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DOMESTIC FACILITIES DIVISION
SATELLITE RADIO BRANCH

AUG 27 1991

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

27 August 1991

Ms. Donna R. Searcy
Secretary
Federal Communications Commission
1919 M Street, NW
Washington, DC 20554

Attn: Satellite Radio Branch

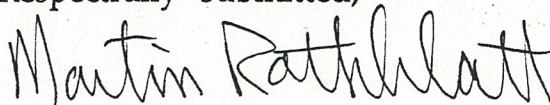
Re: File Nos. 49/50-DSS-P/LA-90
58/59-DSS-AMEND-90

Dear Ms. Searcy:

Pursuant to Rule 1.65 of the Commission's Rules and Regulations, we hereby advise the Commission of changes in Satellite CD Radio's Board members and officers as described in revised Exhibits VII and IX to FCC Form 430.

Although Mr. Margolese is a Canadian citizen, this factor is not relevant insofar as Satellite CD Radio has applied for licensing on a private digital radio carrier basis. If the Commission decides to authorize Satellite CD Radio as a broadcaster or common carrier, then we hereby request a waiver to permit Mr. Margolese to serve as an officer and Board member notwithstanding his Canadian citizenship. If the Commission determines it is unwilling to grant such a waiver, Mr. Margolese has agreed to resign to remove any potential impediment to grant of the above-granted Application.

Respectfully submitted,



Martin Rothblatt
Chairman & CEO

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.

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

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 for the president and directors of the controlling corporation.

Yes No

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

(g) If any answer to questions (d), (e) or (f) is "YES", attach as Exhibit IX a statement identifying a 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 Filer's knowledge and belief, and are made in good faith.

WILLFUL FALSE STATEMENTS MADE ON THIS APPLICATION ARE PUNISHABLE BY FINE AND 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)).	Date 8/27/91	Filer (Must correspond with that shown in Item 11) Satellite CD Radio, Inc.	Typed or Printed Name M Rothblatt
	Signature M Rothblatt	Title Chairman & CEO	

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1980

The solicitation of personal information requested in this form is to determine if you are qualified to become or remain a licensee in a 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 this burden to Federal Communications Commission, Office of Managing Director, Washington, DC 20554, and to Office of Management and Budget, Paperwork Reduction Project (3060-0105), Washington, DC 20503.

Satellite CD Radio, Inc.
FCC Form 430
August 27, 1991

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

OFFICERS*

ADDRESS

Martin A. Rothblatt
Chairman of the Board &
Chief Executive Officer

800 K Street, NW
Suite 750
Washington, DC 20001

David Margolese
Vice President
Commercial-Free Narrowcasting

800 K Street, NW
Suite 750
Washington, DC 20001

Kevin MacCarthy
Secretary

444 Madison Avenue
New York, NY 10022

Thomas J. Dougherty, Jr.
Secretary & Treasurer

Fletcher, Heald & Hildreth
1225 Connecticut Avenue, NW
Suite 400
Washington, DC 20036

DIRECTORS

NAME

ADDRESS

Martin A. Rothblatt
Chairman of the Board

800 K Street, NW
Suite 750
Washington, DC 20001

Kevin MacCarthy

Kevin MacCarthy & Associates
444 Madison Avenue
New York, NY 10022

Michael S. Alpert

Alpert & Associates
2000 L Street, NW
Suite 702
Washington, DC 20036

Thomas J. Dougherty, Sr.

7308 Burdette Court
Bethesda, MD 20817

Yovette Mumford

System Builders, Inc.
150 Royal Street
Suite 260
Canton, MA 02021

Robert Johnstone

J-Boats, Inc.
8 Beechbound Avenue
Newport, R.I. 02840

David Margolese

800 K Street, NW
Suite 750
Washington, DC 20001

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EXHIBIT IX
CITIZENSHIP OF DAVID MARGOLESE

David Margolese, a Board Member and Vice President-Commercial-Free Narrowcasting of Satellite CD Radio, is a citizen of Canada. He owns and votes less than 5% of the stock of Satellite CD Radio and exercises no control over Satellite CD Radio. He has agreed to resign from his positions with Satellite CD Radio if his lack of U.S. citizenship presents any impediment to authorization of this Application.