## Categories of Services for 214 Applications (Streamline/Non-streamline)

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Description of Application:	SUBMARINE CABLE LANDING LICENSE  INTERNATIONAL SPECIAL PROJECT	SWITCHED RESALE SERVICE TRANSFER OF CONTROL	r AND MOBILE S.	LIMITED GLOBAL FACILITIES-BASED SERVICE	LIMITED GLOBAL FACILITIES-BASED SERVICE/LIMITED GLOBAL RESALE SERVICE	INTERCONNECTED PRIVATE LINE RESALE SERVICE	GLOBAL RESALE SERVICE INDIVIDUAL FACILITIES-BASED SERVICE	GLOBAL FACILITIES-BASED/GLOBAL RESALE SERVICE	ASSIGNMENT OF LICENSE

#### HOGAN & HARTSON

L.L.P.

Writer's Direct Dial (202) 637-5546

TOWELLIN

JAN 20 1999

COLUMBIA SQUARE
555 THIRTEENTH STREET, NW
WASHINGTON, DC 20004-1109
TEL (202) 637-5600
FAX (202) 637-5910

January 20, 1999

BY HAND DELIVERY

Ms. Magalie R. Salas
Secretary
Federal Communications Commission
International Bureau, Telecommunications
P.O. Box 358115
Pittsburgh, PA 15251-5115

Re: File No. ITC-94-083

Dear Ms. Salas:

Media Company, also is a party to this application. above, to Warburg, Pincus & Co. ("WP & Co"). Catalina's parent company, Four ("Catalina"), a common carrier holding the Section 214 authorization referenced Commission consent to the transfer of control of Catalina Transmission Corp. Enclosed are an original and two copies of an application for

the FCC in the amount of \$780.00 in payment of the filing fee. Also enclosed are a completed Form 159 and a check made payable to

request streamlined processing of this application. Pursuant to Section 63.12 of the Commission's rules, the parties

simultaneously herewith, WP & Co seeks Commission consent to control Catalina, which holds the Section 214 authorization referenced above as well as a private microwave and three earth station authorizations. By means of the present application and others that are being filed

Magalie Roman Salas January 20, 1999 Page 2

undersigned. Please refer any questions regarding this application to the

Respectfully submitted,

Ing Irenant

Treg Tremont Counsel for Catalina Transmission Corp. and Four Media Company

Enclosures

cc: Thomas Jones and Sophie Keefer, Counsel for Warburg, Pincus & Co.

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FCC FORM 159-C JULY 1997 (REVISED)

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FCC FORM 159-C JULY 1997 (REVISED)

#### WILLKIE FARR & GALLAGHER THREE LAFAYETTE CENTRE 1155 - 21ST STREET, NW. WASHINGTON, DC 20036

DATE January 15, 1999

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				\$780.00	AMOUNT	

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

Warburg, Pincus & Co.,  Four Media Company and  Catalina Transmission Corp.	In the Matter of )
File No.	

To: Chief, International Bureau

#### APPLICATION

Section 214 authorization, from Four Media to WP&Co. § 63.18(e)(5), for the transfer of control of Catalina, a common carrier holding a U.S.C. § 214, and Section 63.18(e)(5) of the Commission's Rules, 47 C.F.R "Commission"), pursuant to Section 214 of the Communications Act of 1934, 47 hereby request authority of the Federal Communications Commission ("FCC" or Media") and Catalina Transmission Corp. ("Catalina") (jointly, the "Applicants"), Warburg, Pincus & Co. ("WP&Co"), Four Media Company ("Four

Securities Purchase Agreement discussed below, WP&Co, through affiliated which in turn is a wholly-owned subsidiary of Four Media. Under the terms of the Catalina is a wholly-owned subsidiary of 4MC-Burbank, Inc. ("4MC")

negative impact on the operations of Catalina, and the changed corporate structure will be transparent to customers control of Catalina. investment funds, will acquire a 50.06% interest in Four Media and thereby gain The efficiencies created by this transaction will have no

promote competition and lower prices in the market for Catalina's services provision of video distribution services to Catalina's existing customers and should pursuit of technological innovation. allow Catalina to devote greater resources to the expansion of its facilities and the and necessity. Grant of this Application will serve the public interest, convenience This transfer of control and the resulting infusion of capital will This transaction will ensure continued

#### THE PARTIES

#### Transmission Corp. Four Media Company, 4MC-Burbank, Inc. and Catalina

offices in Santa Monica and Burbank, California existing under the laws of the State of Delaware with their principal executive Four Media, 4MC and Catalina are corporations organized and

Media's operations, distributes video entertainment products and services producers and distributors of video programming in the U.S., Canada and Asia Catalina is a nondominant carrier and holds an authorization under Section 214 to Catalina is a telecommunications services company which, in support of Four Four Media provides technical and creative services to the owners

provide international services granted in File No. ITC-94-083. Catalina submitted information is already a matter of record at the Commission. information concerning its legal, technical, managerial and financial qualifications provide service in conjunction with its Section 214 application and thus that

#### B. Warburg, Pincus & Co

the largest sources of venture-capital financing in the United States behalf of large institutions and pension funds. With its affiliates, WP&Co is one of laws of the State of New York with its principal executive office in New York, New WP&Co is a venture banking firm which directs the investment of assets on WP&Co is a general partnership organized and existing under the

Pincus partnership (the four limited partnerships are hereinafter referred to collectively as the "WP&Co Funds") Partners, L.P. ("WPEP"), a Delaware limited partnership, (2) Warburg, Pincus Warburg, Pincus Netherlands Equity Partners III, L.P., a Dutch limited Netherlands Equity Partners I, L.P., a Dutch limited partnership, (3) Warburg Netherlands Equity Partners II, L.P., a Dutch limited partnership, and (4) WP&Co is the sole general partner of (1) Warburg, Pincus Equity

#### II DESCRIPTION OF THE TRANSACTION

Securities Purchase Agreement ("Agreement"). Pursuant to the Agreement, after On January 18, 1999, the WP&CO Funds and Four Media signed a over Four Media and Catalina upon consummation of the transaction outstanding shares of Four Media common stock. 2/ Since WP&Co is the sole general partner of each of the WP&CO Funds, WP&Co will obtain ultimate control directors so long as the WP&CO Funds beneficially own at least 35% of the thenright to nominate and have appointed a majority of the Four Media board of of approximately 2.8%. directors. while the other three WP&CO Funds collectively will acquire an ownership interest WPEP will acquire an ownership interest in Four Media of approximately 47.8% the purchase of newly-issued and existing shares of common stock. 1/ will acquire an ownership interest in Four Media of approximately 50.6% through closed the transaction and effectuated the transfer of securities, the WP&CO Funds the requisite regulatory approvals have been obtained and after the parties have The WP&CO Funds will retain a majority of the Four Media board of In addition, the WP&CO Funds together will acquire Specifically,

customers will be uninterrupted and unchanged indirect, wholly-owned subsidiary of Four Media. transaction; it will remain a direct, wholly-owned subsidiary of 4MC and an Catalina, the Section 214 certificate holder, will not be affected by the Service to Catalina's existing

purchase additional stock Pursuant to the Agreement, the WP&Co Funds also will acquire a warrant to

by the WP&Co Funds, with those directors constituting a majority of the Board efforts to elect and cause to remain as directors on the Board individuals designated More specifically, the Agreement states that Four Media will use its best

#### III. REQUEST FOR TRANSFER OF CONTROL

Pursuant to Section 63.18(e)(5) of the Commission's Rules, the

Applicants set forth the following information:

(a) The name, address and telephone number of Applicants are:

Warburg, Pincus & Co. 466 Lexington Avenue New York, NY 10017 Tel: (212) 878-0600

Four Media Company 625 Arizona Avenue Santa Monica, CA 90401 Tel: (310) 458-9192

Catalina Transmission Corp. 2820 W. Olive Avenue Burbank, CA 91505 Tel: (818) 840-7156

(b) WP&Co is a general partnership organized and existing under the laws of the State of New York.

under the laws of the State of Delaware. Four Media and Catalina are corporations organized and existing

(c) Correspondence concerning this Application should be addressed to:

For the transferee:

Scott Arenare
Warburg, Pincus & Co
466 Lexington Avenue
New York, NY 10017
Tel: (212) 878-0600

with a copy to:

Thomas Jones
Sophie Keefer
Willkie Farr & Gallagher
1155 21st Street, N.W. Suite 600
Washington, D.C. 20036-3384
Tel: (202) 328-8000

For the transferor:

625 Arizona Avenue Tel: (310) 458-9192 Santa Monica, CA 90401 Four Media Company William E. Niles General Counsel and Vice President of Business Affairs

with a copy to:

Karis A. Hastings
Treg Tremont
Hogan & Hartson
555 Thirteenth Street, N.W.
Washington, D.C. 20004-1109
Tel: (202) 637-5600

- (d) Catalina is authorized to extend services to transborder locations using U.S. domestic and non-U.S. satellites pursuant to the Section 214 authorization granted in File No. ITC-94-083.
- (e) (5) Applicants request authority for the transfer of control of authorization, pursuant to the terms and conditions of § 63.18(e)(5) of the Commission's Rules. Catalina, a common carrier holding an international Section 214
- f) No response required.
- (g) No response required

- (h) (1) WP&Co hereby certifies that it does not have an affiliation with a foreign carrier within the meaning of § 63.18(h)(1) of the Commission's Rules.
- address is 466 Lexington Avenue, New York, NY, 10017 and their interlocking directorates. primary business is Warburg, Pincus & Co. There are no WP&Co are Lionel I. Pincus, its managing partner, and John I (2) The only current ten percent or greater equity holders of Vogelstein. Mr. Pincus and Mr. Vogelstein are U.S. citizens. Their
- $\Xi$ administration with respect to traffic or revenue flows between the enter into such agreements in the future. concessions directly or indirectly from any foreign carrier or Catalina under the authority granted under this part, and will not U.S. and any foreign country which WP&Co may serve through WP&Co hereby certifies that it has not agreed to accept special
- (j) The Applicants hereby certify that no party to this application, as defined in 47 C.F.R. § 1.2002(b), is subject to denial of Federal 1988, 21 U.S.C. § 853(a). benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of
- (k) The Applicants respectfully request streamlined processing of this Application pursuant to Section 63.12 of the Commission's rules.

#### IV. CONCLUSION

authorize the transfer of control described herein. Accordingly, the Applicants respectfully request that the Commission

Respectfully submitted,

	Catalina Transmission Corp.  By:	Dated:	Ву:	Four Media Company	ırg, Pi
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#### IV. CONCLUSION

authorize the transfer of control described herein. Accordingly, the Applicants respectfully request that the Commission

Respectfully submitted,

Warburg, Pincus & Co.

Four Media Company

By: John H. Donlon

Dated: Towns 10 1000

Dated: January 19, 1999

Catalina Transmission Corp.

John H. Donlon

Dated: January 19, 1999