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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF SECRETARY

January 12, 1995

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

Received

JAN 18 1995

Satellite and Radiocommunication Division
Satellite Policy Branch

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

Dear Mr. Caton:

Satellite CD Radio, Inc. ("CD Radio") hereby submits a revised FCC Form 430 for its pending application to reflect changes in the Board of Directors of the parent corporation of the applicant.

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

Respectfully submitted,

SATELLITE CD RADIO, INC.

By: Robert D. Briskman
Robert D. Briskman
President

cc: Cecily Holiday
All parties to application

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LICENSEE QUALIFICATION REPORT

See reverse side for information regarding public burden statement.

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OFFICE OF SECRETARY

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, N.W. Washington, DC 20037</p>	<p>2. (Area Code) Telephone Number: (202) 296-6192</p> <p>3. If this report supercedes a previously filed report, specify its date: December 1, 1994</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? 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

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.* Yes No

(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.* Yes No

(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.* Yes No

(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)? *If "YES", attach as Exhibit IV a statement relating the facts.* Yes No

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? *If "YES", submit as Exhibit V the name of each such licensee and the licensee's relation to the Filer.* Yes No

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? <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>
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Satellite CD Radio, Inc.
FCC Form 430
January 5, 1995

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

<u>Name & Address</u>	<u>Percentage of Stock Ownership</u>
CD Radio Inc. 1001 22nd Street, N.W. Washington, D.C. 20037	100%

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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, N.W.
Washington, D.C. 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>
Darlene Friedland c/o CD Radio Inc. 1001 22nd Street, N.W. Washington, D.C. 20037	28.80%	U.S.
David Margolese c/o CD Radio Inc. 1001 22nd Street, N.W. Washington, D.C. 20037	17.39%	Canada

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

<u>Names & Address</u>	<u>Title</u>
David Margoless c/o CD Radio Inc. 1001 22nd Street, N.W. Washington, D.C. 20037	Chairman & Chief Executive Officer/ Director
Robert Briskman c/o CD Radio Inc. 1001 22nd Street, N.W. Washington, D.C. 20037	Vice President & Chief Technical Officer/Director
Lawrence F. Gilberti c/o CD Radio Inc. 1001 22nd Street, N.W. Washington, D.C. 20037	Secretary/Director
Peter K. Pitsch c/o CD Radio Inc. 1001 22nd Street, N.W. Washington, D.C. 20037	Director
Jack Rubinstein c/o CD Radio Inc. 1001 22nd Street, N.W. Washington, D.C. 20037	Director
Ralph V. Whitworth c/o CD Radio Inc. 1001 22nd Street, N.W. Washington, D.C. 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 Margoese, is a citizen of Canada.

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

- Mr. Margoese owns 17.39% of the company's outstanding stock;
- Rowena Huberman, a citizen of Canada, owns 3.33%;
- First Marathon Securities Limited, a Canadian corporation, owns 4.19%;
- Gee & Co., an entity controlled by non-U.S. citizens, owns 4.89%;
- Canada Trust Company, a Canadian corporation acting as trustee for the Prudential Insurance Co. of America, owns 2.61%;
- Hemery Nominees Ltd., a corporation organized in the Channel Islands, owns 2.17%;
- Robagest A.G., a Swiss corporation, owns 1.09%;
- Integro Fiduciaire SARL JC535, controlled by a non-U.S. citizen, owns 0.54%;
- Banque Scandinavie en Suisse SA, a Swiss banking corporation, owns 0.54%;
- Melas Overseas Inc., a U.K. corporation, owns 0.54%;
- Regent Star Investment Limited, a Hong Kong company, owns 0.54%;

- Greenport Investment Limited, a Hong Kong company, owns 0.54%;
- CSA Management, an entity controlled by non-U.S. citizens, owns 0.33%;
- Balshine Foundation, a corporation organized in British Columbia, owns 0.23%;
- Roshan Virani, a citizen of the United Arab Emirates, owns 0.22%;
- Robert Cross, a citizen of Canada, owns 0.11%.
- Jeanette Greenhut, a citizen of Canada, owns 0.07%;
- Miachael Paraskake, a citizen of Canada, owns 0.01%; and

Except as indicated herein, these entities have no other relationship with the filer.