

1 CHANIN CAPITAL PARTNERS LLC  
2 Russell A. Belinsky  
3 11150 Santa Monica Blvd., 6<sup>th</sup> Floor  
4 Los Angeles, California 90025  
5 Telephone: (310) 445-4010 Facsimile: (310) 445-4028  
6 Financial Advisor to the Official  
7 Committee of Unsecured Creditors

8 **UNITED STATES BANKRUPTCY COURT**  
9 **SOUTHERN DISTRICT OF CALIFORNIA**

10 -----  
11 In re: : Case Nos. 03-3470-All  
12 : through 03-3535-All  
13 LEAP WIRELESS INTERNATIONAL, INC., : (Jointly Administered)  
14 and CRICKET COMMUNICATIONS, INC., *et al.*, :  
15 Debtors. : Chapter 11  
16 :  
17 : **ELEVENTH MONTHLY FEE**  
18 : **NOTICE OF CHANIN**  
19 : **CAPITAL PARTNERS LLC**  
20 :  
21 : Judge: Hon. Louise DeCarl  
22 : Adler  
23 -----

24 Pursuant to the Order Pursuant to Sections 331 and 105 of the Bankruptcy Code  
25 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of  
26 Professionals, signed on May 6, 2003 (the "Compensation Order"), Chanin Capital Partners LLC  
27 ("Chanin") hereby submits its monthly fee notice ("Monthly Fee Notice") for fees and  
28 reimbursement of expenses incurred from March 1, 2004 through March 31, 2004 (the Eleventh  
29 Monthly Period"), in its representation of the Official Committee of Unsecured Creditors (the  
30 "Committee") in the chapter 11 cases of Leap Wireless International, Inc. and Cricket  
31 Communications, Inc., et al. (the "Debtors").

32 The Monthly Fee Notice contains a list of Chanin's professionals who provided services  
33 during this period, the aggregate hours spent by each professional, a general description of

1 services rendered (Exhibit "A") and a reasonably detailed breakdown of the disbursements  
2 incurred (Exhibit "B"). Chanin bills its clients based on a flat monthly fee. Accordingly, Chanin  
3 does not have hourly rates for its professionals, and Chanin's professionals generally do not  
4 maintain detailed time records of the work performed for clients. In this case, however, Chanin  
5 has recorded time in one-tenth of an hour increments. Chanin is to receive a monthly advisory  
6 fee of \$100,000 per month.

7  
8 The disbursements consist of all expenses incurred by Chanin in connection with its  
9 representation of the Committee, including reasonable travel expenses (coach airfare), computer  
10 and research charges, attorney fees (provided that such attorney fees shall not exceed \$25,000 in  
11 the aggregate without the Committee's prior consent), messenger services and long-distance  
12 telephone calls incurred by Chanin in connection with the services to be provided to the  
13 Committee.

14 The total amount of fees billed and expenses sought for the Eleventh Monthly Period are  
15 fees of \$100,000.00 and expenses of \$772.27.

16 Please take note that pursuant to the Compensation Order, unless an objection to the fees  
17 and expenses set forth above is filed and served on Chanin within ten (10) days after receipt of  
18 the Monthly Fee Notice, the Debtors shall promptly pay Chanin \$80,772.27, which is eighty  
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1 percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the  
2 above paragraph.

3 Dated: Los Angeles, California  
4 May 3, 2004

5 CHANIN CAPITAL PARTNERS, LLC



6 \_\_\_\_\_  
7 Russell Belinsky  
8 Senior Managing Director  
9 11150 Santa Monica Blvd., 6<sup>th</sup> Floor  
10 Los Angeles, California 90025  
11 (310) 445-4010

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Financial Advisor to the Official  
Committee of Unsecured Creditors

# EXHIBIT A

**Chanin Capital Partners**

**Financial Advisor to the Committee**

**In re Leap Wireless International, et al.**

**Summary of Time Records**

**March 1, 2004 through March 31, 2004**

<b><u>Professional</u></b>	<b><u>Title</u></b>	<b><u>Hours</u></b>
Russell Belinsky	Senior Managing Director	3.00
Peter Corbell	Senior Vice President	24.70
Anurag Kapur	Senior Associate	24.80
<b>Total</b>		<b><u><u>52.50</u></u></b>

*Chanin Capital Partners  
Financial Advisors to the Official Committee of Unsecured Creditors*

*In re Leap Wireless International, et al.*

*March 1, 2004 through March 31, 2004*

<u>Date</u>	<u>Professional</u>	<u>Task</u>	<u>Time</u>
03/04/04	R. Belinsky	Review settlement; T/C with client.	1.00
03/15/04	R. Belinsky	Review emails; T/C with client.	1.00
03/17/04	R. Belinsky	Review memos; T/C with client.	1.00
		<b>Total</b>	<b>3.00</b>

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Financial Advisors to the Official Committee of Unsecured Creditors*

*In re Leap Wireless International, et al.*

*March 1, 2004 through March 31, 2004*

<u>Date</u>	<u>Professional</u>	<u>Task</u>	<u>Time</u>
03/02/04	P. Corbell	Call with committee member re: case update, call with counsel.	1.80
03/03/04	P. Corbell	Call with counsel and spectrum seller re: license sales, follow up analysis and call with company.	2.25
03/04/04	P. Corbell	Call with holder re: update on claims, spectrum sales, Endesa, etc.; call with counsel on above topics.	3.40
03/05/04	P. Corbell	Call with company re: Chilean taxes and follow up with counsel.	1.50
03/08/04	P. Corbell	Internal review of claims status and summary, follow up Endesa call.	2.30
03/09/04	P. Corbell	Review of case filings, including claims issues and Endesa; call with counsel.	3.20
03/10/04	P. Corbell	Call with counsel re: claims and Endesa update.	1.90
03/22/04	P. Corbell	Call with counsel re: Endesa issues.	0.80
03/23/04	P. Corbell	Review committee objection to Endesa motion; discuss with counsel.	2.25
03/24/04	P. Corbell	Speak with counsel; review Endesa order issue.	1.80
03/25/04	P. Corbell	Discussion with company, committee counsel.	1.20
03/26/04	P. Corbell	Call with committee members, update financial analysis.	0.80
03/31/04	P. Corbell	Review company filings.	1.50
		<b>Total</b>	<b>24.70</b>

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*In re Leap Wireless International, et al.*

*March 1, 2004 through March 31, 2004*

<u>Date</u>	<u>Professional</u>	<u>Task</u>	<u>Time</u>
03/01/04	A. Kapur	Call with counsel, liaise with company.	1.20
03/02/04	A. Kapur	Took call with holder.	1.30
03/03/04	A. Kapur	Call with counsel, MVP on license issues; review and discuss status, call with company.	2.40
03/04/04	A. Kapur	Liaise with company, counsel; took call with Committee member.	1.20
03/05/04	A. Kapur	Call with company, counsel on Chilean taxes.	1.40
03/09/04	A. Kapur	Review filings; liaise with counsel.	3.40
03/11/04	A. Kapur	Liaise with counsel.	1.20
03/12/04	A. Kapur	Review filings.	1.70
03/15/04	A. Kapur	Liaise with counsel on Endesa ruling; review ruling.	1.80
03/16/04	A. Kapur	Review claims issues.	1.30
03/17/04	A. Kapur	Liaise with company, counsel on claims.	1.80
03/19/04	A. Kapur	Call with company, counsel on claims.	1.40
03/23/04	A. Kapur	Liaise with counsel; review Endesa order issue.	1.40
03/24/04	A. Kapur	Liaise with company, creditor trustee.	1.60
03/31/04	A. Kapur	Review company SEC filing.	1.70
		<b>Total</b>	<b>24.80</b>



# EXHIBIT B

**Chanin & Company LLC****Expense Detail Leap Wireless**

Period from March 1, 2004 through March 31, 2004

<b>March-04</b>	
<b>Category</b>	<b>Amount</b>
Meals	63.12
Messenger & Delivery	21.09
Photocopy/Faxes(EQ)	25.10
Professional Services	483.00
Research	80.17
Telephone	99.79
<b>Totals</b>	<b>\$ 772.27</b>

## Chanin &amp; Company LLC

## Expense Detail Leap Wireless

Period from March 1, 2004 through March 31, 2004

## Meals Detail

Professional	Date	Company	Amount
Anurag Kapur	02/11/04	Working Lunch	17.29
Anurag Kapur	03/03/04	Working Dinner	16.56
Various	03/31/04	Signature Café 03/04 Meals <sup>1</sup>	29.27
			<u>\$ 63.12</u>

<sup>1</sup> Café Meals consist of multiple lunches accrued by professionals through out the month. No single meal exceeds \$10.

## Messenger/Delivery Detail

Date	Company	Amount
03/31/04	Federal Express	21.09
		<u>\$ 21.09</u>

## Equitrac Detail

Location	Date	Transaction Type	# of Copies	Total Amount
NY/ LA	Mar-04	Reproduction	94	14.10
NY/ LA	Mar-04	Facsimiles	11	11.00
				<u>\$ 25.10</u>

Note: All reproduction is at a rate of \$.15 cents per page while facsimiles are charged at a rate of \$1.00 per page.

## Professional Services

Date	Company	Amount
03/11/04	Independent Counsel to Process Fee Application	37.50
03/15/04	Independent Counsel to Process Fee Application	71.50
03/19/04	Independent Counsel to Process Fee Application	209.00
03/29/04	Independent Counsel to Process Fee Application	165.00
		<u>\$ 483.00</u>

## Research Detail

Date	Company	Amount
03/31/04	Pacer Services 1/1/04-3/31/04	66.29
03/31/04	Capital IQ 3/04 Usage	13.88
		<u>\$ 80.17</u>

## Telephone Detail

Date	Company	Amount
02/22/04	Verizon	43.24
03/16/04	Verizon	41.44
03/31/04	Paetec Communications	15.11
		<u>\$ 99.79</u>