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request of Cricket, (A) ANB shall pay Cricket specified liquidated damages; (B) ANB 1 shall within five business days thereafter file with the Commission an appropriate application for transfer of control of the applicable licenses held by ANB 1 License; (C) following receipt of Commission approval and concurrently with Cricket's receipt of the aforementioned liquidated damages payment, ANB 1 (or, in the event ANB 1 does not have adequate capital, Cricket) shall refund capital to ANB in an amount equal to the aforementioned liquidated damages payment, in full redemption of ANB's Interests; and (D) following Commission approval of the redemption, ANB shall resign as manager of ANB 1 (Section 11.4(a)).

ASRC and ANB, and affiliates that either controls, were prohibited from participating directly or indirectly in Auction 58 except as a member of ANB 1 License or ANB 2 License or through direct or indirect non-controlling investments in other entities participating in Auction 58 (Section 10.1(b)). Leap and affiliates that it controls were prohibited from participating directly or indirectly in Auction 58 except as a member of ANB 1 License or ANB 2 License, except that Leap and its affiliates were permitted to participate directly in Auction 58, provided that, if no licenses were acquired by ANB 1 License and Leap or any of its affiliates that it controls acquired one or more licenses in Auction 58, then Cricket was to pay a fixed sum to ANB, unless certain exceptions applied (Section 10.1(a)).

At any time prior to the date that was two business days prior to the date Auction 58 commenced, each of ANB and Cricket were permitted to give written notice to the other member that Cricket shall withdraw as a member if (i) there was any generally applicable change in Commission Rules that was effective prior to the commencement of the Auction and that had the effect of eliminating or substantially reducing the benefits to be derived by ANB 1 License in Auction 58, (ii) Auction 58 had not commenced on or before August 1, 2005, or (iii) Cricket had not obtained, on or prior to a set date, financing necessary to repay various outstanding notes or the requisite consent of the holders of such notes to the transactions contemplated hereby (each a "Section 13.1(b) event"). In that event, the Amended ANB 1 Agreement would terminate and Cricket's member interest in ANB 1 would be redeemed, but the termination of the Amended ANB 1 Agreement under those terms would not cause a dissolution of ANB 1 (Section 13.1(b)).

(b) ANB 1 Bidding Protocol and Joint Bidding Arrangement (as amended)

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ANB 1 License, ANB 1, ANB, and Cricket (along with ANB 2 License, ANB 2, Cricket Licensee, and Leap for certain purposes) entered into the ANB 1 Bidding Protocol and Joint Bidding Arrangement on November 30, 2004. The parties entered into the Amendment No. 1 to ANB 1 Bidding Protocol and Joint Bidding Arrangement on December 22, 2004.

The Bidding Protocol provides that the conduct of ANB 1 License's participation in the auction would be directed and implemented by an auction committee consisting of three members, two of whom are appointed by ANB and one of whom is appointed by Cricket (ANB 1 Bidding Protocol and Joint Bidding Arrangement Section 1(a)). The Bidding Protocol establishes that one of ANB 1's representatives chaired the Auction Committee and acted as the Bidding Manager. Under the Bidding Protocol, each member of the Auction Committee serves at the pleasure of his or her appointing party, provided, that the Bidding Manager may not be removed by ANB except for cause, and the removal of a member of the Auction Committee is not effective until the removing party, with notice to the other party, appointed a successor (Section 1(a)). In the event that the Bidding Manager is removed by ANB, or is otherwise unavailable to serve, the Bidding Protocol provides that he or she will be replaced by a person designated by ANB, subject to the approval of Cricket not to be unreasonably withheld (Section 1(b)). The Bidding Protocol identifies ANB 1 License's bidding objectives, the aggregate bid cap, and a maximum price per POP to be observed in the auction (Section 2). Under the Bidding Protocol, if the Bidding Manager believes it to be in the best interests of ANB 1 License, in light of ANB 1 License's objectives set forth in the Bidding Protocol, to exceed the maximum price per POP for any license, the Bidding Manager could do so with the prior approval of the other members of the Auction Committee. All other bidding decisions outside the scope of the Bidding Protocol are subject to the approval of the ANB and Cricket representatives on the Auction Committee (Section 2(c)). Subject to the terms of the Bidding Protocol, in the event of a deadlock of the Auction Committee, the determination of the Bidding Manager prevails (Section 3(a)).

(c) Origination Fee Agreement (as amended)

Cricket, Leap, and Council Tree entered into the Origination Fee Agreement on December 22, 2004. The Origination Fee Agreement superceded corresponding provisions in the ANB 1 Formation Agreement. The parties to the Origination

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Fee Agreement entered into the Amendment No. 1 to Origination Fee Agreement on January 26, 2005.

Under the Origination Fee Agreement, Cricket agreed to pay Council Tree an origination fee with respect to the formation of and investment in ANB 1 License and ANB 2 (Sections 2(a) and 2(b)). The amount of the origination fee to be paid thereunder was reduced if ANB (either directly or indirectly through ANB 1) had failed to, in good faith, use all commercially reasonable efforts to cause ANB 1 License to pursue the acquisition of the targeted licenses (set forth in the ANB 1 Bidding Protocol and Joint Bidding Arrangement) to the fullest extent provided under the Amended ANB 1 Agreement and the ANB 1 Bidding Protocol and Joint Bidding Arrangement (including, without limitation, if ANB ceased to qualify as an entrepreneur and very small business under the Commission's rules, or if ANB (but not the Bidding Manager (as such term is used in the ANB 1 Bidding Protocol and Joint Bidding Arrangement) acting on its own volition or in accordance with the ANB 1 Bidding Protocol and Joint Bidding Arrangement), either directly or indirectly through ANB 1, caused ANB 1 License to not bid on a targeted license or to not bid up to the level of established bid limits to the extent necessary to be the high bidder on a targeted license (Section 2(a)). Similarly, any origination fee that has been paid is subject to return to Cricket if ANB fails to qualify and remain qualified as an entrepreneur and a very small business as required under a specific provision of the Amended ANB 1 Agreement, and as a result, ANB owes liquidated damages to Cricket. By its terms, the Origination Fee Agreement was to terminate automatically upon the termination of the Amended ANB 1 Agreement by either party in connection with a Section 13.1(b) event.

4. Other Agreements (47 C.F.R. § 1.2107(d))

(a) ANB 1 Bidding Protocol and Joint Bidding Arrangement (as amended)

As part of the ANB 1 Bidding Protocol and Joint Bidding Arrangement, ANB 1 License, ANB 1, ANB 2 License, ANB 2, ANB, Cricket Licensee, Cricket, and Leap agreed to a joint bidding arrangement under which they would undertake to coordinate bidding for licenses in Auction 58 in order to work towards satisfying the strategic purposes of ANB 1 License, ANB 1, ANB 2 License, ANB 2, Cricket Licensee, and Cricket, which include maintaining compliance with spectrum aggregation limits or policies that may be applied under the Commission rules and facilitating the consolidation of their systems in connection

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with any transactions contemplated by the ANB 1 Formation Agreement (now the Amended ANB 1 Agreement) and the ANB 2 Formation Agreement (ANB 1 Bidding Protocol and Joint Bidding Arrangement Recitals and Section 4). Under the Joint Bidding Arrangement, such coordination will be effected by communications among authorized representatives of ANB 1 License, ANB 1, ANB 2 License, ANB 2, ANB, Cricket Licensee, Cricket, and Leap at regular intervals during the auction, which intervals shall be established by the parties. By its terms, nothing in the Joint Bidding Arrangement is to be construed to alter the existing rights and powers of ANB 1 as manager of ANB 1 License to manage, operate, and control ANB 1 License and to make all decisions necessary or appropriate to carry on the business and affairs of ANB 1 License as set forth in the ANB 1 Formation Agreement (now the Amended ANB 1 Agreement) (Section 4).

(b) ANB 2 Bidding Protocol and Joint Bidding Arrangement (as amended)

As part of the ANB 2 Bidding Protocol and Joint Bidding Arrangement, ANB 2 License, ANB 2, ANB 1 License, ANB 1, ANB, Cricket Licensee, Cricket, and Leap agreed to a joint bidding arrangement mirroring that set forth in the ANB 1 Bidding Protocol and Joint Bidding Arrangement (ANB 2 Bidding Protocol and Joint Bidding Arrangement Section 4).

(c) Exculpation Agreement

ANB, ASRC, and Council Tree entered into the Exculpation Agreement on December 22, 2004. The Exculpation Agreement provides that Council Tree shall not be liable to ANB, ASRC, or their respective subsidiaries or affiliates for any loss, liability, damage, or expense arising out of or in connection with the performance of services contemplated by the Origination Fee Agreement (Exculpation Agreement Section 2).

(d) Letter Agreement

ANB 1 License, ANB 1, ANB 2 License, ANB 2, ANB, Cricket Licensee, Cricket, Leap, and Council Tree entered into the Letter Agreement on December 22, 2004. Under the Letter Agreement, if definitive agreements for ANB 2 were not entered into prior to two business days before the start of Auction 58, at the request of Cricket, the parties shall provide for the purchase by ANB 1 License of additional targeted Auction 58 licenses acceptable to ANB and Cricket by

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amending certain agreements pertaining to the formation of and investment in ANB 1 License, including the ANB 1 License Bidding Protocol and Joint Bidding Arrangement, the Credit Agreement, and the Origination Fee Agreement (Letter Agreement at 1).

(e) Amended ANB 1 Agreement

As part of the Amended ANB 1 Agreement, ANB and Cricket indicated their intention to work together to develop a strategy aimed at securing spectrum rights through future Commission auctions or otherwise, with particular emphasis on licenses in the 1710-1755, 2110-2155, 1915-1920/1995-2000 and 2020-2025/2175-2180 MHz bands. Upon mutual agreement of ANB and Cricket to pursue any such transaction together, they will enter into an exclusive 30-day period of negotiation regarding the participation of ANB (or an affiliate of ANB) in such transaction on mutually agreeable terms if such transaction occurs (Amended ANB 1 Agreement Section 10.4).

(f) Other Matters

The ANB 1 Formation Agreement was superseded by the Amended ANB 1 Agreement and the Origination Fee Agreement. The ANB 1 Agreement was superseded by the Amended ANB 1 Agreement. The ANB 1 License Agreement was superseded by the Amended ANB 1 License Agreement.

ANB 1 License, ANB 1, and Cricket entered into the UCC Authorization Agreement on December 22, 2004, pursuant to which Cricket was authorized to file appropriate Uniform Commercial Code ("UCC") financing statements in connection with the anticipated perfection of a security interest in all assets of ANB 1 License and ANB 1 in connection with loans to be made under the Credit Agreement. ANB 1 License, Cricket, and Wells Fargo entered into the Account Control Agreement on February 24, 2005 confirming that ANB 1 License has granted a security interest in ANB 1 License's accounts with Wells Fargo and perfecting that security interest under the UCC by granting certain rights to Cricket, and imposing certain restrictions on the accounts, if an event of default occurs under the Credit Agreement.

ANB 2 License also filed a Form 175 for Auction 58. ANB, Cricket, and Leap entered into the ANB 2 Formation Agreement on November 30, 2004. The parties entered into the Amendment No. 1 to ANB 2 Formation Agreement on

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December 22, 2004. ANB and Cricket entered into the Limited Liability Company Agreement of Alaska Native Broadband 2, LLC on November 30, 2004. ANB 2 entered into the Limited Liability Company Agreement of Alaska Native Broadband 2 License, LLC on November 30, 2004. ANB 2 entered into the Amendment No. 1 to Limited Liability Company Agreement of Alaska Native Broadband 2 License, LLC on February 2, 2005. ANB 2 License executed unsecured promissory notes in favor of each of Council Tree and Cricket. In turn, Council Tree executed promissory notes in favor of ASRC, Stephen C. Hillard, George T. Laub, Jonathan B. Glass, Catalyst Investors, L.P., Catalyst Investors Advisors Fund, L.P., and Catalyst Investors (QP), L.P.

ASRC Wireless holds an indirect interest in AN Subsidiary, L.L.C. ("ANS"), the principal business of which is to provide broadband personal communications service. ASRC Wireless's interest in ANS is held through, *inter alia*, Council Tree Alaska Native Wireless, L.L.C. ("CTANW"), of which ASRC Wireless is the manager member. As part of the Second Amended and Restated Limited Liability Company Agreement of Council Tree Alaska Native Wireless, L.L.C., ASRC Wireless warranted that, for so long as may be required under the Commission's rules, it would not have an attributable interest in a commercial mobile radio services ("CMRS") spectrum license that would cause ANS to be unable to be the licensee of the full amount of CMRS spectrum allowed under the Commission's rules or would render ANS ineligible in any other respect to hold any of the licenses won in Auction 35 or cause AT&T Wireless Services, Inc. or any of its affiliates to be unable to be the licensee of any CMRS spectrum license held on the date ANS filed its Auction 35 long form application. The other parties to the Second Amended and Restated Limited Liability Company Agreement of Council Tree Alaska Native Wireless, L.L.C. are Stephen C. Hillard, Madison Dearborn Capital Partners III, L.P., Madison Dearborn Special Equity III, L.P., Special Advisors Fund I, LLC, Special Co-Invest Partners I, Sealaska Telecommunications, LLC, Doyon Communications, Inc., Toronto Dominion Investments, Inc., Catalyst Investors, L.P., Catalyst Investors Advisors Fund, L.P., Catalyst Investors (QP), L.P., and CTANW. ASRC entered the Third Amended and Restated Deal-Sourcing Agreement with Council Tree, Stephen C. Hillard, George T. Laub, TD Securities (USA), Inc., Madison Dearborn Capital Partners IV, L.P., Catalyst Investors Partners, L.P., Alta Communications VIII, L.P., Alta Communications VIII-B, L.P., and Alta-Comm VIII S by S, L.L.C. pursuant to which Council Tree and others are to undertake to identify, structure, propose, pursue, effectuate, monitor, and manage investments in the communications industry, including in the wireless communications segment

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thereof. The Third Amended and Restated Deal-Sourcing Agreement has been terminated as it relates to Auction 58.

Cricket and Alpine-Fresno C, LLC are parties to a Purchase and Sale Agreement (Revised), entered into as of May 4, 2004, pursuant to which Cricket agreed to purchase a 30 MHz broadband personal communications service C block license covering basic trading area ("BTA") #157 in Fresno, California from Alpine-Fresno C, LLC for approximately \$27.1 million (of which \$1.8 million has been paid as a deposit), plus the reimbursement of certain construction expenses not to exceed \$500,000. The sale is subject to Commission approval, and an application seeking consent to assign the subject license is pending before the Commission.

Pursuant to an Agreement in Principle dated November 24, 2004, Cricket and Cellco Partnership d/b/a Verizon Wireless ("Cellco") confirmed their mutual interest in pursuing a transaction. Specifically, the proposed transaction involves the following: (1) full or partial assignment of 23 personal communications service licenses and system assets associated with certain of the licenses covering 20 BTAs not in Auction 58 from Cricket and certain wholly owned subsidiaries of Cricket to Cellco; (2) an Intercarrier Roamer Service Agreement whereby Cellco and its affiliates would provide wireless services to Cricket customers who are roaming in Cellco's or its affiliates' wireless operating markets in the United States (except for Cricket customers registered in a Cricket home market that overlaps a Verizon Wireless SID, who are restricted from roaming in the overlapping Verizon Wireless SID); (3) a swap of personal communications services licenses in a single BTA not in Auction 58 which is conditioned upon Cricket reaching an agreement with Bell Mobility resolving certain interference issues; and (4) Cellco's option to use one carrier's worth of spectrum covered by a Cricket personal communications services license until the earlier of the first anniversary of the license swap agreement and the closing of the license swap. The Agreement in Principle expressly provides that the parties will not engage in any communications or discussions concerning, or any coordination of, any Auction 58 bid or bidding strategy. On December 28, 2004, Cellco and Cricket executed a definitive agreement with respect to the Intercarrier Roamer Service Agreement. As of the date of this application, Cellco and Cricket have not reached a definitive agreement with respect to items (1), (3) and (4) above, but the parties continue to work toward that result.

Cricket (as borrower), Leap, Bank of America, N.A. (as administrative agent and L/C issuer), and certain other lenders entered into a Credit Agreement on January

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10, 2005 ("BofA Credit Agreement"). The BofA Credit Agreement comprises a six-year \$500 million secured term loan and an undrawn five-year \$110 million secured revolving credit facility. The BofA Credit Agreement contains customary covenants and restrictions, with which Cricket, Leap, and their subsidiaries (collectively, the "Leap Group") must comply. These include restrictions on investments in "designated entities," "entrepreneurs," "small businesses," and "very small businesses" (each as defined under Commission rules and regulations and collectively, "Designated Entities"). In particular, the Leap Group may not invest (or commit to invest) more than \$100 million in aggregate in Designated Entities at any time, including by way of loans, advances, capital contributions, acquisitions of debt or equity interests, put obligations (which may not exceed \$15 million in value, excluding those payable in Leap common stock), asset purchases, or payment of management, origination or other similar fees. Investments in Designated Entities are also required to meet certain tests, namely: (i) such investments may not include or result in additional contingent liabilities that could reasonably be expected to be material to the business, financial condition, operations or prospects of the Leap Group, (ii) such investments must be in assets or property in substantially the same lines of business as are permitted to be conducted by the Leap Group, and (iii) after giving effect to the investment, the Leap Group must have aggregate available liquidity (in the form of cash or cash equivalents and undrawn commitments under the revolving credit facility) of at least \$100 million, it must not be in default under the BofA Credit Agreement, and it must be in pro forma compliance with its financial covenants under the BofA Credit Agreement. The BofA Credit Agreement also contains restrictions on how the Leap Group may interact with Designated Entities, which require the Leap Group to keep all accounts and funds separate from Designated Entities and to maintain separate facilities from them, and which prohibit the Leap Group from assuming or guaranteeing any liabilities of a Designated Entity or from conducting a material amount of its own business in their name.

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GEOGRAPHIC OVERLAP STATEMENT

None of the spectrum to be licensed to Alaska Native Broadband 1 License, LLC ("ANB 1 License") as a result of Auction 58 and this Form 601 would create a geographic overlap with other spectrum in which ANB 1 License or an affiliate of ANB 1 License, as identified in EXHIBIT C to this Form 601, already holds a direct or indirect interest (of 10 percent or more), either as a licensee or spectrum lessee, and that also could be used to provide interconnected mobile voice and/or data services.

**FCC 602
Main Form**

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

Approved by OMB
3060 - 0799
See instructions for
Public burden estimate
Submitted
03/07/2005 at 10:49 AM
File Number:
0002082061

Filing Type

1a) <input checked="" type="checkbox"/> Current Filing	<input type="checkbox"/> Proposed Filing
1b) Is the purpose of this filing to report cellular cross-ownership holdings required pursuant to section 1.919 of the Commission's ___ Yes <input checked="" type="checkbox"/> No Rules?	
If 'Yes', provide an exhibit with this filing that identifies the Rural Service Area market(s) involved, as well as the cellular licensee of which the filer has acquired direct or indirect ownership interest of 10% or greater.	

Filer Information

2) First Name (if individual):	MI:	Last Name:	Suffix:
3) Filer Name (if entity): Alaska Native Broadband 1 License, LLC		4) FCC Registration Number (FRN): 12200002	

5) Contact information

Name and Address: Conrad N Bagne PO BOX 3900 C Street, Suite 801 Anchorage AK 995035963	Telephone Number: 907-339-6000
	Fax Number: 907-339-6028
	E-mail Address: cbagne@asrc.com

Related FCC Regulated Businesses of Filer

8a) Name of all FCC-Regulated Businesses owned by Filer (use additional sheets, if necessary):	8b) Principal Business:	8c) FCC Registration Number (FRN):	8d) Percent of Interest Held:

Signature

7) Typed or Printed Name of Party Authorized to Sign

First Name: Conrad	MI: N	Last Name: Bagne	Suffix:
Title: President			
Signature: Conrad N Bagne			Date: 3/07/2005

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).

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

Approved by OMB
3060 - 0799
See instructions for
Public burden estimate

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): Alaska Native Broadband 1, LLC		3) FCC Registration Number(FRN): 12759676	
4) Disclosable Interest Holder's Address: 3900 C Street, Suite 801 Anchorage AK 995035963			
5) Type of Interest in Filer () (refer to instructions for a list of codes): Direct Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Limited Liability Company	7) Percent of Interest Held in Filer: 100	
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Membership Shares	9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US		

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

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held

FCC Ownership Disclosure Information for the
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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): Alaska Native Broadband LLC			3) FCC Registration Number(FRN): 12759312	
4) Disclosable Interest Holder's Address: 3900 C Street, Suite 801 Anchorage AK 995035963				
5) Type of Interest in Filer () (refer to instructions for a list of codes): Indirect Ownership Interest in Filer		6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Limited Liability Company		7) Percent of Interest Held in Filer: 100
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Membership Shares			9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

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

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Alaska Native Broadband 2 License, LLC	Commercial Mobile Radio Services	12200028	100

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

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3060 - 0799
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Public burden estimate

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): ASRC Wireless Services, Inc.			3) FCC Registration Number(FRN): 7128184	
4) Disclosable Interest Holder's Address: 3900 C Street, Suite 801 Anchorage AK 995035963				
5) Type of Interest in Filer () (refer to instructions for a list of codes): Indirect Ownership Interest in Filer		6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Corporation		7) Percent of Interest Held in Filer: 100
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Membership Shares			9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

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

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of interest Held
AN Subsidiary, L.L.C.	Commercial Mobile Radio Service	8381139	100

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

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): Cricket Communications, Inc.			3) FCC Registration Number(FRN): 10202521	
4) Disclosable Interest Holder's Address: 10307 Pacific Center Court San Diego CA 92121				
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Indirect Ownership Interest in Filer		6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Corporation		7) Percent of Interest Held in Filer: 100
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Membership Shares			9) Disclosable interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

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

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Cricket Licensee (Albany), Inc.	Wireless	4321261	100
Cricket Licensee (Denver), Inc.	Wireless	4854154	100

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
Cricket Licensee (Lakeland), Inc.	Wireless	4854030	100
Cricket Licensee (Macon), Inc.	Wireless	4321386	100
Cricket Licensee (North Carolina), Inc.	Wireless	4854428	100
Cricket Licensee (Pittsburgh), Inc.	Wireless	3943982	100
Cricket Licensee I, Inc.	Wireless	4853941	100
Cricket Licensee II, Inc.	Wireless	4853966	100
Cricket Licensee IV, Inc.	Wireless	4853891	100
Cricket Licensee XIV, Inc.	Wireless	6886956	100
Cricket Licensee XV, Inc.	Wireless	6886972	100
Cricket Licensee XVI, Inc.	Wireless	6886980	100
Cricket Licensee XVII, Inc.	Wireless	6887012	100
Cricket Licensee XVIII, Inc.	Wireless	6887046	100
Cricket Licensee XIX, Inc.	Wireless	6887061	100

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Cricket Licensee XX, Inc.	Wireless	6887079	100
Cricket Licensee (Reauction), Inc.	Wireless	9927922	100
Cricket Holdings Dayton, Inc.	Wireless	4321303	100

Reference Copy

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): MHR Institutional Advisors II LLC		3) FCC Registration Number(FRN): 9927922	
4) Disclosable Interest Holder's Address: c/o Akin Gump Strauss Hauer & Feld LLP 590 Madison Avenue New York NY 10022			
5) Type of interest in Filer () (refer to instructions for a list of codes): Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Limited Liability Company		7) Percent of Interest Held in Filer: 19.6
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Membership Shares	9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US		

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

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
Loral Space and Communications, Ltd.	Satellite Communications	9507112	10
CyberStar, Inc.	Satellite Communications	9421488	10

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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): MHR Institutional Partners IIA, LP		3) FCC Registration Number(FRN): 9927922	
4) Disclosable Interest Holder's Address: c/o Akin Gump Strauss Hauer & Feld LLP 500 Madison Avenue New York NY 10022			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Limited Partnership		7) Percent of Interest Held in Filer: 14
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Membership Shares	9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US		

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

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMB
3060 - 0799
See instructions for
Public burden estimate

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): Strand Advisors, Inc.		3) FCC Registration Number(FRN): 9927922	
4) Disclosable Interest Holder's Address: Two Galleria Tower Dallas TX 75240			
5) Type of Interest in Filer () (refer to instructions for a list of codes): Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Corporation		7) Percent of Interest Held in Filer: 10.1
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

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

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

Approved by OMB
3060 - 0799
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Public burden estimate

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): Leap Wireless International, Inc.		3) FCC Registration Number(FRN): 9927922	
4) Disclosable Interest Holder's Address: 10307 Pacific Center Court San Diego CA 92121			
5) Type of Interest in Filer () (refer to instructions for a list of codes): Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Corporation		7) Percent of Interest Held in Filer: 100
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Membership Shares	9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US		

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

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**
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): Arctic Slope Regional Corporation		3) FCC Registration Number(FRN): 8441420	
4) Disclosable Interest Holder's Address: 3900 C Street, Suite 801 Anchorage AK 99503			
5) Type of Interest in Filer () (refer to instructions for a list of codes): Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Corporation		7) Percent of Interest Held in Filer: 100
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Membership Shares	9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US		

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

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

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): Jacob		MI:	Last Name: Adams	Suffix:
2) Disclosable Interest Holder's Name (if entity):			3) FCC Registration Number(FRN): 8441420	
4) Disclosable Interest Holder's Address: P.O. Box 129 Barrow AK 99723				
5) Type of Interest in Filer () (refer to instructions for a list of codes): Other: Officer and Director of ASRC		6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Individual		7) Percent of Interest Held in Filer: 0
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Other: See Exhibit A			9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

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

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held

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): Amos	MI:	Last Name: Agnassaga	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number(FRN): 8441420	
4) Disclosable Interest Holder's Address: P.O. Box 129 Barrow AK 99723			
5) Type of Interest in Filer () (refer to Instructions for a list of codes); other: Director of ASRC	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Individual		7) Percent of Interest Held in Filer: 0
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Other: See Exhibit A	9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US		

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

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

Approved by OMB
3060 - 0799
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Public burden estimate

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): Mary Ellen		MI:	Last Name: Ahmoagoak	Suffix:
2) Disclosable Interest Holder's Name (if entity):			3) FCC Registration Number(FRN): 8441420	
4) Disclosable Interest Holder's Address: P.O. Box 129 Barrow AK 99723				
5) Type of Interest in Filer () (refer to instructions for a list of codes): other:Officer and Director of ASRC		6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Individual		7) Percent of Interest Held in Filer: 0
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Other:See Exhibit A			9) Disclosable interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

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

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCCRegistration Number(FRN)	10d)Percent of Interest Held

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

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): Conrad	MI: N	Last Name: Bagne	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number(FRN): 8441420	
4) Disclosable Interest Holder's Address: 3900 C Street, Suite 801 Anchorage AK 995035963			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): other:Officer and Director of ASRC Wireless	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Individual		7) Percent of Interest Held in Filer: 0
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Other:See Exhibit A	9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US		

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

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCCRegistration Number(FRN)	10d)Percent of Interest Held