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DAVID M. BRIGLIA
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+ NOT ADMITTED IN D.C.

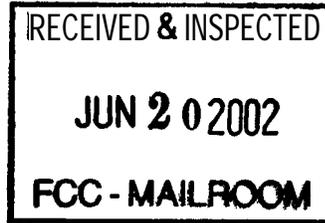
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June 14, 2002



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

Re: FCC Ownership Disclosure Information (Form 602)
Poplar PCS – Topeka, LLC

Dear Sir or Madam:

On behalf of Poplar PCS – Topeka, 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.

200 J. King

Enclosure



6/26/2

Applicant / Licensee information

| | | | |
|---|-----|--|---------|
| 1) First Name (if Individual): | MI: | Last Name: | Suffix: |
| 2) Applicant Name (if entity): Poplar PCS – Topeka, LLC | | 3) FCC Registration Number (FRN): 0006-3184-55 | |

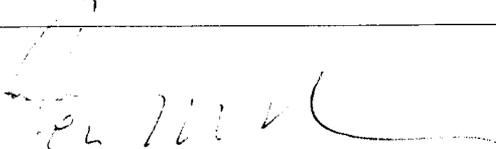
Related FCC Regulated Businesses of Applicant / Licensee

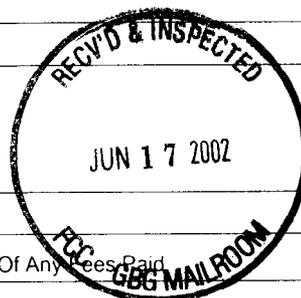
| 4a) Name and address of all FCC Regulated Businesses owned by Applicant/ Licensee (use additional sheets, if necessary) | 4b) Principal Business: | 4c) FCC Registration Number (FRN): | 4d) Percent of Interest Held: |
|--|----------------------------|---------------------------------------|----------------------------------|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

5) Typed or Printed Name of Party Authorized to Sign

| | | | |
|------------------------|------|-------------------|---------|
| First Name Stephen | MI M | Last Name Roberts | Suffix: |
| Title: Managing Member | | | |

| | |
|--|-------------------------|
| Signature:  | Date: 6-14-02 |
|--|-------------------------|



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): Poplar PCS, LLC | | 3) FCC Registration Number(FRN): N/A | |
| 4) Disclosable Interest Holder's Address: 5350 Poplar Avenue, Suite 875, Memphis, TN 38119 | | | |
| 5) Type of Interest in Applicant (I) (refer to Instructions for list): | 6) Disclosable Interest Holder is a (n): (M) (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): 0 – | | | |
| 10) | | | |

| Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary): | | | |
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Schedule for Disclosable Interest Holders

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

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

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: |
|---|-----------------------------|--|-----------------------------------|
| See Exhibit 2 | | | |
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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): Cameron Communications Corporation | | | 3) FCC Registration Number(FRN): 0005-7820-65 | |
| 4) Disclosable Interest Holder's Address: 153 West Dugas Road, Sulphcr, LA 70663 | | | | |
| 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): 0 – Membership Interest () Voting () Non-Voting | | | 9) Disclosable Interest Holder's Country of Citizenship: USA | |
| 10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): 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. | | | | |

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

| Ila) 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: |
|--|-----------------------------|--|-----------------------------------|
| See Form 602 on File with the FCC | | | |
| See also Exhibit 3 | | | |
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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 Holder's Name (if entity): | | 3) FCC Registration Number(FRN): | |
| 4) Disclosable Interest Holder's Address: 153 West Dugas Road, Sulpher, LA 70663 | | | |
| 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): Membership Interest () Voting () Non-Voting | | 9) Disclosable Interest Holder's Country of Citizenship: USA | |
| 10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): 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. | | | |

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

| Ila) 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: |
|--|-----------------------------|--|-----------------------------------|
| See Cameron Communication Corporation's 602 on File with the FCC | | | |
| See also Exhibit 4 | | | |
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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 | Last Name. Henning | suffix: |
| 2) Disclosable Interest Holder's Name (if entity): | | 3) FCC Registration Number(FRN): | |
| 4) Disclosable Interest Holder's Address: 153 West Dugas Road, Sulpher, LA 73653 | | | |
| 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): Membership Interest () Voting () Non-Voting | 9) Disclosable Interest Holder's Country of Citizenship: USA | | |
| 10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): 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. | | | |

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: |
|---|-----------------------------|--|-----------------------------------|
| See Cameron Communication Corporation's 602 on File with the FCC | | | |
| See also Exhibit 5 | | | |
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Exhibit 1
Related FCC Regulated Businesses of Disclosable Interest Holders
Poplar PCS, LLC

| Name & Address of FCC Regulated Business owned by Applicant/Licensee | Principal Business | FRN | Percent of Interest Held |
|---|---------------------------|--------------|---------------------------------|
| 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

| Name & Address of FCC Regulated Business owned by Applicant/Licensee | Principal Business | FRN | Percent of Interest Held |
|---|---------------------------|--------------|---------------------------------|
| 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% |

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

| Name & Address of FCC Regulated Business owned by Applicant/Licensee | Principal Business | FRN | Percent of Interest Held |
|---|---------------------------|----------------|---------------------------------|
| 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 | 0006-204 I-O 1 | *49.1% |
| Poplar PCS - Carderf 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 | Telecommuncations | 0006-2050-58 | *49.1% |
| Poplar PCS – Russellville, LLC | Telecommunications | 0006-205 1- 16 | *49.1% |
| Poplar PCS - West Plains, LLC | Telecommunications | 0006-205 1-40 | *49.1% |
| Poplar PCS – Coffeyville, LLC | Telecommunications | 0006-3 180-75 | *49.1% |
| Poplar PCS – Hutchinson, LLC | Telecommunications | 0006-3 18 1-25 | *49.1% |
| Poplar PCS – Salina, LLC | Telecommunications | 0006-3 183-98 | *49.1% |
| Poplar PCS – Bartlesville, LLC | Telecommunications | 0006-3180-67 | *49.1% |
| Poplar PCS – Pueblo, LLC | Telecommunications | 0006-3 183-56 | *49.1% |
| Poplar PCS – Emporia, LLC | Telecommunications | 0006-3 180-9 1 | *49.1% |
| Poplar PCS – Manhattan, LLC | Telecommuncations | 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

| Name & Address of FCC Regulated Business owned by Applicant/Licensee | Principal Business | FRN | Percent of Interest Held |
|--|--------------------|----------------|--------------------------|
| Poplar PCS – Central, LLC | Telecommunications | 0005-4226-I 3 | *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 | 0006-204 1-0 1 | *14.9% |
| Poplar PCS - Garden City, LLC | Telecommunications | 0006-204 1-19 | *14.9% |
| Poplar PCS - Great Bend, LLC | Telecommunications | 0006-204 1 -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 | 0006-205 0-5 8 | *14.9% |
| Poplar PCS – Russellville, LLC | Telecommunications | 0006-205 1-16 | *14.9% |
| Poplar PCS - West Plains, LLC | Telecommunications | 0006-205 1-40 | *14.9% |
| Poplar PCS – Coffeyville, LLC | Telecommunications | 0006-3 180-75 | *14.9% |
| Poplar PCS – Hutchinson, LLC | Telecommunications | 0006-3 18 1-25 | *14.9% |
| Poplar PCS – Salina, LLC | Telecommunications | 0006-3 183-98 | *14.9% |
| Poplar PCS – Bartlesville, LLC | Telecommunications | 0006-3 180-67 | *14.9% |
| Poplar PCS – Pueblo, LLC | Telecommunications | 0006-3 183-56 | *14.9% |
| Poplar PCS – Emporia, LLC | Telecommunications | 0006-3180-9 1 | *14.9% |
| Poplar PCS – Manhattan, LLC | Telecommunications | 0006-3 182-24 | *14.9% |
| Poplar PCS – Topeka, LLC | Telecommunications | 0006-3 184-55 | *14.9% |
| Poplar PCS – Wichita, LLC | Telecommunications | 0006-3 185-05 | *14.9% |

* Indirect Interest

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

| Name & Address of FCC Regulated Business owned by Applicant/Licensee | Principal Business | FRN | Percent of Interest Held |
|---|---------------------------|---------------|---------------------------------|
| 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 | 0006-3 184-55 | *14.9% |
| Poplar PCS – Wichita, LLC | Telecommunications | 0006-3185-05 | *14.9% |

* **Indirect Interest**