



January 4, 2017

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Department of Defense Chief Information
Officer
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Re: GTT Communications, Inc. Letter of Commitment to Assume Party Status in
Hibernia Atlantic U.S. LLC Letters of Assurance, as Amended

Dear Sir or Madam:

This letter serves as formal notice that, subject to the condition listed below regarding closing of the transaction described in an Federal Communications Commission (“FCC”) transfer of control application dated November 10, 2016,¹ GTT Communications, Inc. (“GTT”) agrees to become a party to, and assume the commitments contained in, the two existing Letters of Assurance, described further below, in which Hibernia Atlantic U.S. LLC (“HB Atlantic”), its immediate parent, Hibernia NGS Limited (“HB NGS”) and its ultimate parent, KCK Limited (“KCK”) a British Virgin Islands company, and certain other affiliated entities, have made

¹ *Application of Murosa Development S.a.r.l., Hibernia Atlantic U.S. LLC, and GTT Communications, Inc. for Grant of Authority to Complete a Transfer of Control of a Company Holding International Section 214 Authority, Domestic Section 214 Authority, and a Submarine Cable Landing License Pursuant to Section 214 of the Communications Act of 1934, as Amended* (filed November 10, 2016) (the “Application”). FCC File Number ITC-T/C-20161110-00295.

commitments to the Department of Justice (“DOJ”), the Department of Homeland Security (“DHS”), and the Department of Defense (“DOD” and, together with DOJ and DHS, the “USG Agencies”) to address national security, law enforcement, and public safety concerns raised by the USG Agencies in connection with the licenses issued by the FCC to HB Atlantic.² GTT makes this commitment in connection with and conditioned upon the closing of a proposed transaction whereby GTT will acquire ownership of all of the shares of HB NGS and indirect control of HB Atlantic, the wholly-owned subsidiary of HB NGS.

HB NGS and HB Atlantic currently are majority-owned by Murosa Development S.a.r.l, (“Murosa”), a Luxembourg company, and Murosa’s parent company KCK. The remaining minority interests in HB NGS and HB Atlantic are currently held by Columbia Ventures Corporation (“CVC”), a Washington corporation. By applications filed on November 10, 2016, GTT seeks approval from the FCC to acquire control of HB NGS and HB Atlantic.³ As a result of the transaction, the current, foreign-controlled majority ownership ultimately held by KCK will be eliminated along with the minority interests now held by CVC. Post-close, GTT, a U.S. corporation, will hold one hundred percent of the shares in (and control of) HB NGS and HB Atlantic. Hibernia NGS will be a direct, wholly owned subsidiary of GTT. HB Atlantic will become an indirect, wholly-owned subsidiary of GTT.

In a Letter of Assurance dated September 30, 2010 and effective October 25, 2010 (“2010 LOA”), from Hibernia Group ehf (“Hibernia”), for itself and its subsidiaries, as described therein, including HB Atlantic, to the USG Agencies, Hibernia, Hibernia Atlantic, and certain other named entities agreed to undertake certain commitments to the USG Agencies with respect to the Hibernia Atlantic cable system connecting the United States, Ireland and the United Kingdom. This 2010 LOA was further amended in a Letter of Assurance dated and effective December 15, 2014 (“2014 LOA”), from KCK, HB NGS (as successor in interest to Hibernia),⁴ HB Atlantic, and Hibernia Media, LLC, to the USG Agencies. The 2014 LOA also included certain new commitments undertaken by KCK, HB NGS, and HB Atlantic with respect to the Project Express system as described therein.

Following consummation of the pending transaction, GTT will assume the commitments of KCK and HB NGS as parties to the 2014 LOA, and the 2010 LOA, as amended. Post-transaction KCK will no longer have any control, direct or indirect, in HB NGS or HB Atlantic.

² 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.

³ See FCC File Number ITC-T/C-20161110-00295.

⁴ As noted in the 2014 LOA (Footnote 1), in January 2014 Hibernia merged with and into HB NGS, and HB NGS assumed Hibernia’s responsibilities as set forth in the 2010 LOA.

Specifically, by the authorized signature below, GTT agrees to abide by the commitments and undertakings set forth in the 2010 LOA, as amended, and the 2014 LOA, and the terms and conditions thereof in their entirety, which currently apply to KCK and HB NGS. For the avoidance of doubt, nothing in this Letter, including but not limited to GTT's assumption herein of the foregoing commitments of KCK and HB NGS, should be construed as modifying the scope of the commitments set forth in the 2010 LOA and the 2014 LOA.

GTT agrees that in the event any commitments set forth in the 2010 LOA, as amended, and/or 2014 LOA are breached, in addition to any other remedy available at law or equity, the USG Agencies may request that the FCC modify, condition, revoke, cancel, terminate, or render null and void any relevant license, permit, or other authorization granted by the FCC to HB Atlantic or any successors-in-interest with respect to the Hibernia Atlantic cable system, or Project Express system. Nothing herein shall be construed to be a waiver by GTT or HB Atlantic of, or limitation on, its right to oppose or comment on any such request. The commitments set forth in the 2010 LOA, as amended, and 2014 LOA, shall not be binding on GTT if the above-referenced applications are not granted.

GTT COMMUNICATIONS, INC.



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