

FCC/MELLON JUN 17 1996

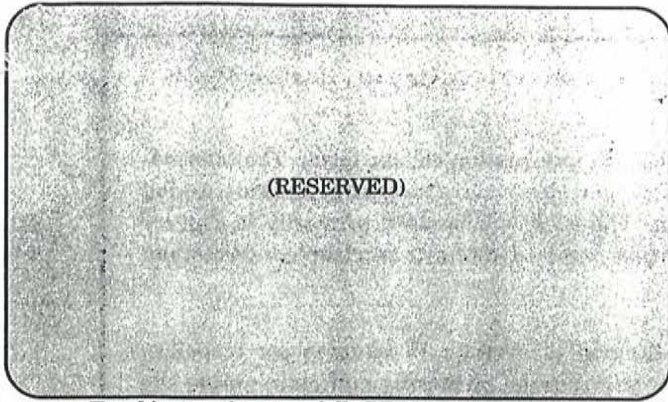
FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3060-0589
Expires 2/28/97

FCC REMITTANCE ADVICE

ORIGINAL

PAGE NO. 1 OF



(Read instructions carefully BEFORE proceeding.)

SPECIAL USE ~~FCC/MELLON JUN 17 1996~~ me
FCC/MELLON JUN 17 1996

FCC USE ONLY
124-SAT-AMEND-96

PAYOR INFORMATION

(1) FCC ACCOUNT NUMBER: 0911579687
Did you have a number prior to this? Enter it.
(2) TOTAL AMOUNT PAID (dollars and cents): \$ 1,150.00

(3) PAYOR NAME (If paying by credit card, enter name exactly as it appears on your card): Digital Satellite Broadcasting Corporation
JUN 27 1996

(4) STREET ADDRESS LINE NO. 1: 120 Lakeside Avenue
Satellite Policy Branch
International Bureau

(5) STREET ADDRESS LINE NO. 2: Suite 310

(6) CITY: Seattle
(7) STATE: WA
(8) ZIP CODE: 98122-6578

(9) DAYTIME TELEPHONE NUMBER (Include area code): (206) 328-0808
(10) COUNTRY CODE (if not U.S.A.):

ITEM #1 INFORMATION

(11A) NAME OF APPLICANT, LICENSEE, REGULATEE, OR DEBTOR: Digital Satellite Broadcasting Corporation
FCC USE ONLY

(12A) FCC CALL SIGN/OTHER ID
(13A) ZIP CODE
(14A) PAYMENT TYPE CODE: C W Y
(15A) QUANTITY: /
(16A) FEE DUE FOR PAYMENT TYPE CODE IN BLOCK 14: \$ 1,150.00

(17A) FCC CODE 1
(18A) FCC CODE 2

(19A) ADDRESS LINE NO. 1
(20A) ADDRESS LINE NO. 2
(21A) CITY/STATE OR COUNTRY CODE

ITEM #2 INFORMATION

(11B) NAME OF APPLICANT, LICENSEE, REGULATEE, OR DEBTOR
FCC USE ONLY

(12B) FCC CALL SIGN/OTHER ID
(13B) ZIP CODE
(14B) PAYMENT TYPE CODE
(15B) QUANTITY
(16B) FEE DUE FOR PAYMENT TYPE CODE IN BLOCK 14: \$

(17B) FCC CODE 1
(18B) FCC CODE 2

(19B) ADDRESS LINE NO. 1
(20B) ADDRESS LINE NO. 2
(21B) CITY/STATE OR COUNTRY CODE

CREDIT CARD PAYMENT INFORMATION

(22) MASTERCARD/VISA ACCOUNT NUMBER:
 Mastercard
 Visa
EXPIRATION DATE: Month Year

(23) I hereby authorize the FCC to charge my VISA or Mastercard for the service(s)/authorization(s) herein describe.
AUTHORIZED SIGNATURE DATE



June 12, 1996

Federal Communications Commission
Satellite & Radiocomm. Div.
P.O. Box 358160
Pittsburgh, PA 15251-5160

Re: Amendment to Application, File Nos. 28-DSS-LA-93, 12/13-DSS-P-93

To whom it may concern:

Digital Satellite Broadcasting Corporation (DSBC) hereby amends its pending application to reflect minor changes in the ownership, officers and Board of Directors of the corporation. These changes are reflected in the attached FCC Form 430 of which an original and nine copies are enclosed. Attached is a check for \$1,150.00, fee code CWY.

Please direct any questions regarding this matter to the undersigned.

Sincerely,

A handwritten signature in blue ink that reads 'Douglas J. Minster'. The signature is written in a cursive style with a large initial 'D'.

Douglas J. Minster
Vice President

encls.

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 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: Digital Satellite Broadcasting Corporation 120 Lakeside Avenue, Ste. 310 Seattle, WA 98122-6578</p>	<p>2. (Area Code) Telephone Number: (206) 328-0808</p> <p>3. If this report supercedes a previously filed report, specify its date: 8/16/93</p>
<p>4. Filer is (check one): <input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other (Specify):</p>	<p>5. Under the laws of what State (or other jurisdiction) is the Filer organized? Delaware</p>
<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>	

<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? <i>If "YES", attach as Exhibit I a statement giving call sign and file number of license or permit revoked and relating circumstances.</i></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? <i>If "YES", attach as Exhibit II a statement relating the facts.</i></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? <i>If "YES", attach as Exhibit III a statement relating the facts.</i></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 Items 7(b) and 7(c)? <i>If "YES", attach as Exhibit IV a statement relating the facts.</i></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 this Commission? <i>If "YES", submit as Exhibit V the name of each such licensee and the licensee's relation to the Filer.</i></p>	

<p>If Filer is an individual (sole proprietorship) or partnership, answer the following and Item 11:</p>	
<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? <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? <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 to 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

(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 6/12/96	Filer (Must correspond with that shown in item 1) Digital Satellite Broadcasting Corporation	Typed or Printed Name Douglas J. Minster
	Signature <i>Douglas J. Minster</i>		Title Vice 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.

DSBC
FCC Form 430
June 12, 1996

EXHIBIT VI

**STOCKHOLDERS OWNING OF RECORD AND/OR
VOTING 10 PERCENT OR MORE OF DSBC's VOTING STOCK**

<u>Name & Address</u>	<u>Percentage of Stock Ownership</u>
DSBC Founders Corporation 120 Lakeside Ave. Suite 310 Seattle, WA 98122-6578	57%
ClearTel Satellite Communications, Inc. 1232 22 nd Street, N.W. Suite 500 Washington, DC 20037	33%
CL Investment Partnership II, LP 3 East 54th Street 17th Floor NY, NY 10022	10%

All of the above are United States entities.

DSBC
FCC Form 430
June 12, 1996

EXHIBIT VII

OFFICERS AND DIRECTORS OF DSBC

<u>Name & Address</u>	<u>Title</u>
Joseph N. Walter 120 Lakeside Ave. Suite 310 Seattle, WA 98122-6578	Chairman/Treasurer
William M. Caldwell, IV 11925 Wilshire Blvd. Suite 313 Los Angeles CA 90025	President/Director
Douglas J. Minster 1667 K Street, N.W. Suite 801 Washington, DC 20006	Vice President & Secretary/Director
Theodore Ammon 3 East 54th Street 17th Floor NY, NY 10022	Director
Ulysses G. Auger, II 1232 22 nd Street, N.W. Suite 500 Washington, DC 20037	Director
Vernon L. Fotheringham 500 108th Avenue, N.E. Suite 2600 Bellevue, WA 98004	Director
W. Theodore Pierson, Jr. 1667 K Street, N.W. Suite 801 Washington, DC 20006	Director

EXHIBIT VIII

**NATURE AND EXTENT OF CONTROL
OF DSBC BY OTHER CORPORATION**

DSBC is 57% owned and controlled by DSBC Founders Corporation (Founders) which is chartered in the State of Delaware and is qualified to do business in Washington State.

1. Address and Primary Business

120 Lakeside Ave.
Suite 310
Seattle, WA 98122-6578

The primary business of Founders is the ownership of DSBC.

2-4. Name, Address, Citizenship of Stockholders Holding 10% or More of the Voting Stock of Founders

<u>Name & Address</u>	<u>Stock Ownership</u>	<u>Title</u>
Vernon L. Fotheringham 500 108th Avenue, N.E. Suite 2600 Bellevue, WA 98004	28.7%	Chairman
Joseph N. Walter 120 Lakeside Ave. Suite 310 Seattle, WA 98122-6578	28.7%	President/ Director
W. Theodore Pierson, Jr. 1667 K Street, N.W. Suite 801 Washington, D.C. 20006	15.2%	Vice President/ Director
Richard L. Anglin, Jr. 3558 Voyager Circle Del Mar Heights, CA 92130-1852	24.4%	Director

All of the above are United States citizens.