

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

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January 15, 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 transfer of control of Hibernia Group ehf, which holds blanket domestic Section 214 authority and international Section 214 authority (File No. ITC-214-20100303-00093); and

Notification, pursuant to Section 63.24(f) of the Commission's Rules, of a pro forma 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 Group ehf ("Hibernia") (FRN: 0019564798) and Hibernia Atlantic U.S. LLC ("Hibernia Atlantic" and together with Hibernia, the "Companies") (FRN: 0014190151), by their attorneys, hereby notify the Commission of a pro forma transaction pursuant to Section 63.24(f) of the Commission's Rules. Notice regarding this transaction has not been provided previously to the Commission.

Hibernia holds domestic Section 214 authority and international Section 214 authority from the Commission. Hibernia Atlantic, a direct wholly-owned subsidiary of Hibernia, similarly holds domestic Section 214 authority and international Section 214 authority. Hibernia Atlantic also holds a submarine cable landing license.¹

Prior to the transaction, Hibernia was directly held by Columbia Ventures Corporation ("CVC") and Constellation Growth Capital ("Constellation"), which owned 83% and 17%, respectively, of the equity of Hibernia. Hibernia Atlantic was directly owned 100% by Hibernia. With this filing, the Companies notify the Commission that a newly formed entity, Hibernia

¹ A separate pro forma notice of the transaction is being submitted in connection with this license.

KELLEY DRYE & WARREN LLP

Ms. Marlene Dortch
January 15, 2014
Page Two

NGS Limited (“Hibernia NGS”), has been inserted into the chain of ownership between Hibernia Group ehf and its prior direct parent entities, CVC and Constellation. Following this transaction, Hibernia NGS is directly held by CVC and Constellation with the same distribution of direct ownership interests as CVC and Constellation previously held in Hibernia, *i.e.*, 83% and 17%, respectively. Hibernia is owned 100% by Hibernia NGS and Hibernia Atlantic continues to be a wholly-owned subsidiary of Hibernia. In short, there has been no change in the ultimate control of Hibernia and Hibernia Atlantic. 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 Group ehf
25 De Forest Avenue, Suite 108
Summit, NJ 07901
Tel: 908-988-1988

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

- (b) Hibernia is 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
eayorkgitis@kelleydrye.com
wbrantl@kelleydrye.com

Ms. Marlene Dortch
January 15, 2014
Page Three

- (d) Hibernia holds an international Section 214 license to provide global or limited global facilities-based and resale international telecommunications services, granted in File No. ITC-214-20100303-00093 on October 25, 2010. 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.
- (h) Post-close, the following individuals or entities hold a 10% or greater ownership interest in the Companies:

Hibernia NGS Limited (“Hibernia NGS”). Hibernia NGS owns 100% of the issued and outstanding equity of Hibernia and an indirect 100% interest in Hibernia Atlantic. Hibernia NGS is an Irish company with an office at International Exchange Centre, Clonsaugh Industrial Estate Dublin 17, Ireland. The principal business of Hibernia NGS is that of a holding company.

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.

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.

KELLEY DRYE & WARREN LLP

Ms. Marlene Dortch
January 15, 2014
Page Four

- 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 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:

- Hibernia owns 100% of the issued and outstanding equity of Hibernia Atlantic. As noted above, Hibernia is an Icelandic company, located at 25 De Forest Avenue, Suite 108, Summit, NJ 07901. Hibernia’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 or Hibernia Atlantic under the FCC’s ownership attribution rules.

Interlocking Directorates:

Each of the following individuals is an officer or director of the Companies (as noted) as well as an officer or director of a foreign carrier as described below:

- Kenneth D. Peterson, Jr. (**Hibernia, 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, Hibernia Atlantic:** Hibernia Atlantic Cable System Limited, Hibernia Atlantic (UK) Limited, Hibernia Atlantic Communications (Canada) Company and Hibernia Atlantic (NI) Limited.

KELLEY DRYE & WARREN LLP

Ms. Marlene Dortch
January 15, 2014
Page Five

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

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

Respectfully submitted,



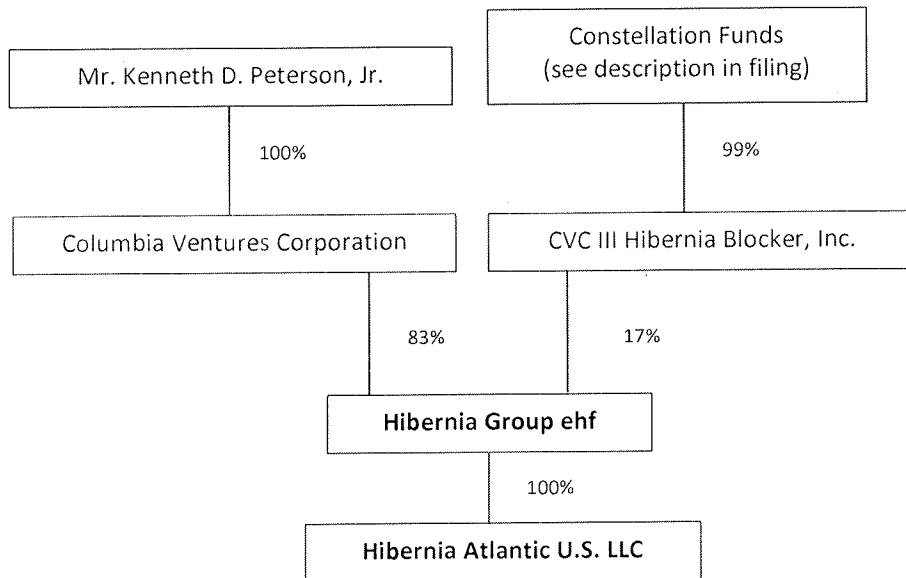
Edward A. Yorkgitis, Jr.
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*Counsel for Hibernia Group ehf and
Hibernia Atlantic U.S. LLC*

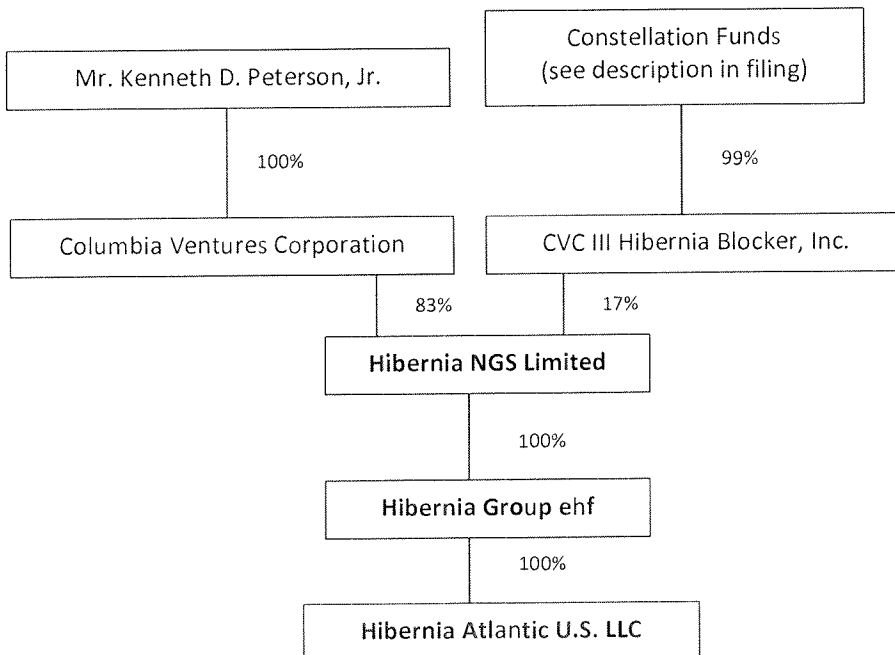
EXHIBITS

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

Ownership Pre-Transaction

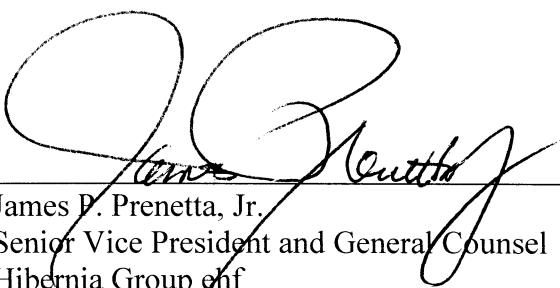


Ownership Post-Transaction



Certification

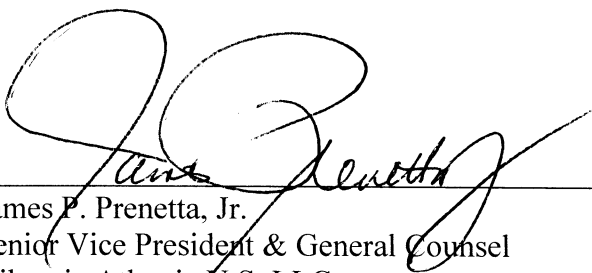
The undersigned hereby certifies, on behalf of Hibernia Group ehf and with respect to the foregoing notification of a *pro forma* transaction, that the statements in the notification are true and correct to the best of my belief and are made in good faith; that the transaction was *pro forma* as described 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 and General Counsel
Hibernia Group ehf
25 De Forest Avenue, Suite 108
Summit, NJ 07901

Date: January 15, 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: January 15, 2014