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A LIMITED LIABILITY PARTNERSHIP

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March 4, 2014

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

Re: Notification, pursuant to Section 1.767(g)(7) of the Commission's Rules, of a
pro forma transfer of control of Hibernia Atlantic U.S. LLC which holds a
submarine cable landing license (File No. SCL-MOD-20020412-00022)

Dear Ms. Dortch:

Hibernia Atlantic U.S. LLC ("Hibernia Atlantic" and the "Company") (FRN: 0014190151), by its attorneys, hereby notifies the Commission of a *pro forma* transaction ("Transaction") pursuant to Section 1.767(g)(7) of the Commission's Rules. Notice regarding this transaction has not been provided previously to the Commission.¹

Hibernia Atlantic is a limited liability company formed under the laws of the state of Washington. Prior to the Transaction, Hibernia Atlantic was a direct wholly-owned subsidiary of Hibernia Group ehf ("Hibernia Group"), an Icelandic company. Hibernia Group was directly held by Hibernia NGS Limited ("Hibernia NGS"), a company formed in the Republic of Ireland. Hibernia NGS, in turn, 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.

Description of Transaction

Effective January 31, 2014, the High Court in Ireland approved the merger of Hibernia Group with and into Hibernia NGS. 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)

¹ A separate *pro forma* notice of the transaction is being submitted to the Commission in connection with Hibernia Atlantic's Section 214 authority.

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Regulations 2011. As a result of the merger, all assets and liabilities of Hibernia Group have been assumed by Hibernia NGS.

With this filing, the Company notifies the Commission that Hibernia Group has been merged into Hibernia NGS, with Hibernia NGS as the surviving entity. Following this transaction, Hibernia NGS continues to be directly held owned by CVC and Constellation with the same percentage of ownership as before. Hibernia Atlantic is now a direct wholly-owned subsidiary of Hibernia NGS. In short, there has been no change in the ultimate control of Hibernia Atlantic. Diagrams of the pre- and post-transaction corporate structures are provided as *Exhibit A*.

Correspondence concerning this filing should be sent to:

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

Hibernia NGS Limited (“Hibernia NGS”). Hibernia NGS owns 100% of the issued and outstanding equity of Hibernia Atlantic. Hibernia NGS is a company organized under the laws of the Republic of Ireland with an office 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.

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.

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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 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.

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

Interlocking Directorates:

Each of the following individuals is an officer or director of Hibernia Atlantic as well as an officer or director of a foreign carrier as described below:

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- 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, the Company provides as **Exhibit B** a certification that the transfer of control was *pro forma* pursuant to Section 63.24 of the Commission's Rules, and that, together with all previous *pro forma* transactions, it did not result in a change in the actual controlling party for Hibernia Atlantic.

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

Respectfully submitted,



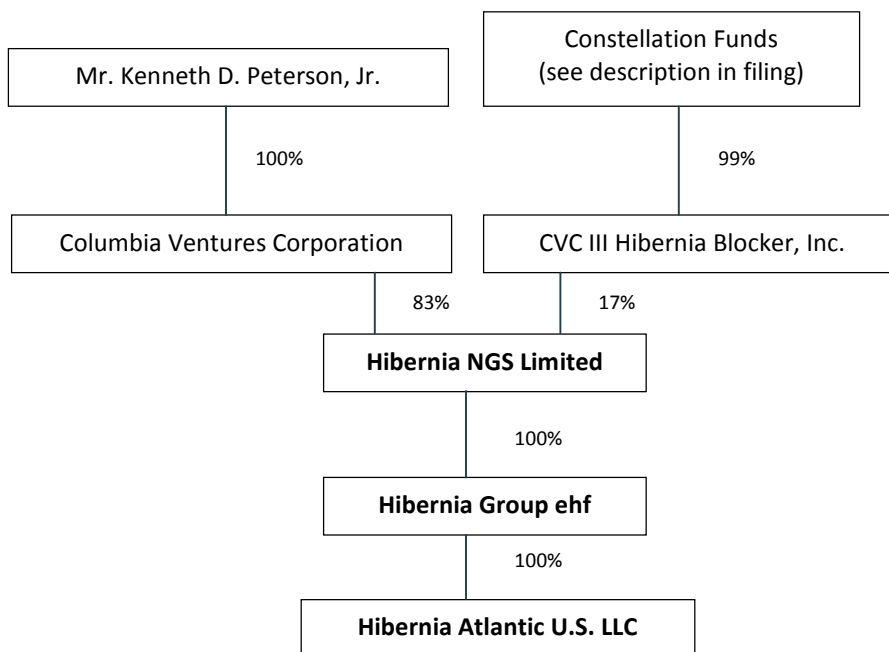
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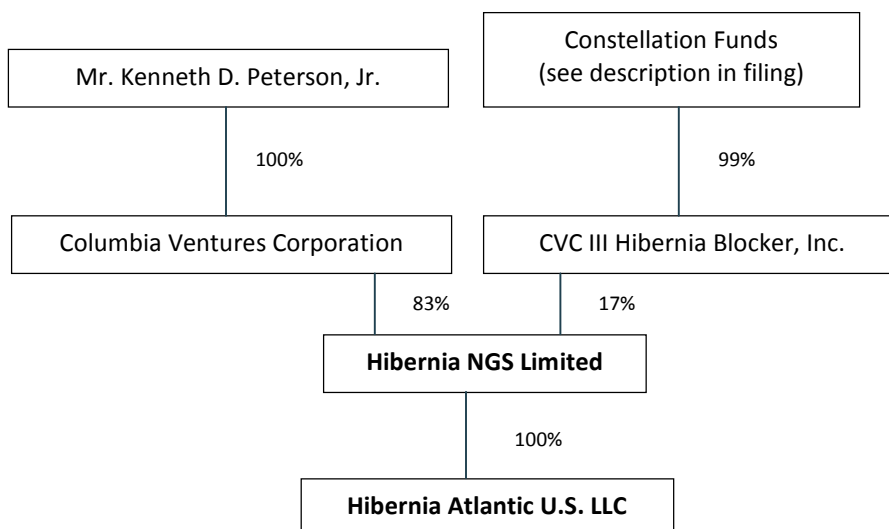
EXHIBITS

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

Ownership Pre-Transaction

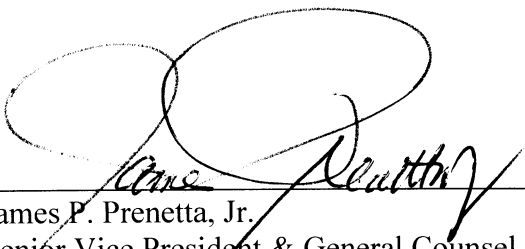


Ownership Post-Transaction



Certification

The undersigned hereby certifies, on behalf of Hibernia 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