

LUKAS, NACE, GUTIERREZ & SACHS

CHARTERED

11 11 NINETEENTH STREET, N.W.

SUITE 1200

WASHINGTON, D.C. 20036

(202) 857-3500

COPY

RUSSELL D. LUKAS  
DAVID L. NACE  
THOMAS GUTIERREZ  
ELIZABETH R. SACHS  
GEORGE L. LYON, JR.  
JOEL R. KASWELL  
PAMELA L. GIST  
DAVID A. LAFURIA  
MARILYN SUCHECKI MENSE  
PAMELA GAARY HOLRAN  
B. LYNN F. RATNAVALE  
TODD SLAMOWITZ  
DAVID M. BRIGLIA  
ALLISON M. JONES  
STEVEN M. CHERNOFF

+ NOT ADMITTED IN D.C.

August 1, 2002

CONSULTING ENGINEERS  
AU KUZEHKANANI  
LEROY A. ADAM  
LEILA REZANAVAZ

OF COUNSEL  
JOHN J. MCAVOY  
J.K. HAGE III+  
LEONARD S. KOLSKY+

TELECOPIER  
(202) 857-5747

Email: [lngs@fcclaw.com](mailto:lngs@fcclaw.com)  
<http://www.fcclaw.com>

WRITER'S DIRECT DIAL

(202) 828-8434  
[tslamowitz@fcclaw.com](mailto:tslamowitz@fcclaw.com)

Federal Communications Commission  
1270 Fairfield Road  
Gettysburg, PA 17325-7245

Re: FCC Ownership Disclosure Information (Form 602)  
Poplar PCS -Hot Springs, LLC

Dear Sir or Madam:

On behalf of Poplar PCS -- Hot Springs, LLC ("Poplar"), enclosed is its FCC Ownership Disclosure Information (Form 602). Poplar is filing the Form 602 as an applicant for an assignment of a PCS license.

If you have any questions with respect to this matter, please contact the undersigned.

Respectfully submitted,

  
Todd Slamowitz

Enclosure

AUG 02 2002

8/1/02

**Applicant / Licensee Information**

1) First Name (if individual):	MI:	Last Name:	suffix:
2) Applicant Name (if entity): Poplar PCS - Hot Springs, LLC		3) FCC Registration Number (FRN): 0006-2049-94	

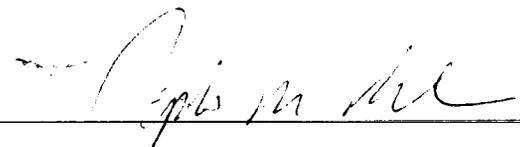
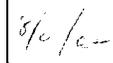
**Related FCC Regulated Businesses of Applicant / Licensee**

4a) Name and address of all FCC Regulated Businesses owned by Applicant/ Licensee (use additional sheets, if necessary)	4b) Principal Business:	4c) FCC Registration Number (FRN)	4d) Percent of Interest Held:

**Signature**

**5) Typed or Printed Name of Party Authorized to Sign**

First Name Stephen	MI M	Last Name Roberts	Suffix
Title: <b>Managing Member</b>			

Signature: 	Date: 
--	---

AUG 02 2002

Failure to Sign This Application May Result in Dismissal Of The Application And Forfeiture Of Any Fees Paid

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS 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).**

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): <b>Poplar PCS, LLC</b>		3) FCC Registration Number(FRN): <b>N/A</b>	
4) Disclosable Interest Holder's Address: <b>5350 Poplar Avenue, Suite 875, Memphis, TN 38119</b>			
5) Type of Interest in Applicant (I) (refer to Instructions for list):	6) Disclosable Interest Holder is a (n): (hl) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 100%	
8) Disclosable Interest Holder's Type of Ownership (O) (refer to instructions for list): <b>0 – Membership Interest</b>  ( ) Voting ( ) Non-Voting		9) Disclosable Interest Holder's Country of Citizenship: <b>USA</b>	
TO) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Poplar PCS, LLC owns 100% of Poplar PCS License Company, LLC, which in turn, owns 100% of the applicant.</b>			

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	IIb) Principal Business:	IIc) FCC Registration Number (FRN):	IId) Percent of Interest Held:
<b>See Exhibit 1</b>			

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual):		Mi:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): <b>Poplar PCS License Company, LLC</b>			3) FCC Registration Number(FRN): <b>N/A</b>	
4) Disclosable Interest Holders Address: <b>5350 Poplar Avenue, Suite 875, Memphis, TN 38119</b>				
5) Type of Interest in Applicant ( <b>D</b> ) (refer to Instructions for list):		6) Disclosable Interest Holder is a (n): (M) (refer to instructions for list of codes):		8) Percent of Interest Held in Applicant: <b>100%</b>
8) Disclosable Interest Holder's Type of Ownership (0) (refer to instructions for list): <b>0 – Membership Interest</b>  ( ) Voting ( ) Non-Voting			9) Disclosable Interest Holder's Country of Citizenship: <b>USA</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Poplar PCS License Company, LLC owns 100% of the applicant.</b>				

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
<b>See Exhibit 2</b>			

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual)		MI:	Last Name:		Suffix:
2) Disclosable Interest Holder's Name (if entity): <b>Cameron Communications Corporation</b>			3) FCC Registration Number(FRN): 0005-7820-65		
4) Disclosable Interest Holder's Address: <b>153 West Dugas Road, Sulpher, LA 70663</b>					
5) Type of Interest in Applicant (I) (refer to Instructions for list):		6) Disclosable Interest Holder is a (n): (C) (refer to instructions for list of codes):		9) Percent of Interest Held in Applicant: 49.1%	
8) Disclosable Interest Holder's Type of Ownership (O) (refer to instructions for list): <b>0 – Membership Interest</b>  <input type="checkbox"/> Voting <input type="checkbox"/> Non-Voting			9) Disclosable Interest Holder's Country of Citizenship: <b>USA</b>		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Cameron Communications Corporation owns 49.1% of Poplar PCS, LLC, which in turn, owns 100% of Poplar PCS License Company, LLC, which in turn, owns 100% of applicant.</b>					

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) FCC Registration Number (FRN):	IId) Percent of Interest Held:
<b>See Form 602 on File with the FCC</b>			
<b>See also Exhibit 3</b>			

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual): William	MI: L	Last Name: Henning	suffix:
2) Disclosable Interest Holders Name (if entity):		3) FCC Registration Number(FRN):	
4) Disclosable Interest Holder's Address: <b>153 West Dugas Road, Sulpher, LA 70663</b>			
5) Type of Interest in Applicant (I) (refer to Instructions for list):	6) Disclosable Interest Holder is a (n): (I) (refer to instructions for list of codes):	10) Percent of Interest Held in Applicant: 14.9%	
8) Disclosable Interest Holder's Type of Ownership (O) (refer to instructions for list): <b>Membership Interest</b>  <input type="checkbox"/> Voting <input type="checkbox"/> Non-Voting		9) Disclosable Interest Holder's Country of Citizenship: <b>USA</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>William L. Henning owns 30.3% of Cameron Communication Corporation, which in turn, owns 49.1% of Poplar PCS, LLC, which in turn owns 100% of Poplar PCS License Company, LLC, which in turn, owns 100% of applicant.</b>			

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
<b>See Cameron Communication Corporation's 602 on File with the FCC</b>			
<b>See also Exhibit 4</b>			

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual), Lena	MI: <b>B</b>	Last Name: Henning	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number(FRN):	
4) Disclosable Interest Holder's Address: <b>153 West Dugas Road, Sulpher, LA 70663</b>			
5) Type of Interest in Applicant (I) (refer to Instructions for list):	6) Disclosable Interest Holder is a (n): (I) (refer to instructions for list of codes):	11) Percent of Interest Held in Applicant: 14.9%	
8) Disclosable Interest Holder's Type of Ownership (O) (refer to instructions for list): <b>Membership Interest</b>  ( ) Voting ( ) Non-Voting		9) Disclosable Interest Holders Country of Citizenship: <b>USA</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Lena B. Henning owns 30.3 of Cameron Communication Corporation, which in turn, owns 49.1% of Poplar PCS, LLC, which in turn, owns 100% of Poplar PCS License Company, LLC, which in turn, owns 100% of applicant.</b>			

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
<b>See Cameron Communication Corporation's 602 on File with the FCC</b>			
<b>See also Exhibit 5</b>			

**Exhibit 1**  
**Related FCC Regulated Businesses of Disclosable Interest Holders**  
**Poplar PCS, LLC**

<b>Name &amp; Address of FCC Regulated Business owned by Applicant/Licensee</b>	<b>Principal Business</b>	<b>FRN</b>	<b>Percent of Interest Held</b>
Poplar PCS – Central, LLC	Telecommunications	0005-4226-13	*100%
Poplar PCS – Arkansas, LLC	Telecommunications	0004-5647-79	*100%
Poplar PCS - Dodge City, LLC	Telecommunications	0006-1441-66	*100%
Poplar PCS – Fayetteville, LLC	Telecommunications	0006-2040-85	*100%
Poplar PCS - Ft. Smith, LLC	Telecommunications	0006-2041-01	*100%
Poplar PCS - Garden City, LLC	Telecommunications	0006-2041-19	*100%
Poplar PCS - Great Bend, LLC	Telecommunications	0006-2041-68	*100%
Poplar PCS – Harrison, LLC	Telecommunications	0006-2046-06	*100%
Poplar PCS – Hays, LLC	Telecommunications	0006-2049-37	*100%
Poplar PCS - Hot Springs, LLC	Telecommunications	0006-2049-94	*100%
Poplar PCS – Jonesboro, LLC	Telecommunications	0006-2050-58	*100%
Poplar PCS – Russellville, LLC	Telecommunications	0006-2051-16	*100%
Poplar PCS - West Plains, LLC	Telecommunications	0006-2051-40	*100%
Poplar PCS – Coffeyville, LLC	Telecommunications	0006-3180-75	* 100%
Poplar PCS – Hutchinson, LLC	Telecommunications	0006-3181-25	* 100%
Poplar PCS – Salina, LLC	Telecommunications	0006-3183-98	*100%
Poplar PCS – Bartlesville, LLC	Telecommunications	0006-3180-67	* 100%
Poplar PCS – Pueblo, LLC	Telecommunications	0006-3183-56	* 100%
Poplar PCS – Emporia, LLC	Telecommunications	0006-3180-91	* 100%
Poplar PCS – Manhattan, LLC	Telecommunications	0006-3182-24	* 100%
Poplar PCS – Topeka, LLC	Telecommunications	0006-3184-55	*100%
Poplar PCS – Wichita, LLC	Telecommunications	0006-3185-05	*100%

\* **Indirect Interest**

**Exhibit 2**  
**Related FCC Regulated Businesses of Disclosable Interest Holders**  
**Poplar PCS License Company, LLC**

<b>Name &amp; Address of FCC Regulated Business owned by Applicant/Licensee</b>	<b>Principal Business</b>	<b>FRN</b>	<b>Percent of Interest Held</b>
Poplar PCS – Central, LLC	Telecommunications	0005-4226-1 3	100%
Poplar PCS – Arkansas, LLC	Telecommunications	0004-5647-79	100%
Poplar PCS - DodgeCity, LLC	Telecommunications	0006-144 1-66	100%
Poplar PCS – Fayetteville, LLC	Telecommunications	0006-2040-85	100%
Poplar PCS - Ft. Smith, LLC	Telecommunications	0006-204 1-01	100%
Poplar PCS - Garden City, LLC	Telecommunications	0006-2041-19	100%
Poplar PCS - Great Bend, LLC	Telecommunications	0006-2041-68	100%
Poplar PCS – Harrison, LLC	Telecommunications	0006-2046-06	100%
Poplar PCS – Hays, LLC	Telecommunications	0006-2049-37	100%
Poplar PCS - Hot Springs, LLC	Telecommunications	0006-2049-94	100%
Poplar PCS – Jonesboro, LLC	Telecommunications	0006-2050-58	100%
Poplar PCS – Russellville, LLC	Telecommunications	0006-2051-16	100%
Poplar PCS - West Plains, LLC	Telecommunications	0006-2051-40	100%
Poplar PCS – Coffeyville, LLC	Telecommunications	0006-3180-75	100%
Poplar PCS – Hutchinson, LLC	Telecommunications	0006-3181-25	100%
Poplar PCS – Salina, LLC	Telecommunications	0006-3183-98	100%
Poplar PCS – Bartlesville, LLC	Telecommunications	0006-3180-67	100%
Poplar PCS – Pueblo, LLC	Telecommunications	0006-3183-56	100%
Poplar PCS – Emporia, LLC	Telecommunications	0006-3180-91	100%
Poplar PCS – Manhattan, LLC	Telecommunications	0006-3182-24	100%
Poplar PCS – Topeka, LLC	Telecommunications	0006-3184-55	100%
Poplar PCS – Wichita, LLC	Telecommunications	0006-3185-05	100%

**Exhibit 3**  
**Related FCC Regulated Businesses of Disclosable Interest Holders**  
**Cameron Communications Corporation**

<b>Name &amp; Address of FCC Regulated Business owned by Applicant/Licensee</b>	<b>Principal Business</b>	<b>FRN</b>	<b>Percent of Interest Held</b>
Poplar PCS – Central, LLC	Telecommunications	0005-4226-13	*49.1%
Poplar PCS – Arkansas, LLC	Telecommunications	0004-5647-79	*49.1%
Poplar PCS - Dodge City, LLC	Telecommunications	0006-1441-66	*49.1%
Poplar PCS – Fayetteville, LLC	Telecommunications	0006-2040-85	*49.1%
Poplar PCS - Ft. Smith, LLC	Telecommunications	0006-2041-01	*49.1%
Poplar PCS - Garden City, LLC	Telecommunications	0006-2041-19	*49.1%
Poplar PCS - Great Bend, LLC	Telecommunications	0006-2041-68	*49.1%
Poplar PCS – Harrison, LLC	Telecommunications	0006-2046-06	*49.1%
Poplar PCS – Hays, LLC	Telecommunications	0006-2049-37	*49.1%
Poplar PCS - Hot Springs, LLC	Telecommunications	0006-2049-94	*49.1%
Poplar PCS – Jonesboro, LLC	Telecommunications	0006-2050-58	*49.1%
Poplar PCS – Russellville, LLC	Telecommunications	0006-2051-16	*49.1%
Poplar PCS - West Plains, LLC	Telecommunications	0006-2051-40	*49.1%
Poplar PCS – Coffeyville, LLC	Telecommunications	0006-3180-75	*49.1%
Poplar PCS – Hutchinson, LLC	Telecommunications	0006-3181-25	*49.1%
Poplar PCS – Salina, LLC	Telecommunications	0006-3183-98	*49.1%
Poplar PCS – Bartlesville, LLC	Telecommunications	0006-3180-67	*49.1%
Poplar PCS – Pueblo, LLC	Telecommunications	0006-3183-56	*49.1%
Poplar PCS – Emporia, LLC	Telecommunications	0006-3180-91	*49.1%
Poplar PCS – Manhattan, LLC	Telecommunications	0006-3 182-24	*49.1%
Poplar PCS – Topeka, LLC	Telecommunications	0006-3 184-55	*49.1%
Poplar PCS – Wichita, LLC	Telecommunications	0006-3 185-05	*49.1%

\* Indirect Interest

**Exhibit 4**  
**Related FCC Regulated Businesses of Disclosable Interest Holders**  
**William L. Henning**

<b>Name &amp; Address of FCC Regulated Business owned by Applicant/Licensee</b>	<b>Principal Business</b>	<b>FRN</b>	<b>Percent of Interest Held</b>
Poplar PCS – Central, LLC	Telecommunications	0005-4226-13	*14.9%
Poplar PCS – Arkansas, LLC	Telecommunications	0004-5647-79	*14.9%
Poplar PCS - Dodge City, LLC	Telecommunications	0006-1441-66	*14.9%
Poplar PCS – Fayetteville, LLC	Telecommunications	0006-2040-85	*14.9%
Poplar PCS - Ft. Smith, LLC	Telecommunications	0006-2041-01	*14.9%
Poplar PCS - Garden City, LLC	Telecommunications	0006-2041-19	*14.9%
Poplar PCS - Great Bend, LLC	Telecommunications	0006-2041-68	*14.9%
Poplar PCS – Harrison, LLC	Telecommunications	0006-2046-06	*14.9%
Poplar PCS – Hays, LLC	Telecommunications	0006-2049-37	*14.9%
Poplar PCS - Hot Springs, LLC	Telecommunications	0006-2049-94	*14.9%
Poplar PCS – Jonesboro, LLC	Telecommunications	0006-2050-58	*14.9%
Poplar PCS – Russellville, LLC	Telecommunications	0006-2051-16	*14.9%
Poplar PCS - West Plains, LLC	Telecommunications	0006-2051-40	*14.9%
Poplar PCS – Coffeyville, LLC	Telecommunications	0006-3180-75	*14.9%
Poplar PCS – Hutchinson, LLC	Telecommunications	0006-3181-25	*14.9%
Poplar PCS – Salina, LLC	Telecommunications	0006-3183-98	*14.9%
Poplar PCS – Bartlesville, LLC	Telecommunications	0006-3180-67	*14.9%
Poplar PCS – Pueblo, LLC	Telecommunications	0006-3183-56	*14.9%
Poplar PCS – Emporia, LLC	Telecommunications	0006-3180-91	*14.9%
Poplar PCS – Manhattan, LLC	Telecommunications	0006-3182-24	*14.9%
Poplar PCS – Topeka, LLC	Telecommunications	0006-3184-55	*14.9%
Poplar PCS – Wichita, LLC	Telecommunications	0006-3185-05	*14.9%

\* Indirect Interest

**Exhibit 5**  
**Related FCC Regulated Businesses of Disclosable Interest Holders**  
**Lena B. Henning**

<b>Name &amp; Address of FCC Regulated Business owned by Applicant/Licensee</b>	<b>Principal Business</b>	<b>FRN</b>	<b>Percent of Interest Held</b>
Poplar PCS – Central, LLC	Telecommunications	0005-4226-13	*14.9%
Poplar PCS – Arkansas, LLC	Telecommunications	0004-5647-79	*14.9%
Poplar PCS - Dodge City, LLC	Telecommunications	0006-1441-66	*14.9%
Poplar PCS – Fayetteville, LLC	Telecommunications	0006-2040-85	*14.9%
Poplar PCS - Ft. Smith, LLC	Telecommunications	0006-2041-01	*14.9%
Poplar PCS - Garden City, LLC	Telecommunications	0006-2041-19	*14.9%
Poplar PCS - Great Bend, LLC	Telecommunications	0006-2041-68	*14.9%
Poplar PCS – Harrison, LLC	Telecommunications	0006-2046-06	*14.9%
Poplar PCS – Hays, LLC	Telecommunications	0006-2049-37	*14.9%
Poplar PCS - Hot Springs, LLC	Telecommunications	0006-2049-94	*14.9%
Poplar PCS – Jonesboro, LLC	Telecommunications	0006-2050-58	*14.9%
Poplar PCS – Russellville, LLC	Telecommunications	0006-2051-16	*14.9%
Poplar PCS - West Plains, LLC	Telecommunications	0006-2051-40	*14.9%
Poplar PCS – Coffeyville, LLC	Telecommunications	0006-3180-75	*14.9%
Poplar PCS – Hutchinson, LLC	Telecommunications	0006-3181-25	*14.9%
Poplar PCS – Salina, LLC	Telecommunications	0006-3183-98	*14.9%
Poplar PCS – Bartlesville, LLC	Telecommunications	0006-3180-67	*14.9%
Poplar PCS – Pueblo, LLC	Telecommunications	0006-3183-56	*14.9%
Poplar PCS – Emporia, LLC	Telecommunications	0006-3180-91	*14.9%
Poplar PCS – Manhattan, LLC	Telecommunications	0006-3182-24	*14.9%
Poplar PCS – Topeka, LLC	Telecommunications	0006-3184-55	*14.9%
Poplar PCS – Wichita, LLC	Telecommunications	0006-3185-05	*14.9%

\* Indirect Interest