

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

FILED/ACCEPTED
JUL 29 2008
Federal Communications Commission
Office of the Secretary

In the Matter of) EB Docket No. 07-147
)
PENDLETON C. WAUGH, CHARLES M.) File No. EB-06-IH-2112
AUSTIN, and JAY R. BISHOP) NAL/Acct. No. 200732080025
)
PREFERRED COMMUNICATION) FRN No. 0003769049
SYSTEMS, INC.)
)
Licensee of Various Site-by-Site Licenses in)
the Specialized Mobile Radio Service.)
)
PREFERRED ACQUISITIONS, INC.) FRN No. 0003786183
)
)
Licensee of Various Economic Area Licenses)
in the 800 MHz Specialized Mobile Radio)
Service)

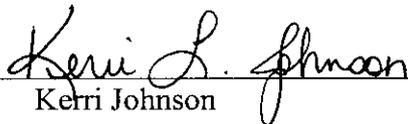
To: Pendleton C. Waugh

**ENFORCEMENT BUREAU'S SECOND REQUEST FOR
PRODUCTION OF DOCUMENTS TO
PENDLETON C. WAUGH**

The Enforcement Bureau ("Bureau"), pursuant to Section 1.325 of the Commission's Rules, 47 C.F.R. § 1.325, hereby requests that Pendleton C. Waugh ("Waugh") produce the documents specified herein for inspection and copying. Production shall be made at the offices of the Investigations and Hearings Division, Enforcement Bureau, Federal Communications Commission, Suite 4-C330, 445 12th Street, S.W., Washington, DC 20554 (or at some other location that is mutually acceptable to the Bureau and Waugh) within 10 days of the date of this request.

No. of Copies rec'd 044
List A B C D E

Administrative Law Judge Arthur I. Steinberg*
Federal Communications Commission
445 12th Street, S.W., Room 1-C861
Washington, D.C. 20054


Kerri Johnson

* Hand-Delivered and Courtesy Copies Sent Via E-Mail

** Courtesy Copies Sent Via E-Mail (E-Mail service acceptable in lieu of hard copies
for files 4 MB or less per agreement with counsel.)

Definitions and Instructions

- a. "Waugh" means Pendleton C. Waugh.
- b. "Commission" means Federal Communications Commission.
- c. "PCSI" means Preferred Communication Systems, Inc., any affiliate, d/b/a, predecessor-in-interest, parent company, wholly or partially owned subsidiary, successor-in-interest or other affiliated company or business, and all directors, officers, employees, shareholders or agents, including consultants and any other persons working for or on behalf of any of the foregoing during the period January 1, 1998 through the present.
- d. "PAI" means Preferred Acquisitions, Inc., any affiliate, d/b/a, predecessor-in-interest, parent company, wholly or partially owned subsidiary, successor-in-interest or other affiliated company or business, and all directors, officers, employees, shareholders or agents, including consultants and any other persons working for or on behalf of any of the foregoing during the period January 1, 1998 through the present.
- e. "Document" means the complete original (or in lieu thereof, exact copies of the original) and any non-identical copy (whether different from the original because of notations on the copy or otherwise), regardless of origin or location, of any taped, recorded, transcribed, written, typed, printed, filmed, videotaped, punched, computer-stored, or graphic matter of every type and description, however and by whomever prepared, produced, disseminated, or made, including but not limited to any book, pamphlet, periodical, contract, agreement, correspondence, letter, facsimile, e-mail, file, invoice, memorandum, note, telegram, report, record, handwritten note, working paper, routing slip, chart, graph, photograph, paper, index, map, tabulation, manual, guide,

CERTIFICATE OF SERVICE

Kerri Johnson a Paralegal Specialist in the Enforcement Bureau's Investigations and Hearings Division, certifies that she has, on this 29th day of July, 2008, sent by first class United States mail or electronic mail, as noted, copies of the foregoing "Enforcement Bureau's Second Request for Production of Documents to Pendleton C.

Waugh" to:

Jay R. Bishop
1190 South Farrell Drive
Palm Springs, CA 92264
jaybishopps@aol.com

David J. Kaufman**
Rini Coran, PC
1615 L Street NW, Suite 1325
Washington, DC 20036
Attorney for Preferred Communication Systems, Inc., Preferred Acquisitions, Inc., and Charles M. Austin

Robert J. Keller**
Law Offices of Robert J. Keller, P.C.
P.O. Box 33428
Washington, DC 20033-0428
rjk@telcomlaw.com
Attorney for Preferred Communication Systems, Inc., Preferred Acquisitions, Inc., and Charles M. Austin

William D. Silva**
Law Offices of William D. Silva
5335 Wisconsin Ave., NW, Suite 400
Washington, DC 20015-2003
bill@luselaw.com
Attorney for Pendleton C. Waugh

outline, script, abstract, history, calendar, diary, agenda, minutes, marketing plan, research paper, personnel file, personnel folder, preliminary drafts, or versions of all of the above, and computer material (print-outs, cards, magnetic or electronic tapes, disks and such codes or instructions as will transform such computer materials into easily understandable form) in the possession, custody, or control of Waugh.

f. "Relate to" and "relating to" mean constitutes, contains, embodies, reflects, identifies, states, refers to, deals with, concerns or in any way is pertinent to the specified subject, including documents concerning the preparation of the documents.

g. "All" shall be construed to include the word "any."

h. "Time and billing reports" means time and billing reports provided by Waugh in his response, dated November 8, 2007, to Document Request No. 12 of the Bureau's First Request for Production of Documents, and any subsequent supplement thereto.

i. Each Document produced shall be identified by the number of the Document request to which it is responsive, and each Document shall be produced in its entirety, even if only a portion of that Document is responsive to a request herein. This means that the Document shall not be edited, cut, or expunged, and shall include all appendices, tables, or other attachments, and all other Documents referred to in the Document or attachments. All written materials necessary to understand any Document responsive to these inquiries must also be produced.

j. If a Document responsive to any request herein existed but is no longer or not currently available, or if Waugh is unable for any reason to produce a Document responsive to any request, each such Document shall be identified by author, recipient,

- s. Consulting Agreement, as referenced in Memo from Waugh to Hebrank,
11/11/06.

Respectfully submitted,
Kris Anne Monteith
Chief, Enforcement Bureau



Gary Oshinsky
Anjali Singh
Attorneys, Investigations and Hearings Division

Federal Communications Commission
Enforcement Bureau
Investigations and Hearings Division
445 12th Street, S.W., Room 4-C330
Washington, D.C. 20554
(202) 418-1420

July 29, 2008

date, title, and specific subject matter, and a full explanation shall be provided why the Document is no longer available or why Waugh is otherwise unable to produce it.

k. If any Document produced in response to any request herein is not dated, the date on which the Document was prepared shall be provided. If any Document does not identify its author(s) or recipient(s), the name(s) of the author(s) or recipient(s) of the Document shall be provided.

l. This request is continuing in nature, requiring immediate production if a further or different Document responsive to any request herein comes into the possession, custody, or control of Waugh during the pendency of this proceeding.

m. If production of any Document responsive to any request herein called for by this request is refused pursuant to a claim of privilege, the Document shall be identified by reference to its author, recipient(s) (including any person receiving a copy, regardless of whether that recipient is listed on the Document), date, and subject matter. The basis for the privilege claimed for such Document shall be specified with sufficient precision to permit assessment of the applicability of the privilege involved.

Documents Requested

1. The "Voting Trust drafted by Lewis Paper and Jacob Farber at Dickstein, Morin Shapiro & Oshinsky, a Washington D.C. law firm," and Documents relating thereto, as referenced in Waugh's response, dated November 8, 2007, to Interrogatory No. 1 in the Bureau's First Interrogatories.

2. The "Richard C. Houdek Voting Trust," and all Documents relating thereto, as referenced in Waugh's response, dated November 8, 2007, to Interrogatory No. 2 in the Bureau's First Interrogatories.

- i. Draft letters, as referenced in Memo from Waugh to Hebrank, 10/18/06, one page.
- j. Pendleton Waugh Consulting Agreement, as referenced in Memo from Waugh to Hebrank, 10/18/06, one page.
- k. Raymond Hebrank Voting Trust Agreement, as referenced in Memo from Waugh to Hebrank, 10/18/06, one page.
- l. Consulting Agreement, as referenced in Memo from Waugh to Hebrank, 10/22/06.
- m. Exhibit A , as referenced in Memo from Waugh to Hebrank, 10/22/06.
- n. October 17, 2006 letter, as referenced in Letter from Ryan to Hebrank, 10/23/06.
- o. Consulting agreement, as referenced in Letter from Ryan to Hebrank, 10/23/06.
- p. Consulting Agreement, as referenced in Memo from Waugh to Hebrank (revising 10/22/06 Memo), 11/9/06.
- q. Exhibit A, as referenced in Memo from Waugh to Hebrank (revising 10/22/06 Memo), 11/9/06.
- r. Exhibits A and B, as referenced in Memo from Waugh to Hebrank, 11/11/06.

3. All Documents prepared or drafted by Waugh on behalf of PCSI containing the phrase "action items," and all Documents relating thereto, as referenced in Waugh's response, dated November 8, 2007, to Interrogatory No. 25 in the Bureau's First Interrogatories.

4. All Documents prepared or drafted by Waugh on behalf of PAI containing the phrase "action items," and all Documents relating thereto, as referenced in Waugh's response, dated November 8, 2007, to Interrogatory No. 26 in the Bureau's First Interrogatories.

5. All "verbal agreement[s]," and all Documents relating thereto, as referenced in Waugh's response, dated November 8, 2007, to Interrogatory No. 48.a.iv. in the Bureau's First Interrogatories.

6. With reference to Waugh's response to Request No. 12 of the Bureau's First Document Request, dated November 8, 2007, provide all Documents listed in Waugh's time and billing reports and all Documents relating to tasks performed by Waugh including:

- a. Documents that Waugh drafted for PCSI and/or PAI (in Waugh's time and billing reports dated 2/28/02, 4/12/02, 5/23/02, 9/13/02, 10/2/02, 10/24/02, 11/1/02, 11/13/02, 11/22/02, 12/9/02, 12/19/02, 1/31/03, 3/15/03, 4/3/03, 5/2/03, 5/16/03, 5/30/03, 6/20/03, 7/8/03, 7/31/03, 8/15/03, 8/31/03, and 10/1/03).
- b. Meetings Waugh attended for PCSI and/or PAI (in Waugh's time and billing reports dated 5/23/02, 8/23/02, 1/31/03, 3/15/03, 8/15/03, 3/31/04, 4/30/04, 5/31/04, 6/30/04, 7/31/04, 8/31/04, 9/30/04, and 10/31/04).

- z. Warrant (in Waugh's time and billing report dated 7/31/04).
- aa. Marketing Brochure (in Waugh's time and billing reports dated 7/31/04 and 8/31/04).
- bb. Subscription Documents (in Waugh's time and billing report dated 8/31/04).
- cc. Request for Clarification and Exhibits (in Waugh's time and billing reports dated 9/30/04 and 10/31/04).

7. With reference to Waugh's response to Request No. 12 of the Bureau's First Document Request, dated November 8, 2007, and letters and memoranda submitted therewith, provide all Documents relating to:

- a. Memorandum "discussing the proposed terms and provisions of [Waugh's] consulting agreement," as referenced in Letter from Waugh to Hebrank, 9/20/06.
- b. \$2,500 check, as referenced in Letter from Waugh to Hebrank, 9/20/06.
- c. Exhibits A and B, as referenced in Memo from Waugh to Hebrank, 10/4/06.
- d. Voting Trust, as referenced in Memo from Waugh to Hebrank, 10/10/06.
- e. Consulting agreement, as referenced in Memo from Waugh to Hebrank, 10/10/06.
- f. Draft letters, as referenced in Memo from Waugh to Hebrank, 10/18/06, two pages.
- g. Pendleton Waugh Consulting Agreement, as referenced in Memo from Waugh to Hebrank, 10/18/06, two pages.
- h. Raymond Hebrank Voting Trust Agreement, as referenced in Memo from Waugh to Hebrank, 10/18/06, two pages.

- c. Meetings with FCC attorneys (in Waugh's time and billing reports dated 11/25/03, 12/31/03, 1/31/04, and 2/29/04).
- d. Contacts with finders (in Waugh's time and billing reports dated 3/31/04, 4/30/04, 5/31/04, 6/30/04, 7/31/04, 8/31/04, 9/30/04, and 10/31/04).
- e. Discussions with Tom Moore of EquiCap to obtain the firm's representation (in Waugh's time and billing reports dated 3/31/04, 5/31/04, and 6/30/04).
- f. Contacts with Non-Nextel EA licensees (in Waugh's time and billing reports dated 3/31/04, 4/30/04, and 7/31/04).
- g. Response to BIA Financial Network Inc. Draft Appraisal Report (in Waugh's time and billing reports dated 6/20/03, 7/8/03, 7/31/03, 8/15/03, 8/31/03, and 10/1/03).
- h. Business Plan & Ten-Year Financial Model (in Waugh's time and billing reports dated 9/22/03, 10/1/03, and 10/29/03).
- i. Relocation Cost Analysis spreadsheet (in Waugh's time and billing reports dated 9/22/03, 10/1/03, and 10/29/03).
- j. Channel Movement Spreadsheets (in Waugh's time and billing reports dated 10/29/03, 11/25/03, and 12/31/03).
- k. Preferred Balanced Proposal Power Point Presentation (in Waugh's time and billing report dated 10/29/03).
- l. Preferred Rebanding Proposal (in Waugh's time and billing reports dated 11/25/03 and 12/31/03).
- m. Power Point Presentation (in Waugh's time and billing reports dated 11/25/03 and 12/31/04).

- n. Preferred's Bus Plan (in Waugh's time and billing reports dated 11/25/03 and 2/29/04).
- o. Offering Package (in Waugh's time and billing report dated 12/31/03).
- p. Preferred Communication Systems, Inc.'s Business Development Summary, (in Waugh's time and billing reports dated 1/31/04, 2/29/04, and 3/31/04).
- q. Outline of Preferred's Ex Parte Comment (in Waugh's time and billing report dated 1/31/04).
- r. Preferred's Ex Parte Comment, and any exhibits thereto (in Waugh's time and billing reports dated 1/31/04 and 3/31/04).
- s. Confidential Private Placement Memorandum (in Waugh's time and billing report dated 2/29/04).
- t. Subscription Agreement (in Waugh's time and billing reports dated 2/29/04 and 7/31/04).
- u. Promissory Note (in Waugh's time and billing reports dated 2/29/04 and 7/31/04).
- v. Preferred's Response to Nextel's Ex Parte Presentation (in Waugh's time and billing reports dated 3/31/04 and 4/30/04).
- w. Preferred's Response to Nextel's Ex Parte Presentation (in Waugh's time and billing reports dated 3/31/04 and 4/30/04).
- x. PCSI's Response to Ex Parte filings by CTIA, Verizon Wireless, and Nextel (in Waugh's time and billing reports dated 4/30/04, 5/31/04, and 6/30/04).
- y. Confidential Private Offering Memorandum (in Waugh's time and billing reports dated 7/31/04 and 8/31/04).