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September 17, 2014

**BY IBFS**

Ms. Sumita Mukhoty  
International Bureau  
Federal Communications Commission  
445 12th Street, SW  
Washington, D.C. 20554

Re: Transfer of Control of Hibernia Atlantic U.S. LLC and Hibernia Media, LLC to KCK Limited, ITC-T/C-20140820-00242; ITC-T/C-20140820-00244; SCL-T/C-20140820-00007

Dear Ms. Mukhoty:

Attached please find a copy of the September 12, 2014 letter submitted to the U.S. Department of State, U.S. Department of Commerce and Defense Information Systems Agency. That letter, submitted pursuant to Section 1.767(j) of the Federal Communications Commission's ("FCC") rules, 47 C.F.R. § 1.767(j), provided a copy of the Application for the transfer of control of Hibernia Atlantic U.S. LLC and Hibernia Media, LLC to Murosa Development S.A.R.L. and KCK Limited that was filed with the FCC on August 20, 2014.

Please contact the undersigned at (202) 342-8614 should you have any questions regarding this letter.

Respectfully submitted,



Denise N. Smith

*Counsel to Hibernia Atlantic US LLC, Hibernia Media, LLC and Columbia Ventures Corporation*

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September 12, 2014

**BY OVERNIGHT DELIVERY**

U.S. Coordinator  
EB/CIP  
U.S. Department of State  
2201 C Street, NW.  
Washington, DC 20520-5818

Office of Chief Counsel/NTIA  
U.S. Department of Commerce  
14th St. and Constitution Ave., NW.  
Washington, DC 20230

Defense Information Systems Agency  
ATTN: GC/DO1  
6910 Cooper Avenue  
Fort Meade, MD 20755-7088

Re: Transfer of Control of Hibernia Atlantic U.S. LLC and Hibernia Media, LLC to KCK Limited, ITC-T/C-20140820-00242; ITC-T/C-20140820-00244; SCL-T/C-20140820-00007

Dear Sir or Madam:

Pursuant to Section 1.767(j) of the Federal Communications Commission's ("FCC") rules, 47 C.F.R. § 1.767(j), attached please find a copy of an Application for the transfer of control of Hibernia Atlantic U.S. LLC ("Hibernia Atlantic") and Hibernia Media, LLC ("Hibernia Media") to Murosa Development S.A.R.L. ("Murosa") and KCK Limited ("KCK").

On August 20, 2014, the Application was filed with the FCC requesting approval of a transaction that will result in the transfer of control of Hibernia Atlantic and Hibernia Media from Columbia Ventures Corporation ("CVC") to Murosa and KCK (collectively the "Applicants"). Hibernia Atlantic and Hibernia Media each hold both domestic and international operating authority as common carriers under Section 214 of the Communications Act of 1934, as amended, and Hibernia Atlantic also holds a submarine cable landing license.

KELLEY DRYE & WARREN LLP

U.S. Department of State  
U.S. Department of Commerce  
Defense Information Systems Agency  
September 12, 2014  
Page 2

Service of this Application was inadvertently not made at the time the Application was submitted to the FCC.

Questions regarding this filing should be directed to the undersigned at (202) 342-8400.

Respectfully submitted,



Denise N. Smith

*Counsel to Hibernia Atlantic US LLC, Hibernia  
Media, LLC and Columbia Ventures  
Corporation*

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

<b>In the Matter of</b>	)	
	)	
<b>Columbia Ventures Corporation</b>	)	
	)	
<i>Transferors</i>	)	<b>WC Docket No.</b> _____
	)	
	)	
<b>and</b>	)	<b>IB File No.</b> _____
<b>KCK Limited and</b>	)	
<b>Murosa Development S. À R.L.</b>	)	
	)	<b>SCL File No.</b> _____
<i>Transferees</i>	)	
	)	
<b>Application for Consent to Transfer Control</b>	)	
<b>of Companies Holding International Section</b>	)	
<b>214 Authority, Blanket Domestic Section</b>	)	
<b>214 Authority, and a Submarine Cable Landing</b>	)	
<b>License Pursuant to Section 214 of the</b>	)	
<b>Communications Act of 1934, as Amended</b>	)	

**JOINT DOMESTIC AND INTERNATIONAL APPLICATION**

Columbia Ventures Corporation (“CVC”), KCK Limited (“KCK”) and Murosa Development S.À R.L. (“Murosa”), (collectively the “Applicants”) hereby respectfully request authority pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”),<sup>1</sup> and Sections 1.767, 63.03, 63.04 and 63.24(e) of the Federal Communications Commission’s (“FCC” or “Commission”) Rules,<sup>2</sup> to transfer control of Hibernia Atlantic U.S. LLC (“HB Atlantic”) and Hibernia Media, LLC (“HB Media”) to KCK. By agreements among Murosa, KCK, CVC and CVC III Hibernia Blocker Inc. (“CV Hibernia”), a three-stage transaction is contemplated (the “Transaction”). The first two stages of the Transaction (referred to as “Stage

<sup>1</sup> 47 U.S.C. §214

<sup>2</sup> 47 CFR §§ 1.767, 63.03, 63.04, 63.24(e),

One” and “Stage Two”), as described further in Section III, will not result in any transfer of control. In the final stage of the Transaction (“Stage Three”), as described in Section III, KCK, through its wholly-owned, indirect subsidiary, Murosa, will have the ability, subject to receipt of regulatory approvals and certain other conditions being satisfied, to acquire a direct controlling interest in Hibernia NGS Limited (“Hibernia NGS”), the direct parent and sole member of each of HB Media and HB Atlantic. Consequently, if those conditions are satisfied and KCK takes the requisite actions, Stage Three would result in the transfer of control of HB Media and HB Atlantic, holders of domestic and international Section 214 authority and, in the case of HB Atlantic, a submarine cable landing license.

Pursuant to Section 63.04(b) of the Commission’s Rules,<sup>3</sup> the Applicants are filing a combined application for the proposed transfer of control of HB Atlantic and HB Media. The Applicants provide below the information required by Section 63.24(e)(2) of the Commission’s Rules.<sup>4</sup> **Exhibit A** provides the additional information requested by Section 63.04(a)(6) through (a)(12) of the Commission’s Rules.<sup>5</sup> Applicants also seek authority to transfer a submarine cable landing license pursuant to Section 1.767(a)(11) of the Commission’s rules.<sup>6</sup> **Exhibit B** provides the additional information requested by Section 1.767(a)(1) through (a)(3) and (a)(8) through (a)(9) of the Commission’s Rules.<sup>7</sup>

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<sup>3</sup> 47 C.F.R. § 63.04(b).

<sup>4</sup> 47 C.F.R. § 63.24(e)(2).

<sup>5</sup> 47 C.F.R. § 63.04(a)(6)-(12).

<sup>6</sup> 47 C.F.R. § 1.767(a)(11).

<sup>7</sup> 47 C.F.R. § 1.767(a)(1)-(3), (8)-(9)

## **I THE APPLICATION QUALIFIES FOR STREAMLINED PROCESSING**

The Applicants request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules.<sup>8</sup> This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules for domestic Section 214 authority because (i) Stage Three will result in Applicants (including their affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent; (ii) the Applicants (including their affiliates) will provide information services, competitive telecommunications services and exchange access services (if any) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (iii) neither the Applicants, nor any of their affiliates, are regulated as dominant with respect to any service.

This Application also qualifies for streamlined treatment under Section 63.12(c) of the Commission's Rules for international Section 214 authority because, although the Applicants, HB Atlantic and HB Media are affiliated with several foreign carriers, none of those carriers has market power in the foreign market nor do they possess 50% market share in the international transport or local access markets in the foreign markets. Specifically, the Applicants, HB Atlantic and HB Media are affiliated with Hibernia Atlantic Communications (Canada) Company, Hibernia Atlantic Cable System Limited, Hibernia Atlantic (UK) Limited, Hibernia Media (UK) Limited, Hibernia Atlantic (Singapore) Private Limited, Stored Data B.V. (collectively the "Hibernia Foreign Carrier Affiliates") all of which are wholly-owned subsidiaries of Hibernia NGS. Hibernia Atlantic Cable System Limited, Hibernia Atlantic (UK) Limited, Hibernia Atlantic Communications (Canada) Company, and Hibernia Atlantic (NI)

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<sup>8</sup> 47 C.F.R. §§ 63.03 and 63.12.

Limited (“Hibernia Submarine Cable Affiliates”) have ownership interests in the Hibernia Atlantic cable system, a submarine cable network currently extending between the U.S., Canada, the U.K., and the Republic of Ireland (“Ireland”).<sup>9</sup> In conjunction with the services they provide between the U.S., Canada, the U.K. and Ireland, the Hibernia Submarine Cable Affiliates also provide service in Belgium, France, the Netherlands, and Germany. The Hibernia Foreign Carrier Affiliates, individually and collectively, do not have market power in any of the foreign countries in which they provide service, as the Hibernia Foreign Carrier Affiliates, individually and collectively, hold less than a 50 percent market share in the international transport and the local access markets in these countries.

CVC, HB Atlantic and HB Media are also affiliated with Magnet Networks (“Magnet”),<sup>10</sup> a Dublin, Ireland based communications company that provides telephone, Internet, and video services in and around the Republic of Ireland and in the UK, Magnet does not have market power in Ireland or the UK and does not possess 50% market share in the international transport or local access markets in either of such markets.

Finally, CVC, HB Atlantic and HB Media are also affiliated with Pivotel Group Pty. Ltd. (“Pivotel”), a satellite and mobile services provider in Australia.<sup>11</sup> Pivotel does not hold a 50 percent market share in the international transport and the local access markets in Australia. As such, Pivotel does not have market power in the country in which it provides its services.

Accordingly, Applicants qualify for non-dominant treatment or a presumption of non-dominant treatment, under Section 63.10(a)(3), on all routes. Further, the Applicant qualifies for

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<sup>9</sup> See IB File Nos. SCL-T/C-20021213-00104 and SCL-ASG-20021213-00103, granted Jan. 31, 2003, in DA No. 03-335, rel. Jan. 31, 2003.

<sup>10</sup> Magnet is an indirect wholly-owned subsidiary of CVC.

<sup>11</sup> Kenneth D. Peterson, Jr., a U.S. citizen who holds 100 percent of the ownership interest in CVC, and CVC each hold a 50 percent ownership interest in Pivotel.

streamlined processing pursuant to Section 63.12(c)(1)(ii) because the Applicants are not affiliated with any dominant U.S. carrier whose international switched or private line services Applicants or their affiliates seek authority to resell, nor will Applicants or its affiliates be so affiliated post-close.<sup>12</sup>

## **II. DESCRIPTION OF THE APPLICANTS**

### **A. CVC**

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 principal place of business of CVC and Mr. Peterson is 12503 SE Mill Plain Blvd., Suite 120, Vancouver, WA 98684. CVC currently owns 60.1% of the issued and outstanding equity of Hibernia NGS which, in turn, owns all of the membership interests in HB Atlantic and HB Media.

### **B. HB Atlantic**

HB Atlantic is a limited liability company formed under the laws of the State of Washington and is a direct, wholly-owned subsidiary of Hibernia NGS. HB Atlantic's principal place of business is 25 De Forest Avenue, Suite 108, Summit, New Jersey 07901. HB Atlantic is the holder of a submarine cable landing license<sup>13</sup> and domestic and international Section 214 authority<sup>14</sup> issued by the FCC. HB Atlantic provides broadband services to a variety of

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<sup>12</sup> See 47 C.F.R. 63.12(c)(1)(ii).

<sup>13</sup> See File No. SCL-MOD-20020412-00022 (granted July 3, 2002) (modification of the Cable Landing License granted in SCL-LIC-19990804-00012).

<sup>14</sup> See File No. ITC-214-20090612-00283 (granted Dec. 11, 2009). Domestic authority was obtained by operation of rule. See 47 C.F.R., §63.01. A separate transfer of control



customers including enterprise and wholesale customers. HB Atlantic's domestic offerings are interstate in nature and are provided to customers in Connecticut, California, Georgia, Illinois, Massachusetts, Maryland, Nevada, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Virginia and Wisconsin.<sup>15</sup> The existing HB Atlantic cable system connects landing stations located in the U.S. (Lynn, Massachusetts), and abroad (Halifax, Nova Scotia, Canada (Herring Cove); Dublin, Ireland; Southport, United Kingdom; and Portrush, Northern Ireland).

### **C. HB Media**

HB Media is a limited liability company formed under the laws of the State of Delaware and is a direct, wholly-owned subsidiary of Hibernia NGS. Its principal place of business is 25 De Forest Avenue, Suite 108, Summit, NJ 07901. HB Media is the holder of a domestic and international Section 214 Authority previously held by Hibernia NGS.<sup>16</sup> HB Media provides broadband services and content management services to media companies. HB Media is also a provider of private line services to media content service providers. HB Media's domestic offerings are interstate in nature and are provided to customers in Arizona, California, Colorado, the District of Columbia, Florida, Georgia, Illinois, Maryland, Massachusetts, North Carolina, New Jersey, New York, Ohio, Pennsylvania, Texas and Washington.<sup>17</sup>

### **D. Murosa Development S.À R.L.**

Murosa is a wholly-owned indirect subsidiary of KCK and is an investment company organized under the laws of Luxembourg. Murosa's registered offices are at 6, rue Guillaume

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application is being submitted to the Commission in connection with HB Atlantic's submarine cable landing license.

<sup>15</sup> HB Atlantic is qualified as a foreign corporation in each of these states.

<sup>16</sup> See 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) (July 17, 2014) ("July 17 Notice").

<sup>17</sup> HB Media is qualified as a foreign corporation in each of these states.

Schneider, L-2522 Luxembourg. Murosa was formed on July 4, 2014 for the purpose of obtaining an equity interest in Hibernia NGS and, thereby, supporting Hibernia NGS in obtaining funding necessary to undertake a trans-Atlantic cable project connecting the UK to Nova Scotia being undertaken by another of Hibernia NGS' subsidiaries, Hibernia Express (Ireland) Limited. Murosa does not currently engage in any activity other than management of its investment in Hibernia NGS. Pursuant to Stage One of the transaction, which is discussed further in Section III below, Murosa has acquired a 27.9 percent direct interest in Hibernia NGS and, thus, an indirect interest in HB Atlantic and HB Media.<sup>18</sup>

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<sup>18</sup> The third current investor in Hibernia NGS is CVC III Hibernia Blocker, Inc. ("CV Hibernia"), a Delaware corporation. The following information regarding CV Hibernia was provided to the Applicants and confirmed to them by Highbridge (as defined below). CV Hibernia currently owns 12% 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 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 Capital 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.

Constellation Growth Capital, LLC ("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 a subsidiary of 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. No limited partner in CVEF, CVCapital, or CVOffshore other than JPMorgan Asset held or currently holds a 10% or greater ownership interest in HB Atlantic or HB Media under the FCC's ownership attribution rules. Constellation, CVCapital, CVManagement, CVOffshore, CVEF, CVHibernia, Highbridge, Highbridge Capital, JPMorgan Asset, and JP Morgan operate principally as investment companies. The principal place of business of Constellation, CVCapital, CVManagement, CVOffshore, CVEF, CVHibernia, Highbridge, and Highbridge Capital is, in each case, c/o Constellation Growth Capital LLC, 40 West 57th Street, New York, New York, 10019. The principal place of

## **E. KCK, Limited**

KCK is a family-owned and run financial investment business that is owned by five members of the Clin / Kassar family and is incorporated under the laws of the British Virgin Islands with its registered offices in Tortola, British Virgin Islands. KCK holds significant investments in a diverse range of business sectors including clean technologies, utilities, telecommunications, technology, media, energy, real estate, basic material, consumer finance and business services. KCK frequently co-invests in companies or projects with blue-chip U.S. investment firms such as Goldman Sachs & Co., Highbridge Principal Strategies. The Blackstone Group, Kleiner Perkins Caufield Byers and Bessemer Venture Partners. KCK's investments are principally located in the United States and Europe.

## **III. DESCRIPTION OF THE TRANSACTION**

Pursuant to the terms of an "Investment Agreement" and a "Shareholder Agreement", (the "Agreements") both dated July 17, 2014, by and among CVC, CV Hibernia, KCK and Murosa, Murosa acquired a minority equity interest in Hibernia NGS. Under the terms of the Agreements, Murosa also has the ability, under certain conditions, to acquire a majority interest. Specifically, the transaction is structured as a three-stage process whereby, under Stage One, Murosa acquired its 27.9% interest in Hibernia NGS. Stage One was completed on July 17, 2014 and provided funding needed to complete marine surveys and manufacturing of fiber-optic cable. Stages Two and Three grant Murosa the option to obtain increasing equity interests in Hibernia NGS, culminating in Murosa, in Stage Three, directly holding a majority equity interest in Hibernia NGS, and an indirect majority interest in HB Atlantic and HB Media.<sup>19</sup>

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business of JPMorgan Asset and JP Morgan is, in each case, c/o JPMorgan Asset Management Holdings, Inc., 270 Park Avenue, New York, NY 10017.

<sup>19</sup> Murosa's ultimate acquisition of majority equity interest in Hibernia NGS is contingent upon several conditions. It is contemplated in a standalone arrangement between KCK, Murosa, and

All stages of the Transaction will be transparent to HB Atlantic's and HB Media's customers, which will continue to be served, without interruption, by HB Atlantic and HB Media after the three stages of the Transaction are consummated. A corporate structure diagram is appended as **Exhibit C**.

#### **IV. PUBLIC INTEREST STATEMENT**

The transfer of control of HB Atlantic and HB Media that would occur in Stage Three will serve the public interest. The financial resources that Murosa has brought and will bring to Hibernia NGS through its investment will enhance the ability of HB Atlantic and HB Media to compete in the communications and information services marketplace. As discussed below, after the consummation of Stage Three, although now holding a majority share, Murosa will not be involved in the daily operations of HB Atlantic and HB Media. Consequently, HB Atlantic and HB Media will benefit from the increased financial stability of Murosa's investment in Hibernia NGS while retaining the same day-to-day operations thereby ensuring the continued success of HB Atlantic and HB Media. The Investment Agreement enables the funding of a portion of the costs to construct a new low-latency, six fiber pair trans-Atlantic undersea fiber optic cable system connecting Halifax, Nova Scotia, and Brean, United Kingdom ("Project Express") which is being undertaken by one of Hibernia NGS's Irish subsidiaries – Hibernia Express (Ireland) Limited.

Notably, Project Express does not include a new submarine cable system landing point in the United States nor an increase in the number of fibers between Halifax, Nova Scotia, and

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CV Hibernia that, in conjunction with Stage Two, CV Hibernia's shares in Hibernia NGS will be transferred to Murosa and CV Hibernia will take an interest in Murosa. At the culmination of Stage Two of the transaction, Murosa would hold no more than 40% of the equity and still a minority share in Hibernia NGS. CVC would continue to hold more than a 50% share after Stage Two is complete.

Lynn, Massachusetts. Instead, Project Express will interconnect with the group's current trans-Atlantic system at Halifax and use that system to bring communications traffic into the United States. As noted above, the existing Hibernia NGS transatlantic cable system - which is owned and operated by various subsidiaries of Hibernia NGS, including HB Atlantic, which owns the portion of the cable system in the U.S. and U.S. territorial waters - connects landing stations located in the U.S. (Lynn, Massachusetts), and abroad (Halifax, Nova Scotia, Canada (Herring Cove); Dublin, Ireland; Southport, United Kingdom; and Portrush, Northern Ireland).

At the same time, the consummation of Stage Three will have no adverse impact on HB Atlantic's and HB Media's existing customers. These customers will continue to receive their existing services at the same rates, terms and conditions as at present. Any future changes to the rates, terms and conditions of service will be made consistent with Commission requirements, as applicable.

Furthermore, the potential consummation of Stage Three does not present any anti-competitive concerns. The transfer of control of HB Atlantic and HB Media to Murosa (and, indirectly, KCK) will have no adverse effect upon competition in the markets for local, intrastate toll or domestic interstate telecommunications services. Murosa and KCK have no communications operations, therefore, there is no overlap with the services provided by HB Atlantic or HB Media. As a result, the proposed transfer of control has no impact other than ensuring the continued financial stability of Hibernia NGS and, therefore, of HB Atlantic and HB Media.

In addition, the consummation of Stage Three poses no risk of anticompetitive impact on the U.S. international telecommunications marketplace. Murosa and KCK do not provide international telecommunications services and HB Atlantic and HB Media are long-established

providers of international services. HB Atlantic and HB Media are not foreign carriers, and their foreign carrier affiliates, do not have market power in the foreign points where they operate. HB Atlantic and HB Media will not become foreign carriers nor gain any new foreign carrier affiliates as a result of consummating in Stage Three. Consequently, there is no anticompetitive overlap of international services or markets.

Finally, the proposed consummation of Stage Three does not raise any national security or law enforcement concerns. In a Letter of Assurance (“LOA”) dated September 30, 2010, between the predecessor in interest of Hibernia NGS (and its subsidiaries) and the Department of Justice, Department of Homeland Security, and Department of Defense, Hibernia NGS agreed to abide by certain security and reporting obligations as a condition of granting international Section 214 authority to Hibernia NGS.<sup>20</sup> Hibernia NGS, HB Atlantic and HB Media will continue to be bound by the LOA after consummation of Stage Three. Moreover, Murosa and KCK are not investing directly in HB Atlantic and HB Media. In addition, as noted above, the current day-to-day business operations of HB Atlantic and HB Media will not be affected by the proposed consummation of Stage Three. Accordingly, the consummation of Stage Three will not raise any national security or law enforcement concerns. For the Commission’s information, the Applicants have also filed, on August 8, 2014, a draft Voluntary Notice with the Committee on Foreign Investment in the United States (“CFIUS”) that provided additional information regarding the Applicants and the financial components of the investment transaction.

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<sup>20</sup> The LOA was entered into by Hibernia Group ehf the applicant, at that time, for international Section 214 authority. By *pro forma* notice dated, March 4, 2014 Hibernia Group ehf notified the Commission of the transfer of that section 214 authority to Hibernia NGS Limited. See ITC-ASG-20140304-00065. By *pro forma* notice dated July 17, 2014, notified the Commission of the transfer of Hibernia NGS’ section 214 authority to HB Media. See ITC-ASG-20140717-00206.

**V. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES**

The Applicants submit the following information pursuant to Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18:

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

Columbia Ventures Corporation (*transferor*)  
12503 SE Mill Plain Blvd.  
Suite 120  
Vancouver, WA 98684

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

Hibernia Media, LLC (*licensee*)  
25 De Forest Avenue, Suite 108  
Summit, NJ 07901  
Tel: 908-988-1988

Murosa Development S.À R.L. (*transferee*)  
6, rue Guillaume Schneider  
L-2522 Luxembourg

KCK Limited (*transferee*)  
Principal Place of Business:  
Dubai Airport Free Zone,  
Bldg 6 W, Block A, 5th floor,  
Office No. 512  
P.O. Box: 29506 Dubai- U.A.E

Registered Office:  
C/OMC Chambers,  
Wickhams Cay 1,  
Road Town,  
Tortola, British Virgin Islands

(b) Laws under which each corporate or partnership applicant is organized:

HB Atlantic is a limited liability company formed under the laws of the State of Washington.

HB Media is a limited liability company formed under the laws of the State of Delaware.

Hibernia NGS is a company formed under the laws of the Republic of Ireland.

CVC is a corporation organized under the laws of the State of Washington.

CV Hibernia is a corporation organized under the laws of the State of Delaware.

CVEF and CVCapital are limited partnerships organized under the laws of the State of Delaware.

CVOffshore is a limited partnership organized under the laws of the Cayman Islands.

Murosa is a company organized under the laws of Luxembourg.

KCK is a private company organized under the laws of the British Virgin Islands.

- (c) Correspondence concerning this Application should be sent to:

For CVC, HB Atlantic and HB Media:

James P. Prenetta, Jr.  
General Counsel  
Hibernia NGS Limited  
c/o Hibernia Atlantic U.S. LLC  
25 De Forest Avenue, Suite 108  
Summit, New Jersey 07901  
Phone: (978) 460-1987  
Email: [james.prenetta@hibernianetworks.com](mailto:james.prenetta@hibernianetworks.com)

For KCK and Murosa:

Burt Braverman  
Davis Wright Tremaine LLP  
1919 Pennsylvania Avenue, NW  
Suite 800  
Washington, DC 20006-3401  
Phone: (202) 973-4210  
Email: [burtbraverman@dwt.com](mailto:burtbraverman@dwt.com)

with copy to:

Edward A. Yorkgitis, Jr.  
Denise N. Smith  
KELLEY DRYE & WARREN LLP  
3050 K Street, N.W.  
Washington, D.C. 20007  
Phone: (202) 342-8400  
Email: [eyorkgitis@kelleydrye.com](mailto:eyorkgitis@kelleydrye.com)  
[dsmith@kelleydrye.com](mailto:dsmith@kelleydrye.com)



- (d) HB 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 1, 2009. HB Atlantic also holds a submarine cable landing license, granted in File No. SCL-LIC-19990804-00012 on January 13, 2000 and modified in File No. SCL-MOD-20020412-00022. HB Atlantic also holds domestic Section 214 authority by operation of Section 63.01 of the Commission's Rules.<sup>21</sup>

HB Media holds international Section 214 authority, granted in FCC File No. ITC-214-20100303-00093, to operate as a global or limited global facilities-based and resale carrier. HB Media also holds domestic Section 214 authority by operation of Section 63.01 of the Commission's Rules.<sup>22</sup>

CVC, CV Hibernia, Murosa and KCK do not hold FCC international or domestic Section 214 authorities.

- (h) The following individuals or entities hold a 10% or greater interest in KCK and Murosa and thus will hold a 10% or greater interest in HB Atlantic and HB Media post close:

Name	Ownership in KCK	Address	Nationality
Jean François Clin	42.5%	7 Pollock's Path, The Peak, Hong Kong	Born: France Citizenship: French
Radwan Karim Kassar	21.25%	6 Wadham Gardens, NW3 3DP, London, UK	Born: Lebanon Citizenship: Lebanese / French
Annabel Karim Kassar	21.25%	6 Wadham Gardens, NW3 3DP, London, UK	Born: France Citizenship: French / Lebanese
Nael Karim Kassar	10%	10 Ulster Terrace, NW1 4PJ, London, UK	Born: France Citizenship: French / Lebanese
Kamal Karim Kassar	5%	Satwa, Rue 30D - Villa 110, Dubai, UAE	Born: Lebanon Citizenship: Lebanese / French

Murosa is an indirect, wholly-owned subsidiary of KCK.

There will be no interlocking directorates with any foreign carrier following consummation of Stage Three of the proposed Transaction.

<sup>21</sup> 47 C.F.R. § 63.01.

<sup>22</sup> 47 C.F.R. § 63.01.

- (i) As evidenced by the signature of KCK's and Murosa's representative to this Application, KCK and Murosa certify that (i) KCK and Murosa are not foreign carriers; and (ii) neither KCK nor Murosa will become a foreign carrier post-close. As discussed in Section I above, KCK and Murosa currently are affiliated with the Hibernia Foreign Carrier Affiliates. Accordingly, KCK and Murosa certify that they are affiliated with foreign carriers in Belgium, Canada, France, Germany, Ireland, the Netherlands, Singapore, and the U.K..
- (j) As evidenced by the signature of KCK's and Murosa's representative to this Application, KCK and Murosa certify that they do not seek to provide international telecommunications services to any destination country where, post-close, (i) KCK and Murosa are foreign carriers; (ii) KCK or Murosa control foreign carriers; (iii) an entity that owns more than 25 percent of KCK or Murosa, or that controls KCK or Murosa, controls a foreign carrier; or (iv) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of KCK or Murosa after Stage 3 and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Belgium, Canada, France, Germany, Ireland, the Netherlands, Singapore, and the U.K. are all members of the World Trade Organization.
- (l) [Reserved].
- (m) The Hibernia Foreign Carrier Affiliates, both collectively and individually, hold significantly less than a 50 percent market share in the international transport and local access markets in the foreign countries in which they provide service. Accordingly, the Affiliates each lack market power and KCK and Murosa are entitled to a presumption of non-dominant treatment.
- (n) As evidenced by the signature of KCK's and Murosa's representative to this Application, KCK and Murosa certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and that it will not enter into such agreements in the future.
- (o) As evidenced by the signatures of the Applicants' representatives to this Application, Applicants each certify that, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, no party to this Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) KCK and Murosa request streamlined processing of this Application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. This Application qualifies for streamlined treatment under Section 63.12(c) of the Commission's Rules because, as discussed in Section I *supra*, (i) KCK and Murosa's foreign carrier affiliates, the Hibernia Foreign Carrier Affiliates, do not have market power in the foreign markets nor

do they possess 50% market share in the international transport or local access markets in the foreign markets; and (ii) KCK and Murosa are not affiliated with any dominant U.S. carrier whose international switched or private line services KCK or Murosa seeks authority to resell, nor will KCK or Murosa become so affiliated post-close.

**VI. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES**

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required for the domestic Section 214 transfer of control application is provided in **Exhibit A.**

**VII. INFORMATION REQUIRED BY SECTION 1.767(A)(11) OF THE COMMISSION'S RULES**

In accordance with the requirements of Section 1.767(a)(11) of the Commission's Rules, the additional information required for the submarine cable landing license transfer of control application is provided in **Exhibit B.**

**VIII. CONCLUSION**

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

**Columbia Ventures Corporation**



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Its Attorneys

**KCK Limited and Murosa  
Development S.A. R.L.**

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Its Attorneys

Date: August 20, 2014

## VIII. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

### Columbia Ventures Corporation

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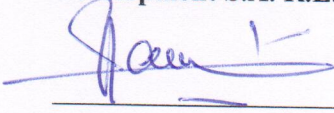
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Its Attorneys

Date: August 20, 2014

### KCK Limited and Murosa Development S.A. R.L.



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Its Attorneys

**VERIFICATION**

I, Kenneth D. Peterson, Jr., state that I am Chief Executive Officer of Columbia Ventures Corporation; that I am authorized to represent Columbia Ventures Corporation and its subsidiaries and affiliates, and to make this verification on their behalf; that the statements in the foregoing document relating to Columbia Ventures Corporation and its subsidiaries and affiliates, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

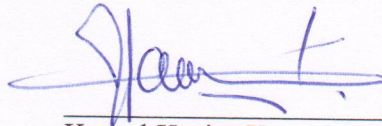
  
Kenneth D. Peterson, Jr.  
Columbia Ventures Corporation

Executed on August 20, 2014

## VERIFICATION

I, Kamal Karim Kassar, state that I am a Director of KCK Limited and Murosa Development S.À.R.L.; that I am authorized to represent KCK Limited and Murosa Development S.À.R.L. and their subsidiaries and affiliates, and to make this verification on their behalf; that the statements in the foregoing document relating to KCK Limited and Murosa Development S.À.R.L. and their subsidiaries and affiliates, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.



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Kamal Karim Kassar

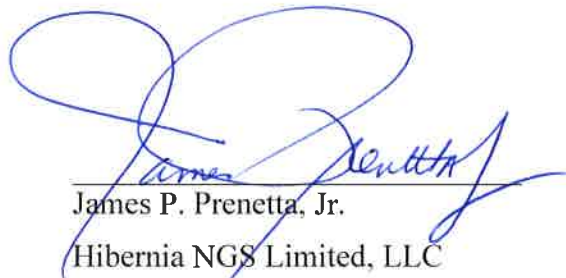
KCK Limited and Murosa Development  
S.À.R.L.

Executed on August 20, 2014

**VERIFICATION**

I, James P. Prenetta, Jr., state that I am General Counsel of Hibernia NGS Limited; that I am authorized to represent Hibernia NGS Limited and its subsidiaries and affiliates, and to make this verification on their behalf; that the statements in the foregoing document relating to Hibernia NGS Limited and its subsidiaries and affiliates, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.



James P. Prenetta, Jr.  
Hibernia NGS Limited, LLC

Executed on August 2014



## LIST OF EXHIBITS

EXHIBIT A – Information Required by 47 C.F.R. §63.04
EXHIBIT B – Information Required by 47 C.F.R. §1.767
EXHIBIT C – Corporate Structure Diagram(s)

## EXHIBIT A

### INFORMATION REQUIRED BY 47 C.F.R. §63.04

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04, the Applicants provide the following information in support of its request.

**63.04(a)(6): Description of the Transactions**

The proposed Transaction is described in Section III of the Application.

**63.04(a)(7): Description of Geographic Service Area and Services in Each Area**

A description of the geographic service areas and services provided in each area is included in Section II of the Application. HB Atlantic provides broadband services to a variety of customers including enterprise and wholesale customers in 14 states. HB Media provides broadband services and content management services to media companies. HB Media is also a provider of private line services to media content service providers in 16 states.

**63.04(a)(8): Presumption of Non-Dominance and Qualification for Streamlining**

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules because (1) Stage Three will result in the Applicants (including their affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent; (2) the Applicants (including their affiliates) will provide information services, competitive telecommunications services or exchange access services (if any) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the

transaction; and (3) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

**63.04(a)(9): Other Pending Commission Applications Concerning the Proposed Transaction**

None.

**63.04(b)(10): Special Considerations**

None.

**63.04(b)(11): Waiver Requests (If Any)**

None.

**63.04(b)(12): Public Interest Statement**

Consummation of Stage Three of the proposed Transaction will serve the public interest for the reasons detailed in Section IV of the Application.

**EXHIBIT B**

**INFORMATION REQUIRED BY 47 C.F.R. §1.767**

In accordance with the requirements of Section 1.767(a)(11) of the Commission's Rules, 47 C.F.R. § 1.767, the Applicants provide the following information in support of its request for transfer of control of HB Atlantic, the holder of a submarine cable landing license.

**1.767(a)(1): Name, address and telephone number of the Applicants:**

The names, addresses and telephone numbers of the Applicants is included in section V(a) of the Application.

**1.767(a)(2): Laws under which each corporate or partnership applicant is organized:**

The laws under which the Applicants are organized are included in Section V(b) of the Application.

**1.767(a)(3): Correspondence concerning this Application should be sent to:**

Contact information for correspondence regarding this Application is included in section V(c) of the Application.

(ii) **1.767(a)(8): Certification regarding affiliation with foreign carriers:**

As evidenced by the signature of KCK's and Murosa's representative to this Application, KCK and Murosa certify that (a) KCK and Murosa are not foreign carriers

and (b) as discussed in Section I *supra*, KCK and Murosa are affiliated with foreign carriers in Belgium, Canada, France, Germany, Ireland, the Netherlands, Singapore, and the U.K , including entities that own or control a foreign cable landing station in the destination markets of HB Atlantic's cable system.

The citizenship of each applicant and information and certifications required in Section 63.18(h) through(k) and 63.18(o) are included in Section V of the Application.

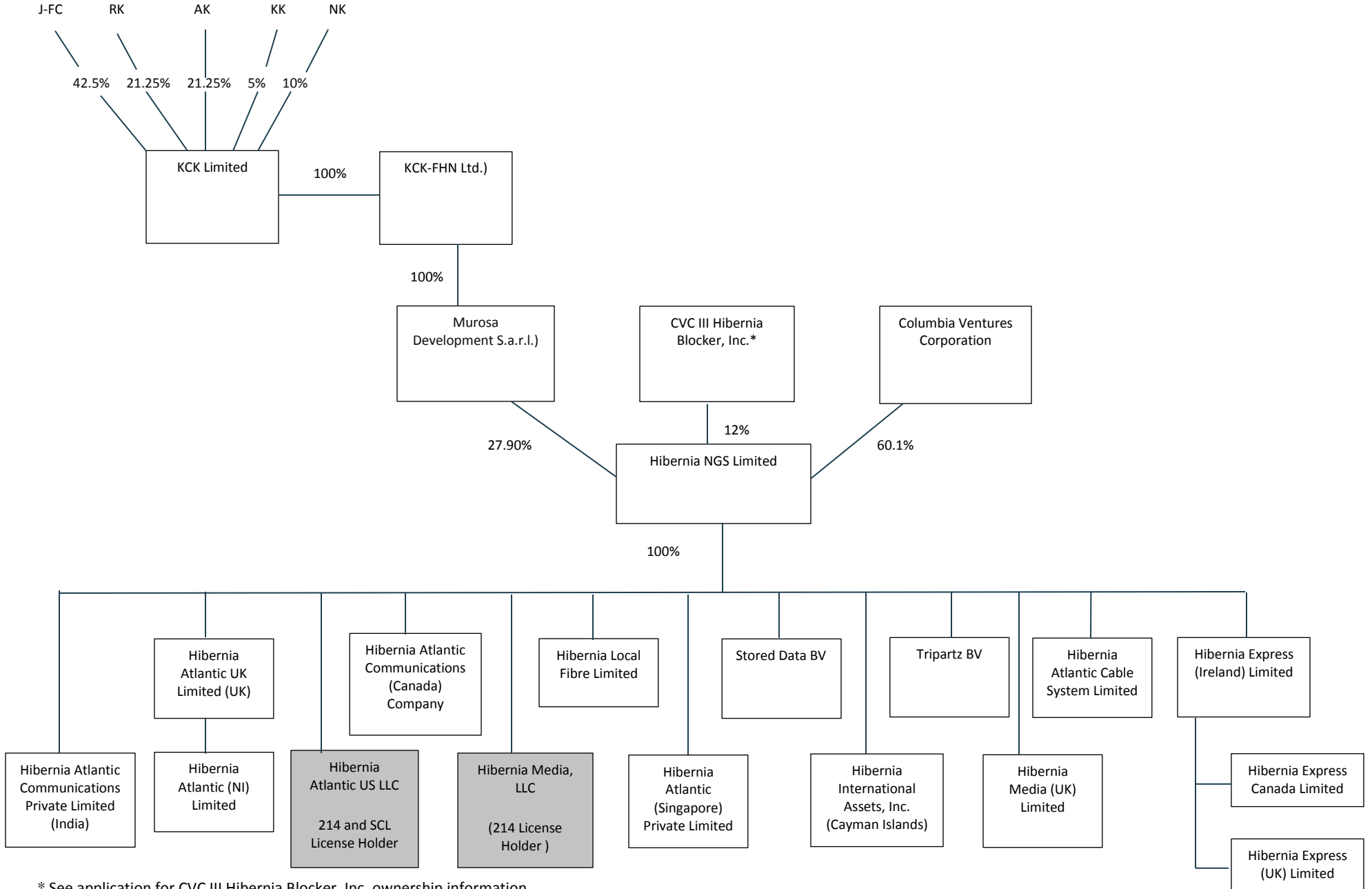
**1.767(a)(9): Certification regarding acceptance of conditions:**

As evidenced by the signature of KCK's and Murosa's representative to this Application, KCK and Murosa certify that they accept and will abide by the routine conditions of Section 1.767(a)(g) of the Commission's Rules.

**EXHIBIT C**

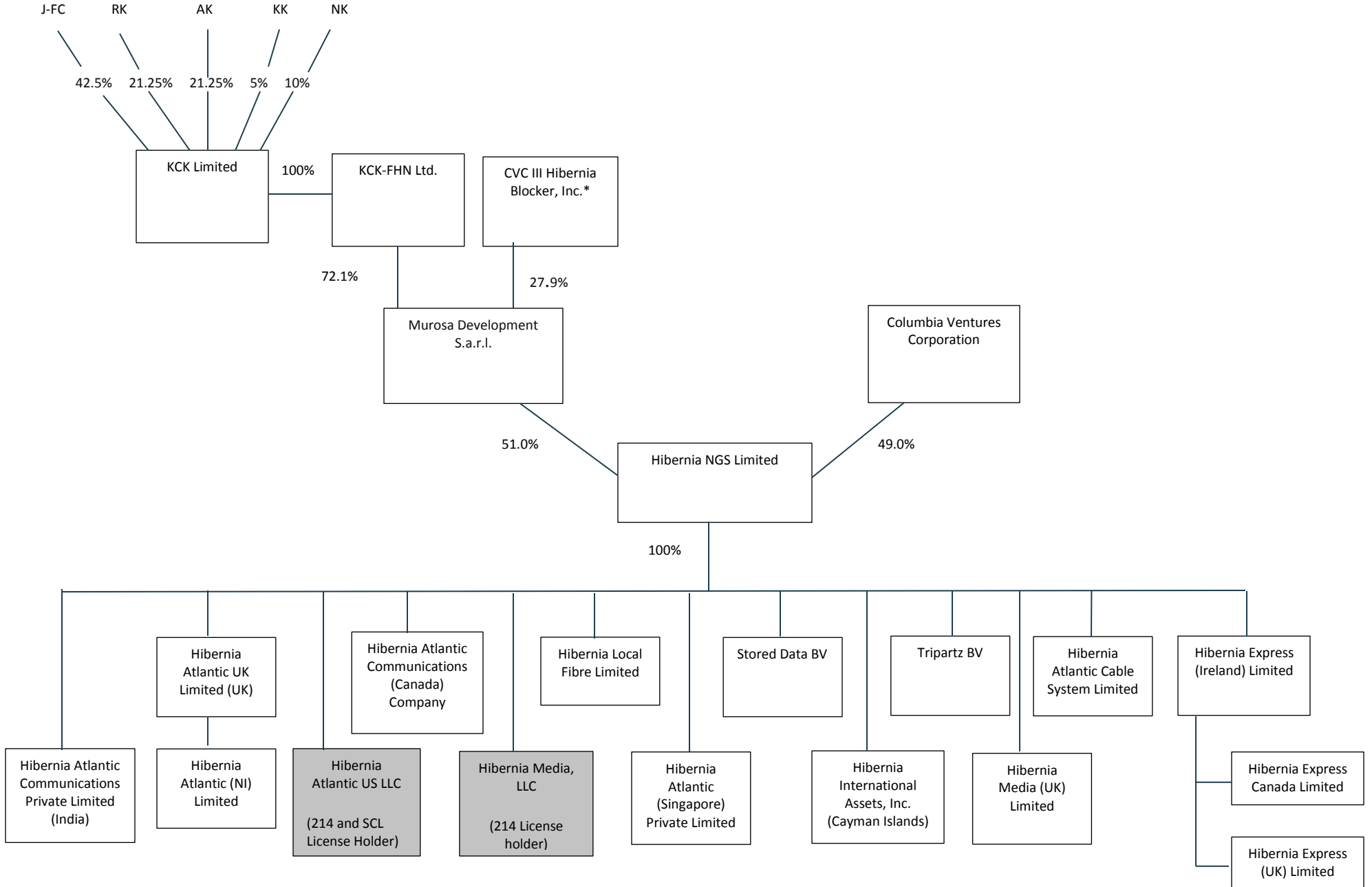
**Pre- and Post-Merger Organizational Charts**

# Ownership at Time of Application



\* See application for CVC III Hibernia Blocker, Inc. ownership information

## Post – Stage Three Transfer of Control



\* See application for CVC III Hibernia Blocker, Inc. ownership information