

FEE PROCESSING FORM

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ONLY

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Expires 12/31/90

Please read instructions on back of this form before completing it. Section I MUST be completed. If you are applying for concurrent actions which require you to list more than one Fee Type Code, you must also complete Section II. This form must accompany all payments. Only one Fee Processing Form may be submitted per application or filing. Please type or print legibly. All required blocks must be completed or application/filing will be returned without action.

SECTION I

APPLICANT NAME (Last, first, middle initial)

Satellite CD Radio, Inc.

59-DSS-AMEND-90

MAILING ADDRESS (Line 1) (Maximum 35 characters - refer to Instruction (2) on reverse of form)

Wiley, Rein & Fielding (M. Yourshaw)

MAILING ADDRESS (Line 2) (if required) (Maximum 35 characters)

1776 K Street, N.W.

RECEIVED

AUG 3 1990

CITY

Washington

STATE OR COUNTRY (if foreign address)

D.C.

ZIP CODE

20006

CALL SIGN OR OTHER IDENTIFIER (if applicable)

Domestic Facility Data
Satellite Radio Branch

Enter in Column (A) the correct Fee Type Code for the service you are applying for. Fee Type Codes may be found in FCC Fee Filing Guides. Enter in Column (B) the Fee Multiple, if applicable. Enter in Column (C) the result obtained from multiplying the value of the Fee Type Code in Column (A) by the number entered in Column (B), if any.

(A)	(B)	(C)	
FEE TYPE CODE	FEE MULTIPLE (if required)	FEE DUE FOR FEE TYPE CODE IN COLUMN (A)	FOR FCC USE ONLY
(1) C W Y		\$1,000.00	

SECTION II

— To be used only when you are requesting concurrent actions which result in a requirement to list more than one Fee Type Code.

(A)	(B)	(C)	
FEE TYPE CODE	FEE MULTIPLE (if required)	FEE DUE FOR FEE TYPE CODE IN COLUMN (A)	FOR FCC USE ONLY
(2)		\$	
(3)		\$	
(4)		\$	
(5)		\$	

ADD ALL AMOUNTS SHOWN IN COLUMN C, LINES (1) THROUGH (5), AND ENTER THE TOTAL HERE. THIS AMOUNT SHOULD EQUAL YOUR ENCLOSED REMITTANCE.

TOTAL AMOUNT REMITTED WITH THIS APPLICATION OR FILING	FOR FCC USE ONLY
\$	

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

In the Matter of)
the Application of)
)
SATELLITE CD RADIO, INC.)
)
For Authority to Construct,)
Launch and Operate a Space)
Station in the Satellite)
Sound Broadcasting Service)

59-DSS-AMEND-90
File No.

RECEIVED
AUG 3 1990
Domestic Facilities Division
Satellite Radio Branch

AMENDMENT TO SATELLITE SYSTEM PROPOSAL
AND APPLICATIONS TO CONSTRUCT, LAUNCH AND
OPERATE SPACE STATIONS IN THE SATELLITE SOUND
BROADCASTING SERVICE AT 103° WEST LONGITUDE

SATELLITE CD RADIO, INC.

Peter J. Dolan
President

Techworld Plaza
800 K Street, N.W.
Suite 750
Washington, D.C. 20001-8000
(202) 408-0080

July 17, 1990

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

In the Matter of)
the Application of)
SATELLITE CD RADIO, INC.) File No.
For Authority to Construct,)
Launch and Operate a Space)
Station in the Satellite)
Sound Broadcasting Service)
at 103° West Longitude)

AMENDMENT TO APPLICATION OF
SATELLITE CD RADIO, INC.
FOR A PRIVATE DIGITAL
SATELLITE SOUND BROADCASTING SYSTEM

Satellite CD Radio, Inc. hereby amends the above-captioned application filed on May 18, 1990 to construct, launch and operate a space station in the satellite sound broadcasting service at 103° West Longitude by adding or changing the following items in the Technical Appendix:

1. Section 2 is amended by deleting the last paragraph of that section on page 4 (beginning "The prime power. . .") and replacing it with the following:

Accurate weight and power budgets for the satellite will depend on the specific designs proposed by spacecraft manufacturers. The budgets which follow are estimates based on, or extrapolated from, similar satellite system designs.

The prime power required for all the L-band final power amplifiers is estimated to be 6600 watts. Power requirements for other communications systems, for housekeeping functions, for the power conditioning system and an allowance for solar cell degradation during the life of the satellite increases the prime power requirement to about 9000 watts. An estimate of the power and weight requirements for the major spacecraft systems are given in Tables A and B respectively.

Table A

POWER REQUIREMENTS, BY SUBSYSTEM (ESTIMATED)

<u>SUBSYSTEM OR COMPONENT</u>	<u>POWER (watts)</u>
Final power amplifiers	6600
Other communications subsystems	200
Thermal control	100
Battery charger, power conditioner	<u>706</u>
Total spacecraft:	7606 watts
Margin (3%):	<u>228</u>
Total (equinox, at end-of-life):	7834 watts
Allowance for degradation, 15%:	<u>1175</u>
Total, beginning of life:	9010 watts

This prime power requirement is well within the state of the art. The solar array for NASA's Skylab was designed to provide 20 kW.

Recent spacecraft approaching this power level include Telestar IV (6500 watts, beginning-of-life; 5700 watts, end-of-life), and the Hughes Aircraft Company's 601.

Table B

WEIGHT OF SUBSYSTEMS OR COMPONENTS (ESTIMATED)

<u>SUBSYSTEM OR COMPONENT</u>	<u>WEIGHT (kg)</u>
Antenna	100
Transponder	786
Structure (conservatively)	200
Propulsion system	50
Thermal control	160
Power (including conditioning)	200
Solar array	194
Digital electronics	40
RF TT&C	20
Attitude control	60
Wire harness	60
Mechanical integration	40
Apogee motor case (solid AKM)	<u>160</u>
Total ("dry weight"):	2000 kg
Station-keeping fuel (depends on amount of inclination control):	- 500
Total (beginning of life, on orbit, solid AKM):	2000 - 2500 kg
Total (beginning of life, in transfer orbit):	3800 - 4750 kg
Total (beginning of life, on orbit, integrated liquid orbit circularization and station-keeping system):	somewhat less than above

The range of spacecraft weight shown in the table are consistent with the payload capabilities of several available launch vehicles in their present form, or with a moderate uprating. For example, the Ariane 44L (4240 kg.), the Atlas 2AS, the Titan 3C and the Glavkosmos Proton (2.5 metric tons into geostationary orbit).

2. In Section 4.1 on page 6, the fifth indented, single-spaced sentence ("The use of quad-spatial diversity in

vehicular receivers to mitigate the effects of multipath fading") should be deleted and replaced with the following:

The use of interleaving in the time domain, with the possible future option of space diversity, in vehicular receivers to mitigate the effects of multipath fading.

3. Section 4.3 is amended by replacing the third sentence of the first paragraph on page 8 (beginning "Another 34 channels . . .") with the following:

To insure that cities with tall buildings -- the "urban canyons" of major metropolitan areas where line-of-sight to the satellite may occasionally be blocked -- have adequate signal levels for high-quality reception, those 66 channels will be re-broadcast by a network of terrestrial repeaters. Moreover, under the frequency reallocation proposals of CD Radio, Inc., 34 additional channels would be available for terrestrial broadcasting in urban areas, and 14 additional channels would be available in non-urban areas. (The remaining 10 channels will be available for Mobile aeronautical teleme-tering in all non-urban areas.) Therefore, the public will have a total of 100, CD-quality, highly reliable channels available in urban areas, and 80 channels available in non-urban areas.

4. Table 3, "Receiver characteristics," on page 14, contains several errors and should be replaced with the following:

Table 3: Receiver Characteristics

<u>TYPE</u>	<u>CHARACTERISTICS</u>
- Vehicular	- Single antenna - Delay equalizer - Viterbi maximum likelihood decoder
- Portable, for use in high-signal level urban areas	- Single antenna - Delay equalizer - Simple convolutional code decoder
- Portable, for use in low-signal level urban areas	- Single antenna - Delay equalizer - Viterbi maximum likelihood decoder
- Home, fixed	- Single outdoor antenna - Simple convolutional code decoder

5. In Section 5.1, the last three lines of the second paragraph on page 15 should be deleted and replaced with the following:

. . . signals with delays appropriate to the urban environment (e.g., delays up to 15-20 usec).

6. In Section 5.1, the last two sentences of the third paragraph beginning on page 15 and ending on page 16 should be deleted and replaced with the following:

This type of receiver uses a Viterbi maximum likelihood decoder to realize a coding gain of about 5 dB at a BER of 10^{-6} .

7. In Section 5.1, the second sentence of the first complete paragraph on page 16 should be deleted and replaced with the following:

This receiver relies on the use of an adaptive delay equalizer, interleaving in the time domain and Viterbi maximum likelihood decoder to mitigate these adverse propagation effects.

8. In Section 5.2, the third paragraph on page 18 should be deleted and replaced with the following:

Alternative types of vehicular antennas under consideration are discussed in Appendix 5 to the Supplement to Petition for Rule Making filed by CD Radio, Inc. on June 22, 1990.

9. In Section 5.2, the first sentence of the first sentence of the first paragraph on page 19 should be deleted and replaced with the following:

The receiver low noise amplifier is a solid state device exhibiting an operating noise temperature of 100 K.

10. In Section 6.3, "Feeder Links," on page 22, the term "L-band" should be deleted from the first line of the first paragraph of this section and from the 6th and 8th lines of the second paragraph of this section and replaced with the term "Ka-band."

11. In Section 7, "Launch vehicle," on page 24, the following language was inadvertently omitted from end of the

last sentence and should be inserted after the phrase "Titan 3C launch vehicle": "or other currently available launch vehicles (or their slightly uprated versions) such as the Ariane 44L (the version with liquid strap-ons), the Atlas 2AS, the Proton (which is available from "Glavkosmos" of the USSR) and the Space Shuttle (if commercial launches were to be authorized again)."

12. In Section 9, on page 26, the word "be" should be inserted in the first line before the word "no" and the last sentence of the section should be deleted and replaced with the following:

The limit of inclination will be about 10 to 13 degrees depending on the earth's gravitational field at the orbital longitude. Therefore, the satellite will remain within the five-degree limit for two times 6.25 years, that is, for about 12-1/2 years. This technique was successfully employed by the Marisat satellites which were placed in orbit with an initial inclination of about 2.3 degrees, with an ascending node that caused this inclination to decrease initially.

The attitude of such satellites need to be adjusted during each 24-hour period to keep the main beam of the satellite antennas constantly

directed toward the earth. That maneuver uses only a small amount of electrical power, and does not require the expenditure of station-keeping fuel.

SATELLITE CD RADIO, INC.

By: 

Peter Dolan
President

Techworld Plaza
800 K Street, N.W.
Suite 750
Washington, D.C. 20001-8000
(202) 408-0080

July 17, 1990

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

In the Matter of)
the Application of)
SATELLITE CD RADIO, INC.) File No.
For Authority to Construct,)
Launch and Operate a Space)
Station in the Satellite)
Sound Broadcasting Service)
at 121° West Longitude)

AMENDMENT TO APPLICATION OF
SATELLITE CD RADIO, INC.
FOR A PRIVATE DIGITAL
SATELLITE SOUND BROADCASTING SYSTEM

Satellite CD Radio, Inc. hereby amends the above-captioned application filed on May 18, 1990 to construct, launch and operate a space station in the satellite sound broadcasting service at 121° West Longitude by adding or changing the following items in the Technical Appendix:

1. Section 2 is amended by deleting the last paragraph of that section on page 4 (beginning "The prime power. . .") and replacing it with the following:

Accurate weight and power budgets for the satellite will depend on the specific designs proposed by spacecraft manufacturers. The budgets which follow are estimates based on, or extrapolated from, similar satellite system designs.

The prime power required for all the L-band final power amplifiers is estimated to be 6600 watts. Power requirements for other communications systems, for housekeeping functions, for the power conditioning system and an allowance for solar cell degradation during the life of the satellite increases the prime power requirement to about 9000 watts. An estimate of the power and weight requirements for the major spacecraft systems are given in Tables A and B respectively.

Table A

POWER REQUIREMENTS, BY SUBSYSTEM (ESTIMATED)

<u>SUBSYSTEM OR COMPONENT</u>	<u>POWER (watts)</u>
Final power amplifiers	6600
Other communications subsystems	200
Thermal control	100
Battery charger, power conditioner	<u>706</u>
Total spacecraft:	7606 watts
Margin (3%):	<u>228</u>
Total (equinox, at end-of-life):	7834 watts
Allowance for degradation, 15%:	<u>1175</u>
Total, beginning of life:	9010 watts

This prime power requirement is well within the state of the art. The solar array for NASA's Skylab was designed to provide 20 kW.

Recent spacecraft approaching this power level include Telestar IV (6500 watts, beginning-of-life; 5700 watts, end-of-life), and the Hughes Aircraft Company's 601.

Table B

WEIGHT OF SUBSYSTEMS OR COMPONENTS (ESTIMATED)

<u>SUBSYSTEM OR COMPONENT</u>	<u>WEIGHT (kg)</u>
Antenna	100
Transponder	786
Structure (conservatively)	200
Propulsion system	50
Thermal control	160
Power (including conditioning)	200
Solar array	194
Digital electronics	40
RF TT&C	20
Attitude control	60
Wire harness	60
Mechanical integration	40
Apogee motor case (solid AKM)	<u>160</u>
Total ("dry weight"):	2000 kg
Station-keeping fuel (depends on amount of inclination control):	- 500
Total (beginning of life, on orbit, solid AKM):	2000 - 2500 kg
Total (beginning of life, in transfer orbit):	3800 - 4750 kg
Total (beginning of life, on orbit, integrated liquid orbit circularization and station-keeping system):	somewhat less than above

The range of spacecraft weight shown in the table are consistent with the payload capabilities of several available launch vehicles in their present form, or with a moderate uprating. For example, the Ariane 44L (4240 kg.), the Atlas 2AS, the Titan 3C and the Glavkosmos Proton (2.5 metric tons into geostationary orbit).

2. In Section 4.1 on page 6, the fifth indented, single-spaced sentence ("The use of quad-spatial diversity in

vehicular receivers to mitigate the effects of multipath fading") should be deleted and replaced with the following:

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3. Section 4.3 is amended by replacing the third sentence of the first paragraph on page 8 (beginning "Another 34 channels . . .") with the following:

To insure that cities with tall buildings -- the "urban canyons" of major metropolitan areas where line-of-sight to the satellite may occasionally be blocked -- have adequate signal levels for high-quality reception, those 66 channels will be re-broadcast by a network of terrestrial repeaters. Moreover, under the frequency reallocation proposals of CD Radio, Inc., 34 additional channels would be available for terrestrial broadcasting in urban areas, and 14 additional channels would be available in non-urban areas. (The remaining 10 channels will be available for Mobile aeronautical tele-terminating in all non-urban areas.) Therefore, the public will have a total of 100, CD-quality, highly reliable channels available in urban areas, and 80 channels available in non-urban areas.

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- Home, fixed	- Single outdoor antenna - Simple convolutional code decoder

5. In Section 5.1, the last three lines of the second paragraph on page 15 should be deleted and replaced with the following:

. . . signals with delays appropriate to the urban environment (e.g., delays up to 15-20 usec).

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8. In Section 5.2, the third paragraph on page 18 should be deleted and replaced with the following:

Alternative types of vehicular antennas under consideration are discussed in Appendix 5 to the Supplement to Petition for Rule Making filed by CD Radio, Inc. on June 22, 1990.

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11. In Section 7, "Launch vehicle," on page 24, the following language was inadvertently omitted from end of the

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12. In Section 9, on page 26, the word "be" should be inserted in the first line before the word "no" and the last sentence of the section should be deleted and replaced with the following:

The limit of inclination will be about 10 to 13 degrees depending on the earth's gravitational field at the orbital longitude. Therefore, the satellite will remain within the five-degree limit for two times 6.25 years, that is, for about 12-1/2 years. This technique was successfully employed by the Marisat satellites which were placed in orbit with an initial inclination of about 2.3 degrees, with an ascending node that caused this inclination to decrease initially.

The attitude of such satellites need to be adjusted during each 24-hour period to keep the main beam of the satellite antennas constantly

Satellite CD Radio, Inc.
FCC Form 430
July 17, 1990

EXHIBIT V
OTHER RADIO STATION INTERESTS

100 percent of the common stock of Satellite CD Radio, Inc. will be owned by Era-Mar, Inc. Martin A. Rothblatt, who owns 100 percent of the stock of MARCOR which, in turn, owns 75 percent of the stock of Era-Mar, Inc., owns stock in Geostar Corporation, a licensee in the Radiodetermination Satellite Service.

Satellite CD Radio, Inc.
FCC Form 430
July 17, 1990

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

<u>Name and Address</u>	<u>Percentage of Common Stock Ownership</u>	<u>Percentage of Common Stock Voted</u>
Era-Mar, Inc. Techworld Plaza 800 K Street, N.W. Suite 750 Washington, D.C. 20001	100%	100%

Satellite CD Radio, Inc.
FCC Form 430
July 17, 1990

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

OFFICERS

<u>Name and Title</u>	<u>Address</u>
Martin A. Rothblatt Chief Executive Officer	MARCOR Techworld Plaza 800 K Street, N.W. Suite 750 Washington, D.C. 20001
Peter J. Dolan President & Chief Financial Officer	MARCOR Techworld Plaza 800 K Street, N.W. Suite 750 Washington, D.C. 20001
Kevin MacCarthy Secretary	Kevin MacCarthy Associates 444 Madison Avenue New York, N.Y. 10022
Thomas J. Dougherty, Jr. Assistant Secretary	Fletcher, Heald & Hildreth 1225 Connecticut Ave., N.W. Suite 400 Washington, D.C. 20036

DIRECTORS

<u>Name</u>	<u>Address</u>
Martin A. Rothblatt Chairman of the Board	MARCOR Techworld Plaza 800 K Street, N.W. Suite 750 Washington, D.C. 20001
Michael S. Alpert	Alpert & Associates 2000 L Street, N.W. Suite 702 Washington, D.C. 20036
Thomas J. Dougherty, Sr.	7308 Burdette Court Bethesda, MD 20817
Kevin MacCarthy	Kevin MacCarthy Associates 444 Madison Avenue New York, N.Y. 10022
Robert Mounty	301 East 62nd Street New York, N.Y. 10021
Yovette Mumford	System Builders, Inc. 1 Vande Graaff Drive Burlington, MA 01803
Sharad Tak	Tak Communications 1577 Spring Hill Road Vienna, VA 22180

EXHIBIT VIII
NATURE AND EXTENT OF CONTROL BY OTHER CORPORATIONS

100 percent of the stock of Satellite CD Radio, Inc. will be owned by Era-Mar, Inc., a Delaware corporation engaged primarily in the technology development business. The address of Era-Mar, Inc. is c/o MARCOR, Techworld Plaza, 800 K Street, N.W., Suite 750, Washington, D.C. 20001. Peter J. Dolan is the president and a director of Era-Mar, Inc. The other directors of Era-Mar, Inc. are Maurice Levy, Kevin MacCarthy and Martin A. Rothblatt, who serves as Chairman of the Board. The address of each director, except for Mr. MacCarthy, is c/o MARCOR at the address indicated above. Mr. MacCarthy's address is 444 Madison Avenue, New York, N.Y. 10022.

MARCOR, a District of Columbia corporation engaged primarily in the technology and market development business, will hold 75 percent of the stock of Era-Mar, Inc. The address of MARCOR is Techworld Plaza, 800 K Street, N.W., Suite 750, Washington, D.C. 20001. 100 percent of the stock of MARCOR is held by Martin A. Rothblatt, who is a U.S. citizen. His address is c/o MARCOR at the address indicated above. Martin A. Rothblatt is the president and a director of MARCOR. The other directors are Bina Rothblatt and Eleanor Leung. The address of each director is c/o MARCOR at the address indicated above.

New Era Corp., a Delaware corporation engaged primarily in the business of technology development, will hold 25 percent of the stock of Era-Mar, Inc. and warrants exercisable to purchase so many additional shares of the stock Era-Mar, Inc. as would equal 25 percent of the corporation's stock on a fully-diluted basis.

The address of New Era Corp. is c/o Kevin MacCarthy Associates, 444 Madison Avenue, New York, N.Y. 10022. 100 percent of the stock of New Era Corp. is held by Jean-Jacques Poutrel, who is a citizen of France. His address is c/o Ingenico, Compagnie Industrielle et Financiere d'Ingenierie, 9 Qual de Dion Bouton, 92800 Puteaux, France. Mr. Poutrel is also a director of New Era Corp. Kevin MacCarthy is the president and a director of New Era Corp. His address is 444 Madison Avenue, New York, N.Y. 10022.

Upon exercise of the warrants held by New Era Corp., it would hold 50 percent of the stock of Era-Mar, Inc, and MARCOR would hold the remaining 50 percent. However, the warrants, which will include standard investor protection provisions, will not be exercisable if to do so would result in aggregate stockholdings by non-U.S. persons in violation of the limitations of Section 310(b) of the Communications Act, should these limitations be determined to be applicable to the service to be offered by Satellite CD Radio, Inc.

Satellite CD Radio, Inc.
Private Digital Satellite
Sound Broadcasting Application
Revised July 17, 1990

Appendix 4

Supplement to Petition for Rulemaking.

BEFORE THE

Federal Communications Commission

WASHINGTON, D.C. 20554

In the Matter of the Petition of)
SATELLITE CD RADIO, INC.) RM - 7400
For Amendment of Section 2.106)
and Part 25 of the Commission's)
Rules To Establish a Satellite/)
Terrestrial CD Quality)
Broadcasting Service)

SUPPLEMENT TO PETITION FOR RULEMAKING

SATELLITE CD RADIO, INC.

Peter Dolan
President

Techworld Plaza
800 K Street, N.W.
Suite 750
Washington, D.C. 20001-8000
(202) 408-0080

June 22, 1990

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

In the Matter of)
the Application of)
SATELLITE CD RADIO, INC.)
For Authority to Construct,)
Launch and Operate a Space)
Station in the Satellite)
Sound Broadcasting Service)

File No.

RECEIVED
AUG 3 1990
Domestic Facilities Division
Satellite Radio Branch

AMENDMENT TO SATELLITE SYSTEM PROPOSAL

Satellite CD Radio, Inc. hereby amends the above-captioned Satellite System Proposal filed on May 18, 1990 in connection with two applications to construct, launch and operate two satellites in geostationary orbit, including one at 103° West Longitude, providing nationwide digital, CD-quality radio service in the 1470-1530 MHz band. The Satellite System Proposal is amended as follows:

1. Section VI, "Legal Qualifications," is amended by replacing subsections A and B on pages 6-7 with the following:

VI. LEGAL QUALIFICATIONS

A. Ownership

Satellite CD Radio, Inc. ("CD Radio, Inc.") is a corporation organized under the laws of Delaware for the primary purpose of entering the domestic broadcasting satellite (sound) business. 100 percent of the stock of CD Radio, Inc. will be held by Era-Mar, Inc., a Delaware

corporation engaged primarily in the technology development business.

MARCOR, a District of Columbia corporation engaged primarily in the technology and market development business, will hold 75 percent of the stock of Era-Mar, Inc. 100 percent of the stock of MARCOR is held by Martin A. Rothblatt, who is a U.S. citizen.

New Era Corp., a Delaware corporation engaged primarily in the business of technology development, will hold 25 percent of the stock of Era-Mar, Inc. and warrants exercisable to purchase an additional 25 percent of the corporation's stock on a fully-diluted basis. Upon exercise of the warrants held by New Era Corp., it would hold 50 percent of the stock of Era-Mar, Inc., and MARCOR would hold the remaining 50 percent.

100 percent of the stock of New Era Corp. is held by Jean-Jacques Poutrel, who is a citizen of France. Grant of this application is not subject to the alien ownership restrictions of Section 310(b) of the Communications Act of 1934, as amended, because CD Radio, Inc. will be licensed as a private carrier. Even if the service to be offered by CD Radio, Inc. were to be determined to be subject to Section 310(b), however, New Era Corp.'s 25 percent stock holding in Era-Mar, Inc. would be in full compliance with Section 310(b)(4). The warrants to be held by New Era, Inc., which will include standard investor protection provisions, will not be exercisable if to do so would result in aggregate stockholdings by non-U.S. persons in violation of the limitations of Section 310(b).

B. FCC Form 430

CD Radio, Inc.'s legal qualifications are demonstrated in the FCC Form 430, "Common Carrier and Satellite Radio Licensee Qualification Report," attached hereto as revised Appendix 2.

2. Section IV, "Technical Qualifications," on page 4, is amended by incorporating the "Supplement to Petition for Rule Making" filed by CD Radio, Inc. on June 22, 1990, a copy of which is attached hereto as new Appendix 4. The Supplement contains additional information pertaining to CD Radio,

Inc.'s proposed frequency plan, sharing between broadcasting-satellite sound and aeronautical telemetry, the design of the vehicular receiver, and advance publication under RR 1042.

3. Section V, "Financial Qualifications," is amended by replacing it with the following:

V. FINANCIAL QUALIFICATIONS

The Board of CD Radio, Inc., represents a cross section of successful business interests in the satellite and radio fields. The principals of CD Radio have a track record of successfully financing the projects they undertake.

CD Radio, Inc.'s financial plan is attached hereto as revised Appendix 1.

Capital Costs

Total capital costs for the CD Radio System are \$384.5 million, as follows:

Satellite Construction and Launch Services	\$ 300 million
Launch Insurance	60 million
Terrestrial Station Network	1.5 million
Ground Uplink Station	5 million
CD Radio Development	3 million
Contingency	<u>15 million</u>
Total	\$ 384.5 million

Source of Funds

CD Radio, Inc. will obtain its funds from a mix of debt and equity capital, most structured through a \$ 384.5 million project financing facility. The financing will be leveraged upon pre-sales contracts with CD Radio, Inc. customers. Additionally, early stage financing will come from private placement and subordinated debt financing.

SATELLITE CD RADIO, INC.

By: 

Peter J. Dolan
President

Techworld Plaza
800 K Street, N.W.
Suite 750
Washington, D.C. 20001-8000
(202) 408-0080

July 17, 1990

Satellite CD Radio, Inc.
Private Digital Satellite
Sound Broadcasting Application
Revised July 17, 1990

Appendix 1
Financial Plan

CD RADIO, INC.
Return to Investors
(in millions)

	1996	Low Case	High Case
Exit Year			
Exit year EBIT		145.08	145.08
Exit Multiple		6.00	8.00
Company Value		870.50	1,160.67
Add: Excess Cash		117.40	117.40
Total		987.90	1,278.06
Less:			
Senior Debt		329.57	329.57
Subordinated Debt		4.29	4.29
Working Capital Line		2.00	2.00
Available Cash		660.61	950.78
Split:			
Debt financing	20.00%	132.12	190.16
Common Shareholders	80.00%	528.49	760.62

CD RADIO, INC.
Income Statement
(in millions)

	1990	1991	1992	1993	1994	1995	1996	1997	1998	1999	2000	2001	2002	2003	2004	2005	2006
Revenues																	
Channel sales	0.00	0.00	0.00	0.00	53.46	106.92	178.20	178.20	178.20	178.20	178.20	178.20	178.20	178.20	178.20	178.20	178.20
Facility Maintenance Fee	0.00	0.00	0.00	0.00	1.80	3.60	6.00	6.00	6.00	6.00	6.00	6.00	6.00	6.00	6.00	6.00	6.00
Royalties	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Revenues	0.00	0.00	0.00	0.00	55.26	110.52	184.20	184.20	184.20	184.20	184.20	184.20	184.20	184.20	184.20	184.20	184.20
Operating Expenses																	
Satellite System	0.00	0.00	0.00	0.00	1.59	2.66	4.09	4.09	4.09	4.09	4.09	4.09	4.09	4.09	4.09	4.09	4.09
General & Admin	0.00	0.70	0.94	1.20	2.24	2.49	2.99	2.99	2.99	2.99	2.99	2.99	2.99	2.99	2.99	2.99	2.99
Depreciation	0.02	0.05	2.63	10.88	24.13	29.54	32.04	32.04	32.04	32.04	32.04	32.04	32.03	31.99	29.42	21.17	7.92
Total Operating Expenses	0.02	0.75	3.57	12.08	27.96	34.69	39.12	39.12	39.12	39.12	39.12	39.12	39.10	39.07	36.49	28.24	14.99
EBIT	-0.02	-0.75	-3.57	-12.08	27.30	75.83	145.08	145.08	145.08	145.08	145.08	145.08	145.10	145.13	147.71	155.96	169.21
Non-Operating Expenses																	
Interest	0.00	0.03	1.78	5.80	19.07	39.37	47.45	43.83	36.32	28.81	21.42	14.28	7.14	0.00	0.00	0.00	0.00
Amortization	0.00	0.00	0.00	0.00	0.40	0.40	0.40	0.40	0.40	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Non-Operating Expenses	0.00	0.03	1.78	5.80	19.47	39.77	47.85	44.23	36.72	28.81	21.42	14.28	7.14	0.00	0.00	0.00	0.00
Pre-Tax Income	-0.02	-0.77	-5.34	-17.87	7.83	36.06	97.24	100.85	108.36	116.28	123.66	130.80	137.96	145.13	147.71	155.96	169.21
Income Taxes	0.00	0.00	0.00	0.00	0.00	18.28	34.03	35.30	37.93	40.70	43.28	45.78	48.29	50.80	51.70	54.59	59.22
NET INCOME	-0.02	-0.77	-5.34	-17.87	7.83	17.78	63.20	65.55	70.44	75.58	80.38	85.02	89.67	94.34	96.01	101.37	109.99

ASSUMPTIONS:

1	Satellite channel loading	30%
	1st yr	60%
	2nd yr	100%
	3rd yr	
2	Number of satellites	2
3	Satellite channel capacity	99
4	Channel sale/lease price	9.00
	Annual installments	0.90
5	System equipment useful life	12
6	Income tax rate	35%
7	Facility maintenance fee (total)	6.00

CD RADIO, INC.
Cash Flow Statement
(in millions)

	1990	1991	1992	1993	1994	1995	1996	1997	1998	1999	2000	2001	2002	2003	2004	2005	2006
Beginning Cash	0.00	2.25	11.03	7.81	3.89	33.82	79.11	117.40	158.04	203.56	254.82	312.31	374.45	441.22	567.55	692.97	815.51
Sources Of Funds																	
Net Income	-0.02	-0.77	-5.34	-17.87	7.83	17.78	63.20	65.55	70.44	75.58	80.38	85.02	89.67	94.34	96.01	101.37	109.99
Non-Cash Items																	
Depreciation	0.02	0.05	2.63	10.88	24.13	29.54	32.04	32.04	32.04	32.04	32.04	32.04	32.03	31.99	29.42	21.17	7.92
Amortization	0.00	0.00	0.00	0.00	0.40	0.40	0.40	0.40	0.40	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Funds From Operations	0.00	-0.72	-2.72	-7.00	32.36	47.72	95.65	97.99	102.88	107.62	112.42	117.06	121.70	126.33	125.43	122.54	117.90
Founders Capital	0.25	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Mezzanine Capital	2.50	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Subordinated Debt Financing	0.00	10.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Senior Debt Financing	0.20	0.40	30.90	99.00	159.00	65.00	30.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Working Capital Line	0.00	0.00	0.00	5.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Sources	2.95	9.68	28.18	97.01	191.36	112.72	125.65	97.99	102.88	107.62	112.42	117.06	121.70	126.33	125.43	122.54	117.90
Uses Of Funds																	
Capital Asset Acquisition	0.20	0.40	30.90	99.00	159.00	65.00	30.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Organizational Costs	0.50	0.50	0.50	0.50	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Debt Amortization	0.00	0.00	0.00	1.43	2.43	2.43	57.36	57.36	57.36	56.36	54.93	54.93	54.93	0.00	0.00	0.00	0.00
Working Capital Requirements	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Uses	0.70	0.90	31.40	100.93	161.43	67.43	87.36	57.36	57.36	56.36	54.93	54.93	54.93	0.00	0.00	0.00	0.00
Ending Cash	2.25	11.03	7.81	3.89	33.82	79.11	117.40	158.04	203.56	254.82	312.31	374.45	441.22	567.55	692.97	815.51	933.42

CD RADIO, INC.
Capital Asset Acquisitions
(in millions)

Capital Asset	1990	1991	1992	1993	1994	1995	1996	1997	1998	1999	2000	2001	2002	2003	2004	2005	2006
Satellite Construction and Launch Services:																	
System I	0.00	0.00	15.00	45.00	45.00	30.00	15.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
System II	0.00	0.00	15.00	45.00	45.00	30.00	15.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	30.00	90.00	90.00	60.00	30.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Launch Insurance	0.00	0.00	0.00	0.00	60.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Terrestrial Station Network	0.10	0.20	0.20	0.50	0.50	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Ground Uplink Station	0.00	0.00	0.00	2.50	2.50	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
CD Radio Development	0.10	0.20	0.70	1.00	1.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Contingency	0.00	0.00	0.00	5.00	5.00	5.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Capital Costs	0.20	0.40	30.90	99.00	159.00	65.00	30.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

ASSUMPTIONS:

- Satellite hardware and launch costs 150.00
- Satellite purchase schedule:
 - 1992 10%
 - 1993 30%
 - 1994 30%
 - 1995 20%
 - 1996 10%
- Launch insurance - % of cost 20%

Assumptions:

- | | | |
|---|----------------------------|-----|
| 1 | Interest rate-Senior | 13% |
| | Interest rate-Subordinated | 17% |
| 2 | Debt term-years | 7 |
| 3 | Senior Debt Terms: | |
| | Interest only 1990 - 1996 | |

CD RADIO, INC.
Schedule of Operating Expenses
(in thousands)

	1990	1991	1992	1993	1994	1995	1996	1997	1998	1999	2000	2001	2002	2003	2004	2005	2006
Control Center																	
Salaries & Wages	0	0	0	0	250	250	250	250	250	250	250	250	250	250	250	250	250
Taxes & Benefits	0	0	0	0	75	75	75	75	75	75	75	75	75	75	75	75	75
Telephone & Utilities	0	0	0	0	100	100	100	100	100	100	100	100	100	100	100	100	100
Information Systems	0	0	0	0	50	50	50	50	50	50	50	50	50	50	50	50	50
In-orbit Insurance	0	0	0	0	1,069	2,138	3,564	3,564	3,564	3,564	3,564	3,564	3,564	3,564	3,564	3,564	3,564
Other	0	0	0	0	50	50	50	50	50	50	50	50	50	50	50	50	50
Total	0	0	0	0	1,584	2,663	4,089	4,089	4,089	4,089	4,089	4,089	4,089	4,089	4,089	4,089	4,089

	1990	1991	1992	1993	1994	1995	1996	1997	1998	1999	2000	2001	2002	2003	2004	2005	2006
General & Administrative																	
Management fee	0	0	0	0	750	1,000	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500
Salaries & Wages	0	150	300	500	720	720	720	720	720	720	720	720	720	720	720	720	720
Taxes & benefits	0	45	90	150	216	216	216	216	216	216	216	216	216	216	216	216	216
Insurance	0	0	50	50	50	50	50	50	50	50	50	50	50	50	50	50	50
Professional fees	0	200	200	200	200	200	200	200	200	200	200	200	200	200	200	200	200
Telephone & Utilities	0	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
Office Expense	0	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
Other	0	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
Total	0	695	940	1,200	2,236	2,486	2,986	2,986	2,986	2,986	2,986	2,986	2,986	2,986	2,986	2,986	2,986

ASSUMPTIONS

	Compensation - Headquarters	Pres	Eng	F&A	Mkt	Total
1 Executive #	1	1	1	1	4	
Executive \$	125	90	75	75	365	
Staff #	1	2	3	2	8	
Staff \$	30	125	120	80	355	
Total	155	215	195	155	720	
Compensation - Control Center						
Staff #	0	4	0	0	4	
Staff \$	0	250	0	0	250	

2 In-orbit insurance - % of annual installments 2%

CD RADIO, INC.
Balance Sheet
(in millions)

ASSETS	1990	1991	1992	1993	1994	1995	1996	1997	1998	1999	2000	2001	2002	2003	2004	2005	2006
Cash	2.25	11.03	7.81	3.89	33.82	79.11	117.40	158.04	203.56	254.82	312.31	374.45	441.22	567.55	692.97	815.51	933.42
Other Current Assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Current Assets	2.25	11.03	7.81	3.89	33.82	79.11	117.40	158.04	203.56	254.82	312.31	374.45	441.22	567.55	692.97	815.51	933.42
Communications Equipment	0.20	0.60	31.50	130.50	289.50	354.50	384.50	384.50	384.50	384.50	384.50	384.50	384.50	384.50	384.50	384.50	384.50
Accumulated Depreciation	-0.02	-0.07	-2.69	-13.57	-37.69	-67.23	-99.28	-131.32	-163.36	-195.40	-227.44	-259.48	-291.51	-323.50	-352.92	-374.08	-382.00
Organization Costs	0.50	1.00	1.50	2.00	2.00	2.00	2.00	2.00	2.00	2.00	2.00	2.00	2.00	2.00	2.00	2.00	2.00
Accumulated Amortization	0.00	0.00	0.00	0.00	-0.40	-0.80	-1.20	-1.60	-2.00	-2.00	-2.00	-2.00	-2.00	-2.00	-2.00	-2.00	-2.00
Total Fixed Assets	0.68	1.53	30.31	118.93	253.41	288.47	286.03	253.58	221.14	189.10	157.06	125.02	92.99	61.00	31.58	10.42	2.50
TOTAL ASSETS	2.93	12.56	38.12	122.82	287.22	367.58	403.42	411.62	424.70	443.92	469.37	499.47	534.21	628.55	724.56	825.93	935.92
LIABILITIES AND EQUITY																	
Senior Debt	0.20	0.60	31.50	130.50	289.50	354.50	329.57	274.64	219.71	164.79	109.86	54.93	0.00	0.00	0.00	0.00	0.00
Subordinated Debt	0.00	10.00	10.00	8.57	7.14	5.71	4.29	2.86	1.43	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Working Capital Line	0.00	0.00	0.00	5.00	4.00	3.00	2.00	1.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Liabilities	0.20	10.60	41.50	144.07	300.64	363.21	395.86	278.50	221.14	164.79	109.86	54.93	0.00	0.00	0.00	0.00	0.00
Common Stock	2.75	2.75	2.75	2.75	2.75	2.75	2.75	2.75	2.75	2.75	2.75	2.75	2.75	2.75	2.75	2.75	2.75
Retained Earnings	-0.02	-0.79	-6.13	-24.00	-16.17	1.61	64.82	130.37	200.81	276.39	356.77	441.79	531.46	625.80	721.81	823.18	933.17
Total Equity	2.73	1.96	-3.38	-21.25	-13.42	4.36	67.57	133.12	203.56	279.14	359.52	444.54	534.21	628.55	724.56	825.93	935.92
TOTAL LIABILITIES & EQUITY	2.93	12.56	38.12	122.82	287.22	367.58	403.42	411.62	424.70	443.92	469.37	499.47	534.21	628.55	724.56	825.93	935.92

CD RADIO, INC.
Debt Service Schedule
(in millions)

	1990	1991	1992	1993	1994	1995	1996	1997	1998	1999	2000	2001	2002	2003	2004	2005	2006
Senior Debt																	
Beginning Balance	0.00	0.20	0.60	31.50	130.50	289.50	354.50	329.57	274.64	219.71	164.79	109.86	54.93	0.00	0.00	0.00	0.00
Additions	0.20	0.40	30.90	99.00	159.00	65.00	30.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Required Principal	0.00	0.00	0.00	0.00	0.00	0.00	54.93	54.93	54.93	54.93	54.93	54.93	54.93	0.00	0.00	0.00	0.00
Additional Principal	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Ending Balance	0.20	0.60	31.50	130.50	289.50	354.50	329.57	274.64	219.71	164.79	109.86	54.93	0.00	0.00	0.00	0.00	0.00
Subordinated Debt																	
Beginning Balance	0.00	0.00	10.00	10.00	8.57	7.14	5.71	4.29	2.86	1.43	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Additions	0.00	10.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Required Principal	0.00	0.00	0.00	1.43	1.43	1.43	1.43	1.43	1.43	1.43	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Additional Principal	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Ending Balance	0.00	10.00	10.00	8.57	7.14	5.71	4.29	2.86	1.43	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Working Capital Line																	
Beginning Balance	0.00	0.00	0.00	0.00	5.00	4.00	3.00	2.00	1.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Additions	0.00	0.00	0.00	5.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Required Principal	0.00	0.00	0.00	0.00	1.00	1.00	1.00	1.00	1.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Additional Principal	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Ending Balance	0.00	0.00	0.00	5.00	4.00	3.00	2.00	1.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Interest Expense																	
Senior Debt	0.00	0.03	0.08	4.10	16.97	37.64	46.09	42.84	35.70	28.56	21.42	14.28	7.14	0.00	0.00	0.00	0.00
Subordinated Debt	0.00	0.00	1.70	1.70	1.46	1.21	0.97	0.73	0.49	0.24	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Working Capital Line	0.00	0.00	0.00	0.00	0.65	0.52	0.39	0.26	0.13	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.03	1.78	5.80	19.07	39.37	47.45	43.83	36.32	28.81	21.42	14.28	7.14	0.00	0.00	0.00	0.00
Principal Payments																	
Senior Debt	0.00	0.00	0.00	0.00	0.00	0.00	54.93	54.93	54.93	54.93	54.93	54.93	54.93	0.00	0.00	0.00	0.00
Subordinated Debt	0.00	0.00	0.00	1.43	1.43	1.43	1.43	1.43	1.43	1.43	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Working Capital Line	0.00	0.00	0.00	0.00	1.00	1.00	1.00	1.00	1.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	1.43	2.43	2.43	57.36	57.36	57.36	56.36	54.93	54.93	54.93	0.00	0.00	0.00	0.00

Satellite CD Radio, Inc.
Private Digital Satellite
Sound Broadcasting Application

Revised July 17, 1990

Appendix 2

FCC Form 430
Common Carrier and Satellite Radio
Licensee Qualification Report

FCC
430

FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

Approved by GME
3060-0105
Expires 3/31/90

COMMON CARRIER AND SATELLITE RADIO LICENSEE
QUALIFICATION REPORT

See reverse side for information
regarding public burden statement

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 application for radio authority, attach it to that application.
- C. Do not submit a fee with this report.

1. Business Name and Address (Number, Street, State and ZIP Code) of Filer's Principal Office: Satellite CD Radio, Inc. Techworld Plaza, Suite 750 Washington, D.C. 20001-8000	2. (Area Code) Telephone Number: (202) 408-0080 3. If this report supercedes a previous filed report, specify its date: 5/18/90
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4. Filer is (check one): <input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other (Specify):	5. Under the laws of what State (or of jurisdiction) is the Filer organized? Delaware
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6. List the common carrier and satellite radio services in which Filer has applied or is a current licensee or permittee:

Private Satellite Carrier

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? <i>If "YES", attach as Exhibit I a statement giving call sign and file number of license or permit revoked and relating circumstances.</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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(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? <i>If "YES", attach as Exhibit II a statement relating the facts.</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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(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? <i>If "YES", attach as Exhibit III a statement relating the facts.</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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(d) Is the Filer, or any person directly or indirectly controlling the Filer, presently a party in any matter referred to Items 7(b) and 7(c)? <i>If "YES", attach as Exhibit IV a statement relating the facts.</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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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 this Commission? <i>If "YES", submit as Exhibit V the name of each such licensee and the licensee's relation to the Filer.</i>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
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See Exhibit V.

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

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

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?

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.

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

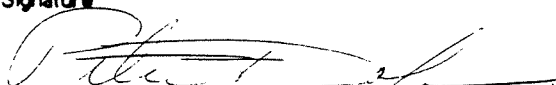
(f) Is the Filer directly or indirectly controlled: (1) by any other corporation of which any officer or more than one-fourth of the directors are aliens, or (2) by any foreign corporation or corporation of which more than one-fourth of the capital stock is owned or voted by aliens or their representatives, 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 the aliens or foreign entities, their nationality, their relationship to the Filer, and the percentage of stock they own or vote.

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	Filer (Must correspond with that shown in Item 1)	Typed or Printed Name
	7/17/90	Satellite CD Radio, Inc.	Peter Dolan
	Signature		Title
			President

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.