

**Response to Item A20:
Ownership and Control of Licensee**

In response to Item A20 of Form 312, Schedule A, the Applicants detail the proposed ownership and control of Marlink, Inc. (“Marlink USA”) in connection with the proposed transfer of control. Ownership charts detailing the pre- and post-closing structure are attached hereto as Attachments 1 through 4. Upon consummation of the Proposed Transaction, Marlink USA will have the following 10-percent-or-greater interest holders:

Marlink AS

Address: Engelgården 2, 5003 Bergen, Norway

Place of Organization: Norway

Principal Business: holding company

Interest Held: Marlink AS holds a 100-percent equity and voting interest in Marlink USA.

Toruk AS (“Toruk”)

Address: Dronning Eufemias Gate 14, 0191 Oslo, Norway

Place of Organization: Norway

Principal Business: holding company

Interest Held: Toruk holds a 100-percent equity and voting interest in Marlink AS.

Makto S.à r.l. (“Makto”)

Address: 12 rue Jean Engling, L-1466 Luxembourg

Place of Organization: Luxembourg

Principal Business: holding company

Interest Held: Makto holds a 100-percent equity and voting interest in Toruk.

P8 Holding 1 S.à r.l. (“P8 Holding”)

Address: 18, rue Dicks L-1417, Luxembourg, RCS Luxembourg B253749

Place of Organization: Luxembourg

Principal Business: Holding Company

Interest Held: Indirect 100-percent equity and voting interest in Makto.¹

¹ The Applicants anticipate that one or more wholly owned intermediary entities will ultimately exist between Makto and P8 Holding. These are expected to be created in Luxembourg and/or Norway, and as they will be wholly owned intermediaries, will have no impact on the ultimate ownership and control of Marlink USA. The Applicants will provide the Commission with final organizational details following consummation of the transaction.

PEP European Investment S.à r.l.

Address: 18, rue Dicks L-1417, Luxembourg, RCS Luxembourg B225312

Place of Organization: Luxembourg

Principal Business: Holding Company

Interest Held: 51.8% equity interest; 60.2% voting interest (including control of co-investor's voting shares.)²

Ownership of PEP European Investment S.à r.l. is divided among seven entities, two of which hold, directly or indirectly, a ten percent (10%) or greater equity or voting interest in P8 Holding:

GLC Investment S.à r.l.

Address: 18, rue Dicks, L-1417, Luxembourg, RCS Luxembourg B251752

Place of Organization: Luxembourg

Principal Business: Holding Company

Interest Held: 22.0% indirect equity interest; 25.5% indirect voting interest

ST Investment S.à r.l.

Address: 18, rue Dicks, L-1417, Luxembourg, RCS Luxembourg B241207

Place of Organization: Luxembourg

Principal Business: Holding Company

Interest Held: 19.0% indirect equity interest; 22.1% indirect voting interest

All seven of the entities that own PEP European Investment S.à r.l. are 100% owned and controlled by:

PEP European Investment VIII SCSP

Address: 11, avenue de la Gare, L-1611, Luxembourg, RCS Luxembourg B225312

Place of Organization: Luxembourg

Principal Business: Holding Company

Interest Held: 51.8% indirect equity interest; 60.2% voting interest (including control of co-investor's voting shares.)

PEP European Investment GP S.à r.l. serves as General Partner of (and holds no equity in) PEP European Investment VIII SCSP. Equity in PEP European Investment VIII SCSP is held directly by the Providence VIII Funds as limited partners. The Providence VIII Funds hold

² All Providence entities above P8 Holding are ultimately controlled by Providence Managing Member LLC. Ownership percentages listed for Providence entities hereafter refer to both equity and voting interests, until specified otherwise. Providence's co-investor is listed in the attached post-closing ownership chart for clarity of structure, but as it will hold less than 10% of the post-close equity, the Commission's rules do not require its disclosure.

equity in PEP European Investment GP S.à r.l. which matches their equity interests in PEP European Investment VIII SCSP.

The following Providence VIII Funds will hold, indirectly, a ten percent (10%) or greater equity interest in P8 Holding³:

Providence Equity Partners VIII L.P.

Address: PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands

Place of Organization: Cayman Islands

Principal Business: Investment Vehicle

Interest Held: 25.5% indirect equity interest

Providence Equity Partners VIII-A L.P.

Address: PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands

Place of Organization: Cayman Islands

Principal Business: Investment Vehicle

Interest Held: 51.8%⁴ indirect equity interest

Equity in the Providence VIII Funds is held through passive limited partnership interests held by various investors including individuals, trusts, institutions, and business entities. None of the limited partners of the Providence VIII Funds will own or control a ten percent (10%) or greater direct or indirect interest in P8 Holding through their investments in one or more of the Providence VIII Funds.

Control of the Providence VIII Funds is vested in the following entities and individuals:

Providence Equity GP VIII L.P.

Address: PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands

Place of Organization: Cayman Islands

Principal Business: Investment Vehicle

Interest Held: As sole general partner of each of the Providence VIII Funds, Providence Equity GP VIII L.P. will hold a 60.2% indirect voting interest in P8 Holding.

³ Other Providence fund entities at this level in the structure will hold less than ten percent (10%) equity interests in Marlink USA. Per the Commission's rules, these are not disclosed.

⁴ Providence Equity Partners VIII-A L.P. holds more than 50% of the equity of PEP European Investment VIII SCSP; as a result, the Commission's calculation rules result in the attribution of Providence's full equity share to this entity.

PEP VIII International Ltd.

Address: PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands

Place of Organization: Cayman Islands

Principal Business: Investment Vehicle

Interest Held: As sole general partner of Providence Equity GP VIII L.P., PEP VIII International Ltd. will hold a 60.2% indirect voting interest in P8 Holding.

Providence Fund Holdco (Domestic ECI) L.P.

Address: 50 Kennedy Plaza, 18th Floor, Providence, RI 02903

Place of Organization: USA

Principal Business: Investment Vehicle

Interest Held: As the sole shareholder of PEP VIII International Ltd., Providence Fund Holdco (Domestic ECI) L.P. will hold a 60.2% indirect voting interest in P8 Holding.

Providence Managing Member LLC

Address: 50 Kennedy Plaza, 18th Floor, Providence, RI 02903

Place of Organization: USA

Principal Business: Investment Vehicle

Interest Held: As sole general partner of Providence Fund Holdco (Domestic ECI) L.P., Providence Managing Member LLC will hold a 60.2% indirect voting interest in P8 Holding.

The membership interests of Providence Managing Member LLC are equally distributed among the following six individuals, who will hold or control a 10% or greater indirect interest in P8 Holding:

Mr. Jonathan Nelson

Address: 50 Kennedy Plaza, 18th Floor, Providence, RI 02903

Citizenship: USA

Principal Business: Investment Management

Interest Held: 10.03% indirect voting interest in P8 Holding.

Mr. Andrew Tisdale

Address: 28 St George Street, London, W1S 2FA

Citizenship: USA

Principal Business: Investment Management

Interest Held: 10.03% indirect voting interest in P8 Holding.

Mr. Karim Tabet

Address: 28 St George Street, London, W1S 2FA

Citizenship: France

Principal Business: Investment Management

Interest Held: 10.03% indirect voting interest in P8 Holding.

Mr. Davis Noell

Address: 31 West 52nd St., Suite 2400, New York, NY 10019
Citizenship: USA
Principal Business: Investment Management
Interest Held: 10.03% indirect voting interest in P8 Holding.

Mr. David Phillips

Address: 50 Kennedy Plaza, 18th Floor, Providence, RI 02903
Citizenship: USA
Principal Business: Investment Management
Interest Held: 10.03% indirect voting interest in P8 Holding.

Mr. Michael Dominguez

Address: 50 Kennedy Plaza, 18th Floor, Providence, RI 02903
Citizenship: USA
Principal Business: Investment Management
Interest Held: 10.03% indirect voting interest in P8 Holding.

Post-consummation, funds controlled by Apax Partners SAS (the “Apax Funds”) will hold a collective, approximate 37.4-percent equity and voting interest in P8 Holding, with specific interests held by the following entities (all of which are existing indirect interest holders in Marlink USA):

FPCI Apax MidMarket VIII-A (formerly known as FPCI Apax France VIII-A)

Address: 1 rue Paul Cézanne, 75008 Paris, France
Place of Organization: France
Principal Business: investments
Interest Held: FPCI Apax MidMarket VIII-A will hold an approximate 4.4-percent equity and voting interest in P8 Holding.

FPCI Apax MidMarket VIII-B (formerly known as FPCI Apax France VIII-B)

Address: 1 rue Paul Cézanne, 75008 Paris, France
Place of Organization: France
Principal Business: investments
Interest Held: FPCI Apax MidMarket VIII-B will hold an approximate 2.9-percent equity and voting interest in P8 Holding.

FPCI Apax MidMarket IX-A (formerly known as FPCI Apax France IX-A)

Address: 1 rue Paul Cézanne, 75008 Paris, France

Place of Organization: France

Principal Business: investments

Interest Held: FPCI Apax MidMarket IX-A will hold an approximate 8.0-percent equity and voting interest in P8 Holding

FPCI Apax MidMarket IX-B (formerly known as FPCI Apax France IX-B)

Address: 1 rue Paul Cézanne, 75008 Paris, France

Place of Organization: France

Principal Business: investments

Interest Held: FPCI Apax MidMarket IX-B will hold an approximate 3.7-percent equity and voting interest in P8 Holding.

Apax MidMarket IX-L SCSp (formerly known as FPCI Apax France IX-L SCSp)

Address: 37A avenue Kennedy, L-1855 Luxembourg

Place of Organization: Luxembourg

Principal Business: investments

Interest Held: Apax MidMarket IX-L SCSp will hold an approximate 0.8-percent equity and voting interest in P8 Holding.

FPCI Phenix

Address: 1 rue Paul Cézanne, 75008 Paris, France

Place of Organization: France

Principal Business: investments

Interest Held: FPCI Phenix will hold an approximate 13.3-percent equity and voting interest in P8 Holding.

FPCI Phenix-B

Address: 1 rue Paul Cézanne, 75008 Paris, France

Place of Organization: France

Principal Business: investments

Interest Held: FPCI Phenix-B will hold an approximate 4.3-percent equity and voting interest in P8 Holding.

SC MidInvest

Address: 1 rue Paul Cézanne, 75008 Paris, France

Place of Organization: France

Principal Business: investments

Interest Held: SC MidInvest will hold a less-than 0.1-percent equity and voting interest in P8 Holding.

Upon consummation of the Proposed Transaction, the following persons and entities invested in or controlling one or more Apax Funds will hold 10-percent-or-greater indirect equity or voting interests in P8 Holding:

Altamir SCA (“Altamir”)

Address: 1 rue Paul Cézanne, 75008 Paris, France

Place of Organization: France

Principal Business: investments

Interests Held: Altamir holds a 99.9-percent equity interest in FPCI Apax MidMarket VIII-B, a 99.0-percent equity interest in FPCI Apax MidMarket IX-B, a 2.0-percent equity interest in FPCI Apax MidMarket IX-A, and a 28.92-percent equity interest in Phenix, giving Altamir an aggregate, approximate 10.62-percent indirect equity interest in P8 Holding.

Amboise SAS (“Amboise”)

Address: 1 rue Paul Cézanne, 75008 Paris, France

Place of Organization: France

Principal Business: investments

Interests Held: Amboise holds a 65.0-percent equity and voting interest in Altamir, the shares of which trade publicly on the Euronext Paris exchange, giving Amboise an aggregate, approximate 10.62-percent indirect equity interest in P8 Holding.

Mr. Maurice Tchenio and family

Address: 1 rue Paul Cézanne, 75008 Paris, France

Citizenship: France

Principal Business: investor

Interests Held: Mr. Tchenio and his family hold a 100-percent equity and voting interest in Amboise SAS. Neither Apax Partners nor Marlink USA has access to additional detail regarding these interests and must rely on public filings with securities regulators. In aggregate, Mr. Tchenio and family will hold an approximate 10.62-percent indirect equity interest in P8 Holding.

Apax Partners SAS (“Apax Partners”)

Address: 1 rue Paul Cézanne, 75008 Paris, France

Place of Organization: France

Principal Business: investments

Interests Held: Apax Partners manages FPCI Apax MidMarket VIII A, FPCI Apax MidMarket VIII B, FPCI MidMarket IX-A, FPCI Apax MidMarket IX B, Apax MidMarket IX-L SCSp, FPCI Phenix, FPCI Phenix-B, and SC MidInvest and exercises their voting rights. In aggregate, Apax Partners will indirectly control a 37.4-percent voting interest in P8 Holding.

Mr. Edgard Misrahi

Address: 1 rue Paul Cézanne, 75008 Paris, France

Citizenship: France

Principal Business: investor

Interest Held: Mr. Misrahi holds a 38.84-percent equity and voting interest in Apax Partners, which will give him indirect control of a 14.51-percent voting interest in P8 Holding.

Mr. Bertrand Pivin

Address: 1 rue Paul Cézanne, 75008 Paris, France

Citizenship: France

Principal Business: investor

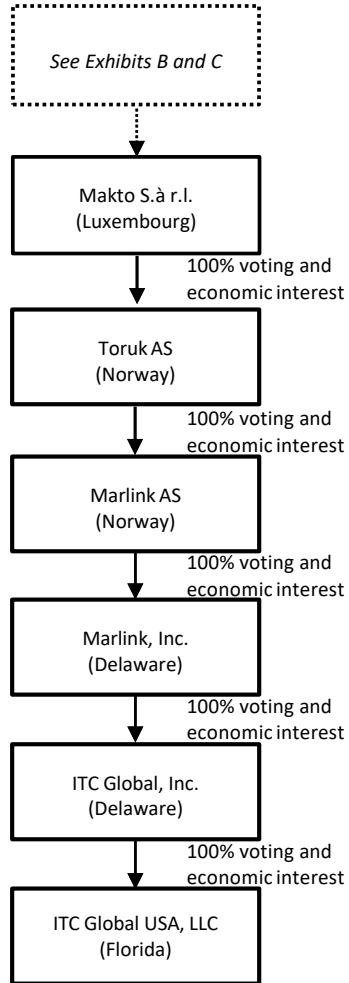
Interest Held: Mr. Pivin holds a 31.21-percent equity and voting interest in Apax Partners, which will give him indirect control of a 11.66-percent voting interest in P8 Holding.

Other than the persons and entities disclosed above, no person or entity will hold a direct or indirect 10-percent-or-greater equity or voting interest in P8 Holding or Marlink USA upon consummation of the Proposed Transaction.

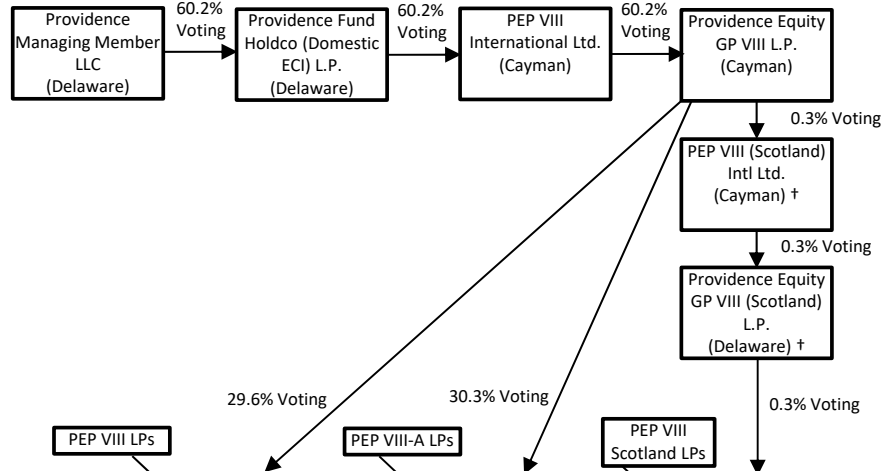
ATTACHMENT LIST

- 1. Holding Company Structure of the Marlink Group**
- 2. Pre-Consummation Ownership and Control**
- 3. Post-Consummation Ownership and Control—Providence Entities**
- 4. Post-Consummation Ownership and Control—Apax Partners Entities**

Attachment 1
Holding Company Structure of
the Marlink Group



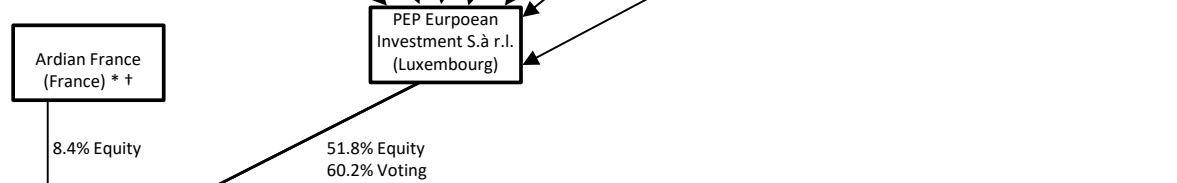
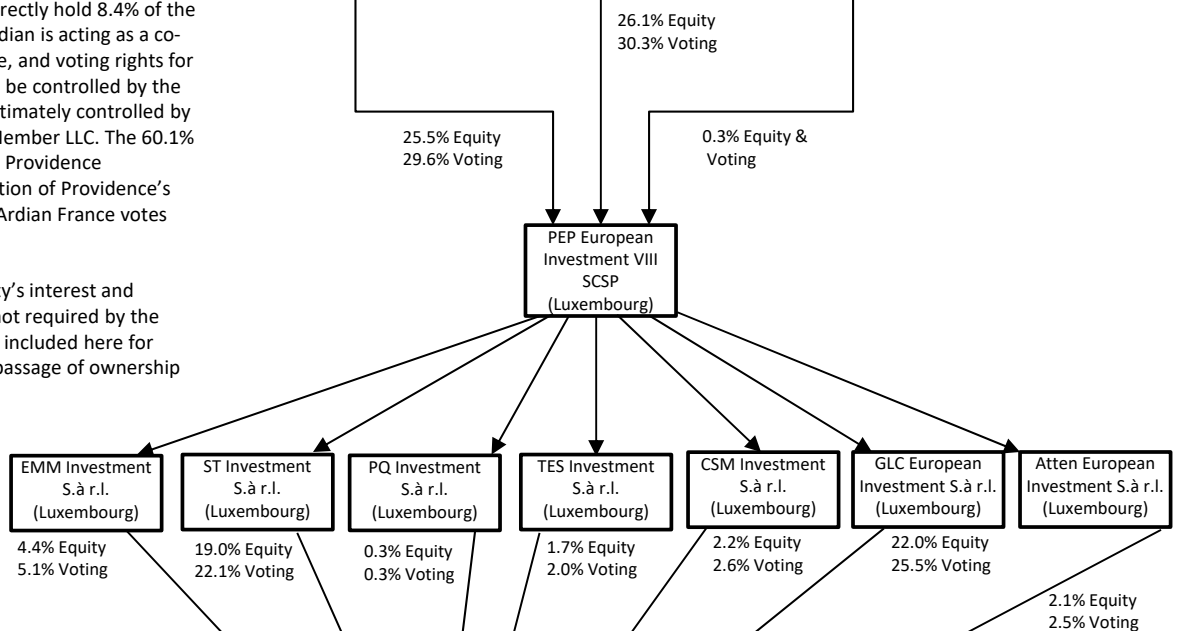
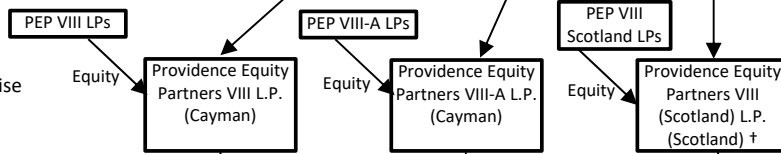
Attachment 3: Post-Consummation Ownership and Control— Providence Entities



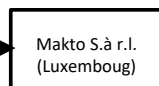
Note: Interests are 100% unless otherwise specified.

* Ardian France will indirectly hold 8.4% of the equity of P8 Holding. Ardian is acting as a co-investor with Providence, and voting rights for Ardian's investment will be controlled by the Providence chain and ultimately controlled by Providence Managing Member LLC. The 60.1% voting interest listed for Providence represents the combination of Providence's equity interest and the Ardian France votes Providence will control.

† Disclosure of this entity's interest and ownership structure is not required by the Commission's rules. It is included here for clarity in structure and passage of ownership interests.



See Exhibit D



See Exhibit A

