

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

- ASSIGNMENT OF LICENSE
- GLOBAL FACILITIES-BASED SERVICE
- GLOBAL FACILITIES-BASED/GLOBAL RESALE SERVICE
- GLOBAL RESALE SERVICE
- INDIVIDUAL FACILITIES-BASED SERVICE
- INTERCONNECTED PRIVATE LINE RESALE SERVICE
- LIMITED GLOBAL FACILITIES-BASED SERVICE/LIMITED GLOBAL RESALE SERVICE
- LIMITED GLOBAL FACILITIES-BASED SERVICE
- LIMITED GLOBAL RESALE SERVICE
- INMARSAT AND MOBILE SATELLITE SERVICE
- SWITCHED RESALE SERVICE
- TRANSFER OF CONTROL
- SUBMARINE CABLE LANDING LICENSE
- INTERNATIONAL SPECIAL PROJECT

Description of Application: _____

HOGAN & HARTSON
L.L.P.

Writer's Direct Dial
(202) 637-5546

January 20, 1999

COLUMBIA SQUARE
555 THIRTEENTH STREET, NW
WASHINGTON, DC 20004-1109
TEL (202) 637-5600
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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. TTC-94-083

Dear Ms. Salas:

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

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

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

By means of the present application and others that are being filed 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.

Magalie Roman Salas
January 20, 1999
Page 2

Please refer any questions regarding this application to the undersigned.

Respectfully submitted,



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

Enclosures

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

REMITTANCE ADVICE (Continuation Sheet)

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT

SECTION BB - ADDITIONAL APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)
Four Media Company

(12) STREET ADDRESS LINE NO. 1
625 Arizona Avenue

(13) STREET ADDRESS LINE NO. 2

(14) CITY
Santa Monica

(15) STATE
CA

(16) ZIP CODE
90401

(17) DAYTIME TELEPHONE NUMBER (include area code)
310-458-9192

(18) COUNTRY CODE (if not in U.S.A.)

IF MORE BOXES ARE NEEDED, USE ADDITIONAL FCC 159-C CONTINUATION SHEETS TO LIST EACH SERVICE

SECTION CC - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID	(20A) PAYMENT TYPE CODE (PTC)		(21A) QUANTITY	(22A) FEE DUE FOR (PTC) IN BLOCK 20A	FCC USE ONLY
(23A) FCC CODE 1			(24A) FCC CODE 2	\$	
(19B) FCC CALL SIGN/OTHER ID	(20B) PAYMENT TYPE CODE (PTC)		(21B) QUANTITY	(22B) FEE DUE FOR (PTC) IN BLOCK 20B	FCC USE ONLY
(23B) FCC CODE 1			(24B) FCC CODE 2	\$	
(19C) FCC CALL SIGN/OTHER ID	(20C) PAYMENT TYPE CODE (PTC)		(21C) QUANTITY	(22C) FEE DUE FOR (PTC) IN BLOCK 20C	FCC USE ONLY
(23C) FCC CODE 1			(24C) FCC CODE 2	\$	
(19D) FCC CALL SIGN/OTHER ID	(20D) PAYMENT TYPE CODE (PTC)		(21D) QUANTITY	(22D) FEE DUE FOR (PTC) IN BLOCK 20D	FCC USE ONLY
(23D) FCC CODE 1			(24D) FCC CODE 2	\$	

SECTION DD - TAXPAYER INFORMATION

(25) COMPLETE THIS BLOCK ONLY IF SECTION BB IS APPLICABLE

APPLICANT TIN

0	9	5	4	5	9	9	4	4	0
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REMITTANCE ADVICE (Continuation Sheet)

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT

SECTION BB - ADDITIONAL APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)
Warburg, Pincus & Co.

(12) STREET ADDRESS LINE NO. 1
466 Lexington Avenue

(13) STREET ADDRESS LINE NO. 2

(14) CITY
New York

(15) STATE
NY

(16) ZIP CODE
10017

(17) DAYTIME TELEPHONE NUMBER (include area code)
212-878-0600

(18) COUNTRY CODE (if not in U.S.A.)

IF MORE BOXES ARE NEEDED, USE ADDITIONAL FCC 159-C CONTINUATION SHEETS TO LIST EACH SERVICE

SECTION CC - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID		(20A) PAYMENT TYPE CODE (PTC)	(21A) QUANTITY	(22A) FEE DUE FOR (PTC) IN BLOCK 20A	FCC USE ONLY
(23A) FCC CODE 1			(24A) FCC CODE 2	\$	
(19B) FCC CALL SIGN/OTHER ID	(20B) PAYMENT TYPE CODE (PTC)	(21B) QUANTITY	(22B) FEE DUE FOR (PTC) IN BLOCK 20B	FCC USE ONLY	
(23B) FCC CODE 1		(24B) FCC CODE 2	\$		
(19C) FCC CALL SIGN/OTHER ID	(20C) PAYMENT TYPE CODE (PTC)	(21C) QUANTITY	(22C) FEE DUE FOR (PTC) IN BLOCK 20C	FCC USE ONLY	
(23C) FCC CODE 1		(24C) FCC CODE 2	\$		
(19D) FCC CALL SIGN/OTHER ID	(20D) PAYMENT TYPE CODE (PTC)	(21D) QUANTITY	(22D) FEE DUE FOR (PTC) IN BLOCK 20D	FCC USE ONLY	
(23D) FCC CODE 1		(24D) FCC CODE 2	\$		

SECTION DD - TAXPAYER INFORMATION

(25) COMPLETE THIS BLOCK ONLY IF SECTION BB IS APPLICABLE

APPLICANT TIN

0	1	3	6	3	5	8	4	7	5
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110784

WILLKIE FARR & GALLAGHER

THREE LAFAYETTE CENTRE
1155 - 21ST STREET, NW.
WASHINGTON, DC 20036

DATE January 15, 1999

15-52/540

PAY TO THE ORDER OF FEDERAL COMMUNICATIONS COMMISSION \$ 780.00

SEVEN HUNDRED EIGHTY AND 00/100

DOLLARS

CRESTAR
Crestar Bank
Washington, DC


MP

⑈00110784⑈ ⑆054000522⑆ 052047878⑈

DETACH AND RETAIN THIS STATEMENT
THE ATTACHED CHECK IS IN PAYMENT OF ITEMS DESCRIBED BELOW
IF NOT CORRECT PLEASE NOTIFY US PROMPTLY NO RECEIPT DESIRED

WILLKIE FARR & GALLAGHER

DELUXE - FORM DVCP-3 V-2

DATE	DESCRIPTION	AMOUNT
1/15/99	FEDERAL COMMUNICATIONS COMMISSION CHARGE TO: 022000.10015 (2093) PURPOSE: Section 214 Authorization Assignment Application ATTY 09928	\$780.00

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

In the Matter of)
)
Warburg, Pincus & Co.,)
)
Four Media Company and)
)
Catalina Transmission Corp.)

File No. _____

Application for Transfer of Control of)
)
Common Carrier Holding Authorization)
)
Under Section 214 of the Communications)
)
Act of 1934, as Amended)

To: Chief, International Bureau

APPLICATION

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

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

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

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

I. THE PARTIES

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

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

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

Catalina is a nondominant carrier and holds an authorization under Section 214 to

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

B. Warburg, Pincus & Co.

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

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

II. DESCRIPTION OF THE TRANSACTION

On January 18, 1999, the WP&CO Funds and Four Media signed a Securities Purchase Agreement ("Agreement"). Pursuant to the Agreement, after

the requisite regulatory approvals have been obtained and after the parties have closed the transaction and effectuated the transfer of securities, the WP&CO Funds will acquire an ownership interest in Four Media of approximately 50.6% through the purchase of newly-issued and existing shares of common stock. 1/ Specifically, WPEP will acquire an ownership interest in Four Media of approximately 47.8% while the other three WP&CO Funds collectively will acquire an ownership interest of approximately 2.8%. In addition, the WP&CO Funds together will acquire the right to nominate and have appointed a majority of the Four Media board of directors. The WP&CO Funds will retain a majority of the Four Media board of directors so long as the WP&CO Funds beneficially own at least 35% of the then-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 over Four Media and Catalina upon consummation of the transaction.

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

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

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

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.

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

(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:

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

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 Catalina, a common carrier holding an international Section 214 authorization, pursuant to the terms and conditions of § 63.18(e)(5) of the Commission's Rules.
- (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.

(2) The only current ten percent or greater equity holders of WP&Co are Lionel I. Pincus, its managing partner, and John L. Vogelstein. Mr. Pincus and Mr. Vogelstein are U.S. citizens. Their address is 466 Lexington Avenue, New York, NY, 10017 and their primary business is Warburg, Pincus & Co. There are no interlocking directorates.

(i) WP&Co hereby certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier or administration with respect to traffic or revenue flows between the U.S. and any foreign country which WP&Co may serve through Catalina under the authority granted under this part, and will not enter into such agreements in the future.

(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 benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a).

(k) The Applicants respectfully request streamlined processing of this Application pursuant to Section 63.12 of the Commission's rules.

IV. CONCLUSION

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

Respectfully submitted,

Warburg, Pincus & Co.

By:  _____

Dated: 11/9/99 _____

Four Media Company

By: _____

Dated: _____

Catalina Transmission Corp.

By: _____

Dated: _____

IV. CONCLUSION

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


Respectfully submitted,

Warburg, Pincus & Co.

By: _____


Dated: _____

Four Media Company

By:  _____
John H. Donlon

Dated: January 19, 1999

Catalina Transmission Corp.

By:  _____
John H. Donlon

Dated: January 19, 1999