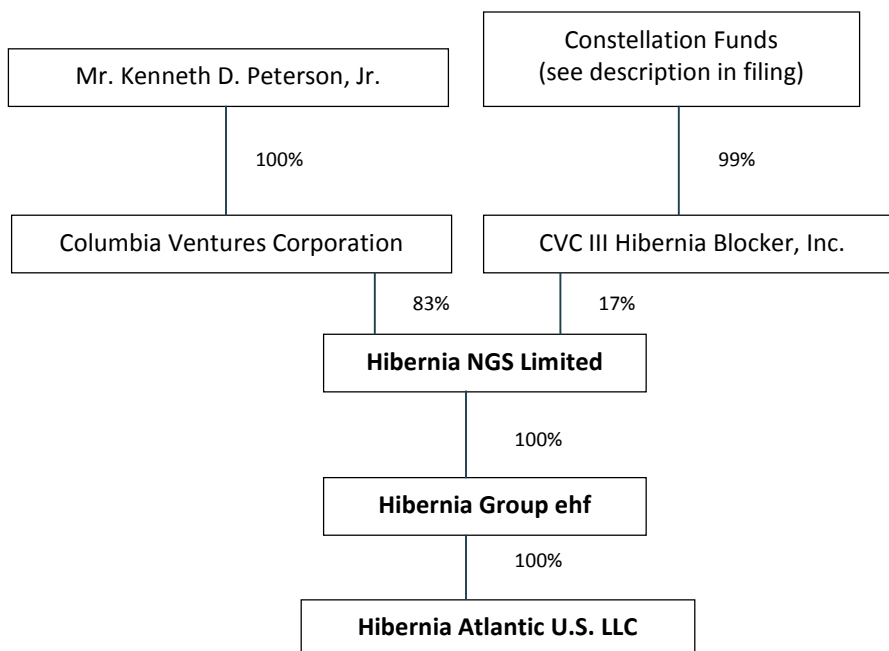
Edward A. Yorkgitis, Jr.
Winafred Brantl
Kelley Drye & Warren LLP
3050 K Street, NW
Suite 400
Washington, D.C. 20007-5108

*Counsel for Hibernia NGS Limited, Hibernia
Group ehf and Hibernia Atlantic U.S. LLC*

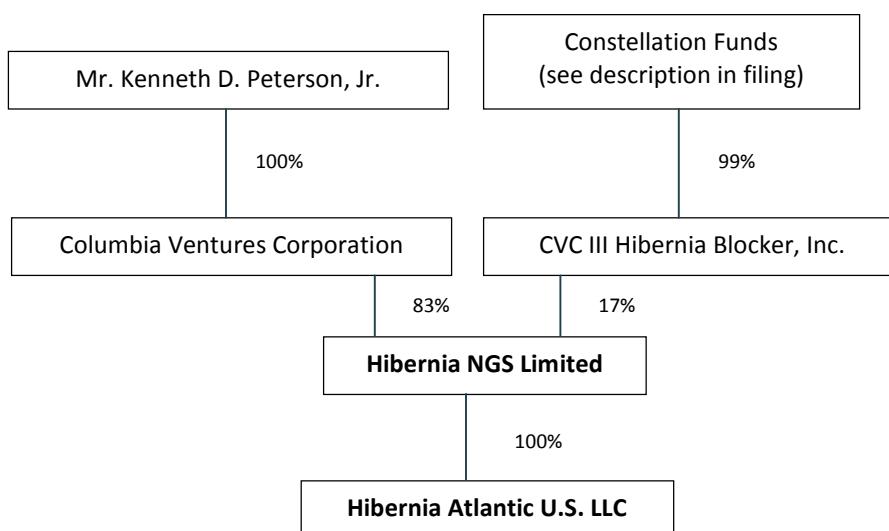
EXHIBITS

Exhibit A	Diagrams of the Corporate Ownership Structure of Hibernia NGS Limited, Hibernia Group ehf and Hibernia Atlantic U.S. LLC Prior to and Following the Consummation of the Transaction
Exhibit B	Certification

Ownership Pre-Transaction

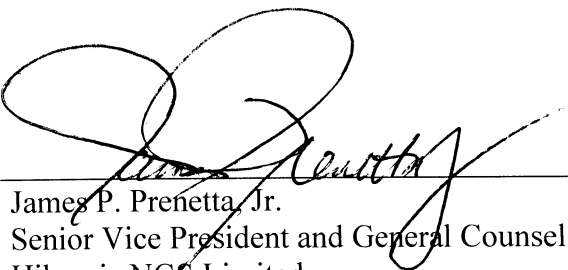


Ownership Post-Transaction



Certification

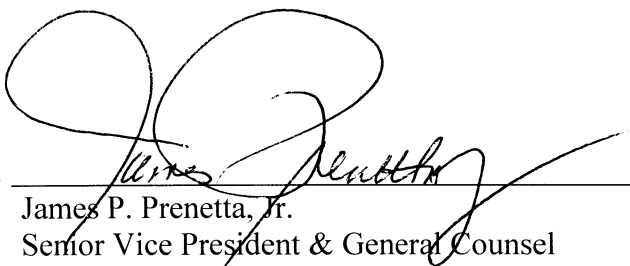
The undersigned hereby certifies, on behalf of Hibernia NGS Limited and Hibernia Group ehf, with respect to the foregoing notification of a *pro forma* transaction, that the statements in the notification are true and correct to the best of my belief and are made in good faith; that the transaction was *pro forma* as described in Section 63.24(a) of the Commission's Rules; and that this transaction, together with all previous *pro forma* transactions, did not result in a change in ultimate control.

By: 
James P. Prenetta, Jr.
Senior Vice President and General Counsel
Hibernia NGS Limited
c/o Hibernia Atlantic U.S. LLC
25 De Forest Avenue, Suite 108
Summit, NJ 07901

Date: March 4, 2014

Certification

The undersigned hereby certifies, on behalf of Hibernia Atlantic U.S. LLC and with respect to the foregoing notification of a *pro forma* transaction, that the statements in the notification are true and correct to the best of my belief and are made in good faith; that the transaction was *pro forma* as described in Section 63.24(a) of the Commission's Rules; and that this transaction, together with all previous *pro forma* transactions, did not result in a change in ultimate control.

By: 
James P. Prenetta, Jr.
Senior Vice President & General Counsel
Hibernia Atlantic U.S. LLC
25 De Forest Avenue, Suite 108
Summit, NJ 07901

Date: March 4, 2014