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OFFICE OF THE SECRETARY

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September 9, 1997

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William Caton
Acting Secretary
Federal Communications Commission
1919 M Street, NW, Room 222
Washington, DC 20054

Re: Satellite CD Radio, Inc.
File Nos. 49/50-DSS-P/L-90
58/59-DSS-AMEND-90
44/45-DSS-AMEND-92
~~71 72~~-SAT-AMEND-97

Dear Mr. Caton:

Pursuant to Section 1.65 of the Commission's Rules, 47 C.F.R. § 1.65 (1996), Satellite CD Radio, Inc. ("CD Radio") hereby submits a revised FCC Form 430 for its pending application.

This filing reflects CD Radio's continuing efforts to strengthen its financial resources and promptly make satellite DARS available to the American public. First, in August 1997, CD Radio obtained financing from its satellite vendor, Loral Space & Communications Ltd. (Loral), which involved purchase by Loral of a block of stock in CD Radio's parent. Second, CD Radio expects to move forward with the public offering and preferred share conversion which the Commission recently found to be in the public interest. Satellite CD Radio, Inc., DA 97-1327 (June 26, 1997).

In late August, CD Radio filed with the Securities and Exchange Commission draft prospectuses seeking to implement its further public offering and the conversion of existing preferred to common stock. Such "widely dispersed equity offerings" are essential to the successful construction of the satellite DARS spacecraft and to the offering of satellite DARS service to the public. Rules and Policies for Satellite DARS, 12 F.C.C. Rcd at 5823 n.300. Grant of the license that CD Radio won in the April 1997 auction will be essential to the success of the financing. Accordingly, CD Radio respectfully urges the Commission to grant the license as promptly as possible.

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This filing does not present new issues that should delay Commission action. Although Loral is incorporated in Bermuda, under Commission precedent, Section 310 does not apply to CD Radio's license request. *See* Rules and Policies for Satellite DARS, 12 F.C.C. Rcd 5754, 5788-89 (1997); *cf.* Loral Corp., DA 97-725, ¶ 7 (May 14, 1997). In any event, the Commission repeatedly has found that Loral's home market is the United States. This is because Loral is headquartered in the United States, is governed by U.S. nationals, all of its principal operating subsidiaries are in the United States, and has a long-standing presence in the U.S. market. *See* Loral Corp., ¶ 8; AT&T Corp. & Loral SpaceCom Corp., 12 F.C.C. Rcd 925, 927-28 (1997). Under these circumstances, the FCC has held that "no reasonable inference can be drawn" that Loral should not be considered a United States corporation for alien ownership purposes. AT&T Corp. & Loral SpaceCom Corp., 12 F.C.C. Rcd at 928. Furthermore, the attached Form 430 indicates that the effect of the forthcoming offerings on the ownership of the company will be to keep non-U.S. ownership well below 25 percent.

If there are any questions about the foregoing, please contact the undersigned.

Respectfully yours,



Carl R. Frank
Counsel for Satellite CD Radio, Inc.

CRF/bap
Enclosure
cc: Rosalee Chiara
Selina Khan
All Parties to the Application

LICENSEE QUALIFICATION REPORT

See reverse for public
burden estimate

INSTRUCTIONS:

- A. The "Filer" of this report is defined to include: (1) An applicant, where this report is submitted in connection with applications for common carrier and satellite radio authority as required for such applications; or (2) A licensee or permittee, where this report is required by the Commission's Rules to be submitted on an annual basis.
- B. Submit an original and one copy (sign original only) to the Federal Communications Commission, Washington, DC 20554. If more than one radio service is listed in Item 6, submit an additional copy for each such additional service. If this report is being submitted in connection with an application for radio authority, attach it to that application.
- C. Do not submit a fee with this report.

<p>1. Business Name and Address (Number, Street, State and ZIP Code) of Filer's Principal Office</p> <p>Satellite CD Radio, Inc. 1001 22nd Street, NW, 6th Floor Washington, DC 20037</p>	<p>2. (Area Code) Telephone Number</p> <p>202-296-6192</p> <p>3. If this report supersedes a previously filed report, specify its date</p> <p>May 16, 1997</p>
<p>RECEIVED</p> <p>SEP 9 - 1997</p> <p>FEDERAL COMMUNICATIONS COMMISSION OFFICE OF THE SECRETARY</p>	
<p>4. Filer is (check one):</p> <p><input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation</p> <p><input type="checkbox"/> Other (Specify):</p>	<p>5. Under the laws of what State (or other jurisdiction) is the Filer organized?</p> <p>Delaware</p>

6. **List the common carrier and satellite radio services in which Filer has applied or is a current licensee or permittee:**

Private Satellite Carrier

<p>7(a) Has the Filer or any party to this application had any FCC station license or permit revoked or had any application for permit, license or renewal denied by this Commission? If "YES", attach as Exhibit I a statement giving call sign and file number of license or permit revoked and relating circumstances</p>	<p><input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>
<p>(b) Has any court finally adjudged the Filer, or any person directly or indirectly controlling the Filer, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or other means of unfair methods of competition? If "YES", attach as Exhibit II a statement relating the facts.</p>	<p><input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>
<p>(c) Has the Filer, or any party to this application, or any person directly or indirectly controlling the Filer ever been convicted of a felony by any state or Federal court? If "YES", attach as Exhibit III a statement relating the facts.</p>	<p><input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>
<p>(d) Is the Filer, or any person directly or indirectly controlling the Filer, presently a party in any matter referred to in Items 7(b) and 7(c)? If "YES", attach as Exhibit IV a statement relating the facts.</p>	<p><input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>
<p>8. Is the Filer, directly or indirectly, through stock ownership, contract or otherwise, currently interested in the ownership or control of any other radio stations licensed by the Commission? If "YES", submit as Exhibit V the name of each such licensee and the licensee's relation to the Filer.</p>	<p><input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>

If Filer is an individual (sole proprietorship) or partnership, answer the following and Item 11: N/A

<p>9(a) Full Legal Name and Residential Address (Number, Street, State and ZIP Code) of Individual or Partners:</p>	<p>(b) Is individual or each member of a partnership a citizen of the United States?</p> <p><input type="checkbox"/> YES <input type="checkbox"/> NO</p>
	<p>(c) Is individual or any member of a partnership a representative of an alien or of a foreign government?</p> <p><input type="checkbox"/> YES <input type="checkbox"/> NO</p>

If Filer is a corporation, answer the following and Item 11:

10(a) Attach as Exhibit VI the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries.

See Exhibit VI

(b) List below, or attach as Exhibit VII the names and addresses of the officers and directors of the Filer.

See Exhibit VII

(c) Is the Filer directly or indirectly controlled by any other corporation?

YES NO

If "YES", attach as Exhibit VIII a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control. Include the following: (1) the address and primary business of the controlling corporation and any intermediate subsidiaries; (2) the names, addresses, and citizenship of those stockholders holding 10 percent or more of the controlling corporation's voting stock; (3) the approximate percentage of total voting stock held by each such stockholder; and (4) the names and addresses of the president and directors of the controlling corporation.
See Exhibit VIII

(d) Is any officer or director of the Filer an alien?

YES NO

(e) Is more than one-fifth of the capital stock of the Filer owned of record or voted by aliens or their representatives, or by a foreign government or representative(s) thereof, or by a corporation organized under the laws of a foreign country?

YES NO

(f) Is the Filer directly or indirectly controlled: (1) by any other corporation of which any officer or more than one-fourth of the directors are aliens, or (2) by any foreign corporation or corporation of which more than one-fourth of the capital stock is owned or voted by aliens or their representatives, or by a foreign government or representatives thereof.

YES NO

See #6

(g) If any answer to questions (d), (e) or (f) is "YES", attach as Exhibit IX a statement identifying the aliens or foreign entities, their nationality, their relationship to the Filer, and the percentage of stock they own or vote.
See Exhibit IX

11. CERTIFICATION

This report constitutes a material part of any application which cross-references it, and all statements made in the attached exhibits are a material part thereof. The ownership information contained in this report does not constitute an application for, or Commission approval of, any transfer of control or assignment of radio facilities. The undersigned, individually and for the Filer, hereby certifies that the statements made herein are true, complete and correct to the best of the Filer's knowledge and belief, and are made in good faith. The undersigned, individually and for the Filer, certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

Filer (must correspond with that shown in Item 1)

Typed or Printed Name

Satellite CD Radio, Inc.

Lawrence F. Gilberti

Signature

Title

Date

Secretary

9/5/97

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995

The solicitation of personal information requested in this form is to determine if you are qualified to become or remain a licensee in common carrier or satellite radio service pursuant to the Communications Act of 1934, as amended. No authorization can be granted unless all information requested is provided. Your response is required to obtain the requested authorization or retain an authorization.

Public reporting burden for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate, or any other aspect of this collection of information, including suggestions for reducing the burden to Federal Communications Commission, Records Management Branch, Washington, DC 20554, Paperwork Reduction Project (3060-0105), or via the Internet to dconway@fcc.gov. DO NOT SEND COMPLETED FORMS TO THIS ADDRESS. Individuals are not required to respond to a collection of information unless it displays a currently valid OMB control number.

EXHIBIT VI
STOCKHOLDERS OWNING OF RECORD AND/OR VOTING
10 PERCENT OR MORE OF THE FILER'S VOTING STOCK

NAME & ADDRESS

PERCENTAGE OF STOCK OWNERSHIP

CD Radio Inc.
1001 22nd Street, NW
Washington, DC 20037

100%

EXHIBIT VII
OFFICERS AND DIRECTORS OF SATELLITE CD RADIO, INC.

Robert D. Briskman
c/o CD Radio Inc.
1001 22nd Street, NW
Washington, DC 20037

President

Lawrence F. Gilberti
c/o CD Radio Inc.
1001 22nd Street, NW
Washington, DC 20037

Director/Secretary

EXHIBIT VIII
CONTROL OF SATELLITE CD RADIO INC.

Satellite CD Radio, Inc. is a wholly-owned subsidiary of CD Radio, Inc.

(1) Address and Primary Business

1001 22nd Street, NW
 Washington, DC 20037

The primary business of CD Radio Inc. is the ownership of the stock of the filer.

(2) Name, Address and Citizenship of Stockholders Holding 10 Percent or More of the Voting Stock of CD Radio, Inc.

<u>NAME & ADDRESS</u>	<u>PERCENTAGE OF VOTING STOCK OWNERSHIP</u>		<u>CITIZENSHIP</u>
	<u>Current</u>	<u>Pro Forma¹</u>	
Darlene Friedland c/o CD Radio Inc. 1001 22 nd Street, NW Washington, DC 20037	22.660%	11.124%	U.S.
David Margolese c/o CD Radio Inc. 1001 22 nd Street, NW Washington, DC 20037	12.791%	6.279%	Canada
Robertson Stephens & Co., Inc. et al ² 555 California Street San Francisco, CA 94104	11.728%	5.757%	U.S.

¹ Percentage of ownership following completion of the public offering and conversion of preferred shares to common stock. See Satellite CD Radio, Inc., DA 97-1327 (June 26, 1997).

² Shares totaling 11.728% of CD Radio Inc.'s issued and outstanding Voting Stock were owned as of April 11, 1997, by a group including the following parties, all located at 555 California Street, San Francisco, CA: Robertson Stephens Orphan Fund, Robertson Stephens Global Low-Priced Stock Fund, Investment Management L.P., Bayview Investors L.P., Robertson Stephens & Co., Inc. ("RS&Co"), and RS&Co's principals, Paul Stephens, Sanford R. Robertson, Michael G. McCafferty, G. Randy Hecht and Kenneth R. Fitzsimmons.

<u>NAME & ADDRESS</u>	<u>PERCENTAGE OF VOTING STOCK OWNERSHIP</u>		<u>CITIZENSHIP</u>
	<u>Current</u>	<u>Pro Forma</u>	
Loral Space & Communications Ltd. 600 Third Avenue New York, NY	15.233%	7.478%	Bermuda Corporation (U.S. Home Market) ³

(3) Names and Addresses of Officers and Directors of CD Radio Inc.

<u>NAME & ADDRESS</u>	<u>TITLE</u>
David Margolese c/o CD Radio Inc. 1001 22 nd Street, NW Washington, DC 20037	Chairman & Chief Executive Officer/ Director
Robert D. Briskman c/o CD Radio Inc. 1001 22 nd Street, NW Washington, DC 20037	Executive Vice President, Engineering and Operations/Director
Andrew J. Greenebaum c/o CD Radio Inc. 1001 22 nd Street, NW Washington, DC 20037	Executive Vice President & Chief Financial Officer
Joseph S. Capobianco c/o CD Radio Inc. 1001 22 nd Street, NW Washington, DC 20037	Executive Vice President, Content
Keno V. Thomas c/o CD Radio Inc. 1001 22 nd Street, NW Washington, DC 20037	Executive Vice President, Marketing
Lawrence F. Gilberti c/o CD Radio Inc. 1001 22 nd Street, NW Washington, DC 20037	Director

³ Loral Corporation, DA 97-725, ¶¶ 7, 8 (May 14, 1997); AT&T Corp. and Loral SpaceCom Corp., 12 FCC Rcd 925, 927-28 (1997); see Foreign Market Entry Order, 11 FCC Rcd 3873, ¶ 204 (1995).

NAME & ADDRESS

TITLE

Peter K. Pitsch
c/o CD Radio Inc.
1001 22nd Street, NW
Washington, DC 20037

Director

Jack Z. Rubinstein
c/o CD Radio Inc.
1001 22nd Street, NW
Washington, DC 20037

Director

Ralph V. Whitworth
c/o CD Radio Inc.
1001 22nd Street, NW
Washington, DC 20037

Director

EXHIBIT IX
OWNERSHIP OF CD RADIO INC.

CD Radio Inc., which owns all of the issued and outstanding stock of the filer, has six (6) directors. One of the directors, David Margolese, is a citizen of Canada.

In addition, certain of the company's outstanding stock is owned of record by non-U.S. citizens. Specifically:

<u>NAME</u>	<u>PERCENTAGE OF VOTING STOCK OWNERSHIP</u>	
	<u>Current</u>	<u>Pro Forma¹</u>
Loral Space & Communications Ltd.	15.233%	7.478%
Mr. Margolese	12.791%	6.279%
Rowena Huberman (a citizen of Canada)	2.450%	1.203%
First Marathon Securities Limited (a Canadian corporation)	0.799%	0.392%
Charles Dalfen (a citizen of Canada)	0.440%	0.216%
Balshine Foundation (a corporation organized in British Columbia)	0.068%	0.033%
Jeanette Greenhut (a citizen of Canada)	0.051%	0.025%
Leslie Bing (a citizen of Canada)	0.048%	0.024%
Investor Company (a Canadian corporation)	0.008%	0.004%
Herb Silber (a citizen of Canada)	0.008%	0.004%
Heikki Novek (a citizen of Canada)	0.001%	0.0004%
Liisa Novek (a citizen of Canada)	0.001%	0.0004%

¹ Percentage of ownership following completion of the public offering and conversion of preferred shares to common stock. See Satellite CD Radio, Inc., DA 97-1327 (June 26, 1997).

Loral has a contract with CD Radio to build several spacecraft. Other than that, and except as indicated herein, these individuals and entities have no other relationship with the filer.

CERTIFICATE OF SERVICE

I, Barbara A. Pomeroy, hereby certify that on this 9th day of August, 1997, I causes copies of the foregoing "Revised FCC Form 430" to be mailed via first class, postage prepaid to the following:

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Common Carrier Programs
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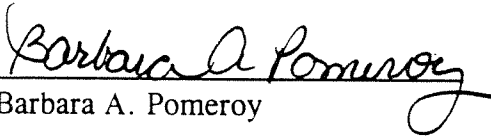
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