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July 17, 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* assignment of international Section 214 authority (File No. ITC-214-20100303-00093)

Dear Ms. Dortch:

Hibernia NGS Limited¹ ("Hibernia NGS") and Hibernia Media, LLC² ("Hibernia Media" and together with Hibernia NGS hereinafter collectively referred to as the "Companies"), by their attorneys, hereby notify the Commission of a *pro forma* assignment ("Assignment") pursuant to Section 63.24(f) of the Commission's Rules. Notice regarding this assignment has not been provided previously to the Commission.

As a result of internal business decisions, Hibernia NGS has assigned its international Section 214 authority to its wholly-owned subsidiary, Hibernia Media. Prior to the Assignment, Hibernia NGS held domestic Section 214 authority and international Section 214 authority from the Commission.³ Hibernia Media is a provider of private line services to media content service providers.

¹ FRN: 0019564798

² FRN: 0018185348

³ By notices dated January 15, 2014 and March 4, 2014, the Federal Communications Commission's International Bureau was notified of *pro forma* internal reorganizations which, among other changes, resulted in the transfer of control of Hibernia Group ehf, the holder of international Section 214 authority issued in File No. ITC-214-20100303-00093 (issued October 25, 2010) to Hibernia NGS, then a newly formed entity. See Letter to Marlene H. Dortch, Federal Communications Commission from Edward A. Yorkgitis, Kelley Drye & Warren LLP, ITC-T/C-20140116-00012 (Jan. 15, 2014) and See Letter to

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Description of Assignment

Effective July 15, 2014, Hibernia NGS assigned its international Section 214 authority to Hibernia Media. With this filing, therefore, the Companies notify the Commission that Hibernia Media now holds the Section 214 authority previously held by Hibernia NGS. There has been no change in ownership of either Hibernia NGS or Hibernia Media as a result of this assignment. Accordingly, there has been no change in the ultimate control of the Section 214 authorizations and operations.

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 Media, LLC
25 De Forest Avenue, Suite 108
Summit, NJ 07901
Tel: (908) 516-4200

Marlene H. Dortch, Federal Communications Commission from Edward A. Yorkgitis, Kelley Drye & Warren LLP, ITC-ASG-20140304-00065 (Mar. 4, 2014). As a result of these transactions, Hibernia NGS became the holder of Hibernia Group ehf's international Section 214 authority issued in File No. ITC-214-20100303-00093 (issued October 25, 2010). Due to outstanding debts that until very recently were owed by Hibernia NGS and its subsidiary, Hibernia Atlantic U.S. LLC, the companies have been and still are listed on Red Light status at the Commission. As a consequence, the foregoing *pro forma* notices have been identified on the FCC's IBFS database as "blocked" but a check of the IBFS database immediately prior to filing this letter shows that the notices have been unblocked.

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- (b) Hibernia NGS is a company formed under the laws of the Republic of Ireland. Hibernia Media is a limited liability corporation formed under the laws of the State of Delaware.
- (c) Correspondence concerning this filing should be sent to:

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

- (d) Prior to the Assignment, Hibernia NGS 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-assignment, this authority is held by Hibernia Media.
- (e) Both before and after the assignment, the following individuals or entities held or currently hold a 10% or greater ownership interest in Hibernia NGS and Hibernia Media:

Columbia Ventures Corporation ("CVC"). CVC currently 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.

Constellation Growth Capital, LLC. ("Constellation") funds. CVC III Hibernia Blocker, Inc. ("CV Hibernia"), a Delaware corporation, currently owns 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

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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.

Both before and after the assignment, no limited partner in CVEF, CVCapital, or CVOffshore other than JPMorgan Asset held or currently holds a 10% or greater ownership interest in Hibernia NGS or Hibernia Media 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.

Both before and after the assignment, in addition to the above-listed individuals and entities, with respect to Hibernia Media, the following entity has held and continues to hold a 10% or greater ownership interest:

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- Hibernia NGS owns 100% of the issued and outstanding equity of Hibernia Media. As noted above, Hibernia NGS is a company formed in the Republic of Ireland, located at International Exchange Centre, Clonshaugh 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, both before and after the assignment, no other individual or entity held or currently holds a 10% or greater ownership interest in Hibernia NGS or Hibernia Media 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 Media (as noted) as well as an officer or director of a foreign carrier as described below:

- Bjarni Thorvardarson (**Hibernia NGS, Hibernia Media**): Hibernia Atlantic Cable System Limited, Hibernia Atlantic (UK) Limited, Hibernia Atlantic Communications (Canada) Company and Hibernia Atlantic (NI) Limited.
- James Prenetta (**Hibernia NGS, Hibernia Media**): Hibernia Atlantic Cable System Limited, Hibernia Atlantic (UK) Limited, Hibernia Atlantic Communications (Canada) Company, and Hibernia Atlantic (NI) Limited)
- Lloyd Jarkow (**Hibernia NGS, Hibernia Media**): Hibernia Atlantic Cable System Limited, Hibernia Atlantic (UK) Limited, Hibernia Atlantic Communications (Canada) Company, and Hibernia Atlantic (NI) Limited)

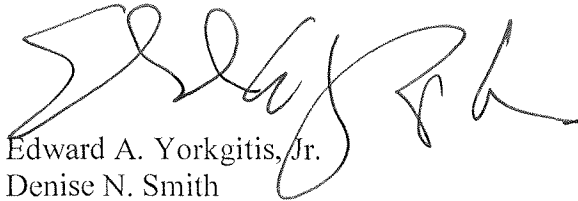
Finally, pursuant to Section 63.24(f)(ii) of the Commission's Rules, the Companies provide certifications that the assignment was *pro forma* and that, together with all previous *pro forma* transactions, it does not result in a change in the actual controlling party for the Companies.

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

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'E. Yorkgitis, Jr.', written in a cursive style.

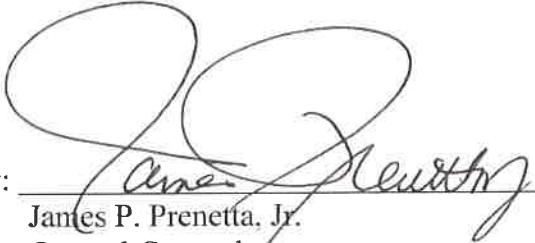
Edward A. Yorkgitis, Jr.
Denise N. Smith
Kelley Drye & Warren LLP
3050 K Street, NW
Suite 400
Washington, D.C. 20007-5108

*Counsel for Hibernia NGS Limited and
Hibernia Media, LLC*

Certification

The undersigned hereby certifies, on behalf of Hibernia NGS Limited 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.
General Counsel
Hibernia NGS Limited
25 De Forest Avenue, Suite 108
Summit, NJ 07901

Date: July 16, 2014

Certification

The undersigned hereby certifies, on behalf of Hibernia Media LLC, 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.
General Counsel
Hibernia Media, LLC
25 De Forest Avenue, Suite 108
Summit, NJ 07901

Date: July 16, 2014