

**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 2:49 PM
File Number:
0002082125

05-149

DOCKET FILE COPY ORIGINAL

Filing Type

1a) Current Filing 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 Rules? Yes No

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): Robert J Irving | MI: J | Last Name: Irving | Suffix: |
| 3) Filer Name (if entity): Cricket Licensee (Reaaction), Inc. | | 4) FCC Registration Number (FRN): 9927922 | |

5) Contact Information

| | |
|--|-----------------------------------|
| Name and Address: Robert J Irving PO BOX 10307 Pacific Center Court San Diego CA 92121 | Telephone Number: 858-882-6000 |
| | Fax Number: 858-882-6010 |
| | E-mail Address: |

Related FCC Regulated Businesses of Filer

| | | | |
|--|-------------------------|------------------------------------|-------------------------------|
| 6a) Name of all FCC-Regulated Businesses owned by Filer (use additional sheets, if necessary): | 6b) Principal Business: | 6c) FCC Registration Number (FRN): | 6d) Percent of Interest Held: |
|--|-------------------------|------------------------------------|-------------------------------|

Signature

7) Typed or Printed Name of Party Authorized to Sign

| | | | |
|---|----------|----------------------|--------------------|
| First Name: Robert | MI: J | Last Name: Irving | Suffix: |
| Title: General Counsel | | | |
| Signature: Robert J Irving | | | 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
3080 - 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): Cricket Communications, 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) Direct 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): Common Stock:Voting | 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 Communications, Inc. | Wireless | 10202521 | 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 (Denver), Inc. | Wireless | 4854154 | 100 |
| 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 | 4853968 | 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 |

| 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 XIX, Inc. | Wireless | 6887061 | 100 |
| Cricket Licensee XX, Inc. | Wireless | 6887079 | 100 |
| Cricket Holdings Dayton, Inc. | wireless | 10790996 | 100 |

Reference
 Copy

**FCC 602
Schedule A**

**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): 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) other: Leap Wireless International, Inc. owns 100% of Cricket Communications, Inc. | 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): Common Stock: Voting | 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 |
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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): Highland Capital Managment, L.P. | | 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): Limited Partnership | | 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): Common Stock:Voting | 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 |
|---|-------------------------|-----------------------------------|-------------------------------|
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**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): 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 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): Common Stock:Voting | | 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): Glenn | | MI: | Last Name: Umetsu | Suffix: |
| 2) Disclosable Interest Holder's Name (if entity): | | | 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): Officer Director | | 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:n/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 |
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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): Robert | MI: | Last Name: Irving | Suffix: |
| 2) Disclosable Interest Holder's Name (if entity): | | 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): Officer Director | 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:n/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 |
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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

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|---|--|--|---|--|
| 1) Disclosable Interest Holder's First Name (if individual): Albin | | MI: | Last Name: Moshner | Suffix: |
| 2) Disclosable Interest Holder's Name (if entity): | | | 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): Officer Director | | 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:n/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 |
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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): Leonard | MI: | Last Name: Stephens | Suffix: |
| 2) Disclosable Interest Holder's Name (if entity): | | 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): Officer | 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:n/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 |
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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): David | MI: | Last Name: Davis | Suffix: |
| 2) Disclosable Interest Holder's Name (if entity): | | 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): Officer | 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:n/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 |
|---|-------------------------|-----------------------------------|-------------------------------|
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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): <i>Dean</i> | MI: | Last Name: <i>Luvisa</i> | Suffix: |
| 2) Disclosable Interest Holder's Name (if entity): | | 3) FCC Registration Number(FRN): <i>9927922</i> | |
| 4) Disclosable Interest Holder's Address: <i>10307 Pacific Center Court San Diego CA 92121</i> | | | |
| 5) Type of Interest in Filer () (refer to instructions for a list of codes): <i>Officer</i> | 6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): <i>Individual</i> | | 7) Percent of Interest Held in Filer: <i>0</i> |
| 8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): <i>Other:n/a</i> | 9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: <i>United States US</i> | | |

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 |
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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): James | MI: | Last Name: Dondero | Suffix: |
| 2) Disclosable Interest Holder's Name (if entity): | | 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); other: Director of Leap Wireless International, Inc. | 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: n/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 |
|---|-------------------------|-----------------------------------|-------------------------------|
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**FCC 602
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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): Stewart | MI: D | Last Name: Hutcheson | Suffix: |
| 2) Disclosable Interest Holder's Name (if entity): | | 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) Officer Director other:Director of Leap Wireless International, Inc. | 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:n/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 |
|---|-------------------------|-----------------------------------|-------------------------------|
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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): Michael | MI: B | Last Name: Targoff | Suffix: |
| 2) Disclosable Interest Holder's Name (if entity): | | 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): other: Director of Leap Wireless International, Inc. | 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: n/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 |
|---|-------------------------|-----------------------------------|-------------------------------|
| | | | |
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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): Mark | MI: D | Last Name: Rachsky | Suffix: |
| 2) Disclosable Interest Holder's Name (if entity): | | 3) FCC Registration Number(FRN): 10067411 | |
| 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 other: Director of Leap Wireless International, Inc. | 6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Individual | | 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): Common Stock: Voting | 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 |

The interests in CyberStar, Inc. ("CyberStar") and Loral Space and Communications Inc. ("Loral Space") referred to in the FCC 602 Schedules A that have been included for Dr. Mark Rachesky and MHR Institutional Advisors II LLC ("MHR") refer to interests in the debt securities of CyberStar and Loral Space held by entities controlled by MHR and Dr. Rachesky. The Schedules A each indicate that Dr. Rachesky and MHR hold 10.00% of the debt securities of CyberStar and Loral Space, however, this is meant to indicate an ownership in excess of 10.00%. The precise holdings are a confidential, but will be disclosed to the Commission upon request.

| | | |
|------------------------------------|---|---|
| FCC 601 Main Form | FCC Application for Wireless Telecommunications Bureau Radio Service Authorization | Approved by OMB 3060 - 0798 See instructions for public burden estimate Submitted 03/15/2005 at 09:33AM File Number: 0002069666 |
|------------------------------------|---|---|

| | |
|---|--|
| 1) Radio Service Code: CW | 1a) Existing Radio Service Code: |
| 2) Application Purpose: Amendment | |
| 3a) If this request is for a <u>D</u> evelopmental License, <u>D</u> emonstration License, or a <u>S</u> pecial Temporary Authorization (STA), enter the code and attach the required exhibit as described in the instructions. Otherwise enter <u>N</u> (Not Applicable). | (<u>N</u>) <u>D</u> <u>M</u> <u>S</u> <u>N/A</u> |
| 3b) If this request is for Special Temporary Authority due to an emergency situation, enter 'Y'; otherwise enter 'N'. Refer to Rule 1.915 for an explanation of situations considered to be an emergency. | (<u>N</u>) <u>Y</u> <u>N</u> <u>o</u> |
| 4) If this request is for an Amendment or Withdrawal, enter the file number of the pending application currently on file with the FCC. | File Number: 0002069666 |
| 5) If this request is for a Modification, Renewal Only, Renewal/Modification, Cancellation of License, Consolidate Call Signs, Duplicate License, or Administrative Update, enter the call sign of the existing FCC license. | Call Sign: |
| 6) If this request is for a New, Amendment, Renewal Only, or Renewal/Modification, enter the requested authorization expiration date (this item is optional). | |
| 7) Is this request "major" as defined in Section 1.929 of the Commission's Rules when read in conjunction with the applicable radio service rules found in Parts 22 and 90 of the Commission's Rules? (NOTE: This question only applies to certain site-specific applications. See the instructions for applicability and full text of Section 1.929) | () <u>Y</u> <u>N</u> <u>o</u> |
| 8a) Does this filing request a Waiver of the Commission's Rules? If 'Yes', attach an exhibit providing the rule numbers and expanding circumstances. | (<u>N</u>) <u>Y</u> <u>N</u> <u>o</u> |
| 8b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result. | |
| 8c) Are the frequencies or parameters requested in this filing covered by grandfathered privileges, previously approved by waiver, or functionally integrated with an existing station? | () <u>Y</u> <u>N</u> <u>o</u> |
| 9) Are attachments being filed with this application? | (<u>Y</u>) <u>Y</u> <u>N</u> <u>o</u> |

Applicant Information

| | | | |
|---|--------|---|---------|
| 10) FCC Registration Number (FRN): 0009927922 | | | |
| 11) Licensee is a(n): Corporation | | | |
| 12) First Name (if individual): | MI: | Last Name: | Suffix: |
| 13) Entity Name (if other than individual): Cricket Licensee (Reauction), Inc. | | | |
| 14) Name of Real Party in Interest of Applicant (if different from applicant): | | | |
| 15) Taxpayer Identification Number of Real Party in Interest: | | | |
| 16) Attention To: Robert J. Irving | | | |
| 17) P.O. Box: | And/Or | 18) Street Address: 10307 Pacific Center Court | |

| | | |
|--|----------------------|--------------------------------------|
| 19) City: San Diego | 20) State: CA | 21) Zip Code: 92121 |
| 22) Telephone Number: (858)882-6048 | | 23) FAX Number: (858)882-6010 |
| 24) E-Mail Address: rirving@cricketcommunications.com | | |

Contact Information (If different than applicant)

| | | | |
|--|----------------------|--|---------|
| 25) First Name: James | Mi: H | Last Name: Barker | Suffix: |
| 26) Entity Name: Latham & Watkins LLP | | | |
| 27) P.O. Box: | And/Or | 28) Street Address: 555 Eleventh Street NW Suite 1000 | |
| 29) City: Washington | 30) State: DC | 31) Zip Code: 20004 | |
| 32) Telephone Number: (202)637-2200 | | 33) FAX Number: (202)637-2201 | |
| 34) E-Mail Address: | | | |

Regulatory Status

| | |
|--|---|
| 35) This filing is for authorization to provide or use the following type(s) of radio service offering (enter all that apply): | <input checked="" type="checkbox"/> Common Carrier <input type="checkbox"/> Non-Common Carrier <input type="checkbox"/> Private, internal communications <input type="checkbox"/> Broadcast Services <input type="checkbox"/> Band Manager |
|--|---|

Type of Radio Service

| | |
|---|--|
| 36) This filing is for authorization to provide the following type(s) of radio service (enter all that apply): | <input type="checkbox"/> Fixed <input checked="" type="checkbox"/> Mobile <input type="checkbox"/> Radiolocation <input type="checkbox"/> Satellite (sound) <input type="checkbox"/> Broadcast Services |
| 37) Interconnected Service? (<input checked="" type="checkbox"/>) Yes <input type="checkbox"/> No | |

Fee Status

| | |
|--|---|
| 38) Is the Applicant exempt from FCC application fees? | (<input type="checkbox"/>) Yes <input checked="" type="checkbox"/> No |
| 39) Is the Applicant exempt from FCC regulatory fees? | (<input type="checkbox"/>) Yes <input checked="" type="checkbox"/> No |

Alien Ownership Questions (If any answer is Yes, attach exhibit explaining circumstances.)

| | |
|---|--|
| 40) Is the applicant a foreign government or the representative of any foreign government? | (<input checked="" type="checkbox"/>) Yes <input type="checkbox"/> No |
| 41) Is the applicant an alien or the representative of an alien? | (<input checked="" type="checkbox"/>) Yes <input type="checkbox"/> No |
| 42) Is the applicant a corporation organized under the laws of any foreign government? | (<input checked="" type="checkbox"/>) Yes <input type="checkbox"/> No |
| 43) Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | (<input checked="" type="checkbox"/>) Yes <input type="checkbox"/> No |

| | |
|---|--|
| 44) Is the applicant directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? | (<input type="radio"/>) Yes (<input checked="" type="radio"/>) No |
|---|--|

Basic Qualification Questions (If any answer is Yes, attach exhibit explaining circumstances.)

| | |
|---|--|
| 45) Has the applicant or any party to this application or amendment had any FCC station authorization, license, or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? | (<input type="radio"/>) Yes (<input checked="" type="radio"/>) No |
| 46) Has the applicant or any party to this application or amendment, or any party directly or indirectly controlling the applicant, ever been convicted of a felony by any state or federal court? | (<input type="radio"/>) Yes (<input checked="" type="radio"/>) No |
| 47) Has any court finally adjudged the applicant or any party directly or indirectly controlling the applicant guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? | (<input type="radio"/>) Yes (<input checked="" type="radio"/>) No |
| 48) Is the applicant or any party directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? | (<input type="radio"/>) Yes (<input checked="" type="radio"/>) No |

Aeronautical Advisory Station (Unicom) Certification

| |
|--|
| 49) () I certify that the station will be located on property of the airport to be served, and, in cases where the airport does not have a control tower, RCO, or FAA flight service station, that I have notified the owner of the airport and all aviation service organizations located at the airport within ten days prior to application. |
|--|

50) Race, Ethnicity, Gender of Applicant/Licensee (Optional)

| | | | | | |
|-------------------|-----------------------------------|-------------------------|----------------------------|--|--------|
| Race: | American Indian or Alaska Native: | Asian: | Black or African-American: | Native Hawaiian or Other Pacific Islander: | White: |
| Ethnicity: | Hispanic or Latino: | Not Hispanic or Latino: | | | |
| Gender: | Female: | Male: | | | |

General Certification Statements

| |
|---|
| 1) The applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. |
| 2) The applicant certifies that grant of this application would not cause the applicant to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.* *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request. |
| 3) The applicant certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith. |
| 4) The applicant certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. This certification does not apply to applications filed in services exempted under Section 1.2002(c) of the rules, 47 CFR § 1.2002(c). See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b) for the definition of 'party to the application' as used in this certification. |
| 5) The applicant certifies that it either (1) has current Form 602 on file with the Commission, (2) is filing an update Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules. |

6) The applicant certifies that the facilities, operations, and transmitters for which this authorization is hereby requested are either: (1) categorically excluded from routine environmental evaluation for RF exposure as set forth in 47 C.F.R. § 1.1307(b); or, (2) have been found not to cause human exposure to levels of radiofrequency radiation in excess of the limits specified in 47 C.F.R. §§ 1.1310 and 2.1093; or, (3) are the subject of one or more Environmental Assessments filed with the Commission.

Signature

| | | | |
|--|-----|--------------------------|---------------------------|
| 51) Typed or Printed Name of Party Authorized to Sign | | | |
| First Name: Robert | MI: | Last Name: Irving | Suffix: |
| 52) Title: General Counsel | | | |
| Signature: Robert Irving | | | 53) Date: 03/15/05 |
| <p>Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid</p> <p>Upon grant of this license application, the licensee may be subject to certain construction or coverage requirements. Failure to meet the construction or coverage requirements will result in termination of the license. Consult appropriate FCC regulations to determine the construction or coverage requirements that apply to the type of license requested in this application.</p> <p>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, § 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, § 503).</p> | | | |

| | | |
|--------------------------------------|---|--|
| <p>FCC 601 Schedule B</p> | <p>Schedule for Geographically Licensed Services</p> | <p>Approved by OMB 3060 - 0798 See instructions for public burden estimate</p> <p>File Number: 0002069666</p> |
|--------------------------------------|---|--|

| Market/Channel Block | | | | |
|----------------------|---------------------------|------------------|--------------------------|--|
| 1) Market Designator | 2) Market Name | 3) Channel Block | 4) Sub-Market Designator | 5) I am seeking a Tribal Lands Bidding Credit in this market |
| BTA196 | Houston, TX | C4 | 4 | No |
| BTA226 | Kansas City, MO | C5 | 5 | No |
| BTA402 | San Diego, CA | C4 | 4 | No |
| BTA441 | Temple-Killeen, TX | C5 | 5 | No |

| Tribal Lands Information | | | | | | |
|--------------------------|------------------|-------------------------|---|---|--|--|
| 6) Market Designator | 7) Channel Block | 8) Name of Tribal Lands | 9) Area, in square kilometers, of tribal lands contained within designated market | 10) Indicate with an "X" those tribal lands where applicant has secured the required certification(s) from the tribal governments (attach certification(s)) | 11) The amount of bidding credit as defined by FCC Rules (by Market) | 12) Additional amount of bidding credit requested (attach justification) |
| | | | | | | |

Certification Statements

For Applicants Claiming Eligibility as an Entrepreneur Under the General Rule

Applicant certifies that they are eligible to obtain the licenses for which they apply.

For Applicants Claiming Eligibility as a Publicly Traded Corporation

Applicant certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Applicants Claiming Eligibility using a Control Group Structure

Applicant certifies that they are eligible to obtain the licenses for which they apply.

Applicant certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Applicants Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Applicant certifies that they are eligible to obtain the licenses for which they apply.

Applicant certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Applicants Claiming Eligibility as a Rural Telephone Company

Applicant certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

For Applicants Claiming Tribal Lands Bidding Credit

Applicant certifies that it will comply with the bidding credit buildout requirements and consult with the tribal government(s) regarding the siting of facilities and deployment of service on the tribal land(s) as set out in the applicable FCC rules.

The copy resulting from Print Preview is intended to be used as a reference copy only and MAY NOT be submitted to the FCC as an application for manual filing.

Attachment List

| Attachment Type | Date | Description | Contents |
|-----------------|----------|---------------------|---|
| Ownership | 03/07/05 | Exhibit A | 0179994894641668324020604.pdf |
| Other | 03/07/05 | Exhibit E | 0179994904641668324020604.pdf |
| Ownership | 03/15/05 | Exhibit A - REVISED | 0180012564641668324020604.pdf |
| Other | 03/15/05 | Exhibit E - REVISED | 0180012574641668324020604.pdf |

EXHIBIT A: OWNERSHIP

Pursuant to Sections 1.2105 and 1.2112 of the Commission's rules, Applicant hereby advises the Commission as follows:

Part 1: General Information

| | |
|------------------------------------|---|
| Applicant | Cricket Licensee (Reauction), Inc. 10307 Pacific Center Court San Diego, CA 92121 Citizenship: USA |
| Responsible Officer or Director | Robert J. Irving, Jr. Senior Vice President and General Counsel 10307 Pacific Center Court San Diego, CA 92121 Citizenship: USA |

Part 2: Direct Ownership

Cricket Communications, Inc.
10307 Pacific Center Court
San Diego, CA 92121
Citizenship: USA

| | |
|-------------------------------|-----------------------------------|
| <i>Principal Business:</i> | Wireless Communications |
| <i>Interest in Applicant:</i> | 100% equity interest in Applicant |
| <i>Type of Interest Held:</i> | Stock |
| <i>Citizenship:</i> | U.S. Citizen |

Part 3: Indirect Ownership¹

Leap Wireless International, Inc. ("Leap") holds 100% of the common stock of Cricket Communications, Inc.

MHR Institutional Advisors II LLC, a Delaware limited liability company, and its managing member, Dr. Mark Rachesky, a United States citizen, control entities which collectively hold 19.6% of the common stock of Leap. One of these entities, MHR Institutional Partners IIA LP, holds 14.0% of the common stock of Leap.²

¹ In the short form application on Form 175 filed by the Applicant in connection with the auction, Highland Capital Management, L.P., Strand Advisors, Inc. and Mr. James D. Dondero were identified as holding indirect ownership of the applicant due to their control of entities that collectively held 10.1% of the common stock of Leap. Since the date of that filing, the shares of Leap common stock held by such entities has fallen below 10%.

² MHR Institutional Partners II LP, a Delaware limited partnership ("Institutional Partners II"), holds 3,340,378 shares of the common stock of Leap. MHR Institutional Partners IIA LP, a Delaware limited partnership ("Institutional Partners IIA"), holds 8,415,428 shares of the common stock of Leap. The general partner of Institutional Partners II and Institutional Partners IIA is MHR Institutional Advisors II LLC, a Delaware limited liability company ("Institutional Advisors II"). Dr. Rachesky is the managing member of Institutional Advisors II. Dr. Rachesky also serves as a director and Chairman of Leap. The filing of this statement shall not be deemed an admission that Institutional Advisors II or Dr. Rachesky is the beneficial owner of any securities not held directly for its or his account for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise.

Part 4: FCC-Regulated Entities

The following is a description of ownership interests in FCC-regulated entities or FCC license applicants held by the Applicant, its controlling interests and holders of direct or indirect ten percent or greater ownership interests in the Applicant, including such entities' or applicants' principal lines of business and relationship to the Applicant:

In addition to potential licenses applied for via this application, the Applicant holds PCS licenses used to support the commercial mobile radio services ("CMRS") operations of Cricket Communications, Inc. ("Cricket"), the direct parent company and 100% owner of the Applicant.

Cricket also is the direct parent company of certain FCC-licensed affiliates of the Applicant listed on Exhibit A-1 hereto, which hold additional PCS licenses used to support Cricket's CMRS business.

In addition, Cricket holds an indirect 75% equity interest in Alaska Native Broadband 1 License, LLC, and an indirect 19% equity interest in Alaska Native Broadband 2 License, LLC, each of which are potential providers of PCS service and were participants in this auction. Alaska Native Broadband 2 License, LLC, did not bid in the auction and is being liquidated.

Leap Wireless International, Inc., the 100% owner and parent company of Cricket (and thus the ultimate parent company of the Applicant), is a holding company for the entities and assets used by Cricket and its affiliates to provide CMRS.

Several MHR entities controlled by Dr. Mark Rachesky, a controlling interest of the Applicant, own 10% or more of the debt of Loral Space and Communications, Ltd; Loral CyberStar, Inc.; and Satelites Mexicanos, S.A. de c.v., all of which are providers of satellite communications services.

Several entities controlled by Mr. James D. Dondero, a controlling interest of the Applicant, hold 11.8% of Motient Corporation, a provider of paging and wireless data services.

Part 5: Officers and Directors³

S. Douglas Hutcheson
Chief Executive Officer, President and Director, in each case of both Applicant and Leap
10307 Pacific Center Court
San Diego, CA 92101
U.S. Citizen

³ The officers and directors listed below have changed slightly since the filing of Applicant's Form 175 following the resignation of William Freeman as the Chief Executive Officer of Applicant and Leap, and the subsequent appointment of S. Douglas Hutcheson as Chief Executive Officer, President and Director of Applicant and Leap, on February 28, 2005.

Glenn Umetsu

Executive VP, Chief Technical Officer of Applicant and Leap and Director of Applicant

10307 Pacific Center Court

San Diego, CA 92101

U.S. Citizen

David B. Davis

Senior VP, Operations of Applicant and Leap

10307 Pacific Center Court

San Diego, CA 92101

U.S. Citizen

Robert J. Irving, Jr.

Senior VP, General Counsel & Secretary of Applicant and Leap and Director of Applicant

10307 Pacific Center Court

San Diego, CA 92101

U.S. Citizen

Al Moschner

Executive VP, Chief Marketing Officer of Applicant and Leap and Director of Applicant

10307 Pacific Center Court

San Diego, CA 92101

U.S. Citizen

Leonard C. Stephens

Senior VP, Human Resources of Applicant and Leap

10307 Pacific Center Court

San Diego, CA 92101

U.S. Citizen

Dean Luvisa

VP, Finance, Treasurer and Acting Chief Financial Officer of Applicant and Leap

10307 Pacific Center Court

San Diego, CA 92101

U.S. Citizen

James D. Dondero

Director of Leap

10307 Pacific Center Court

San Diego, CA 92101

U.S. Citizen

Mark H. Rachesky, M.D.
Director & Chairman of Leap
10307 Pacific Center Court
San Diego, CA 92101
U.S. Citizen

Michael B. Targoff
Director of Leap
10307 Pacific Center Court
San Diego, CA 92101
U.S. Citizen

EXHIBIT A-1
AFFILIATES OF APPLICANT

The following entities are sister subsidiaries of the Applicant and are principally engaged in holding PCS licenses used to support the commercial mobile radio services ("CMRS") operations of Cricket Communications, Inc. ("Cricket"), the direct parent company and 100% owner of the Applicant:

Cricket Licensee (Albany), Inc.
Cricket Licensee (Denver) Inc.
Cricket Licensee (Lakeland) Inc.
Cricket Licensee (Macon), Inc.
Cricket Licensee (North Carolina) Inc.
Cricket Licensee (Pittsburgh) Inc.
Cricket Licensee I, Inc.
Cricket Licensee II, Inc.
Cricket Licensee IV, Inc.
Cricket Licensee XIV, Inc.
Cricket Licensee XV, Inc.
Cricket Licensee XVI, Inc.
Cricket Licensee XVII, Inc.
Cricket Licensee XVIII, Inc.
Cricket Licensee XIX, Inc.
Cricket Licensee XX, Inc.
Cricket Holdings Dayton, Inc.

EXHIBIT E – AGREEMENTS & OTHER INSTRUMENTS

The information required under Sections 1.2107(d) of the Commission's Rules is set forth below. The documentation summarized below will be made available for Commission inspection promptly upon request.

I. Alaska Native Broadband and Council Tree Communications Documentation

Applicant's parent company, Cricket Communications, Inc. ("Cricket"), holds an indirect 75% non-controlling ownership interest in Alaska Native Broadband 1 License, LLC ("ANB 1 License"), and an indirect 19% non-controlling ownership interest in Alaska Native Broadband 2 License, LLC ("ANB 2 License"). ANB 2 License participated in Auction No. 58 but did not win any licenses. ANB 1 License won licenses in Auction No. 58, and is filing its own Form 601 Application.

Cricket is a party to numerous agreements involving Alaska Native Broadband entities and Council Tree Communications as a result of its indirect investments in ANB 1 License and ANB 2 License, which relate to the competitive bidding process. All of these agreements are summarized in the Form 601 Application of ANB 1 License, which summary is incorporated herein by reference.

II. BofA Credit Agreement

Cricket (as borrower), its parent company, Leap Wireless Communications, Inc. ("Leap"), Bank of America, N.A. (as administrative agent and L/C issuer) and certain other lenders entered into a credit agreement on January 10, 2005 (the "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 FCC 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.

III. Cellco Agreement

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.

IV. Alpine-Fresno Agreement

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 C-Block PCS license covering BTA No. 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 FCC approval, and an application seeking consent to assign the license is pending before the FCC.