

CSD 1144 [08/22/03]

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MAY 19 2004
CLERK U.S. BANKRUPTCY COURT
SOUTHERN DISTRICT OF CALIFORNIA
BY HS DEPUTY

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF CALIFORNIA
325 West "F" Street, San Diego, California 92101-6991

In Re
Leap Wireless International, Inc. and Cricket Communications, Inc. et al.

BANKRUPTCY NO. 03-03470-A11 - 03-03535-A11

Date of Hearing: May 6, 2004
Time of Hearing: 10:30 am
Name of Judge: Louise DeCarl Adler

Debtor.

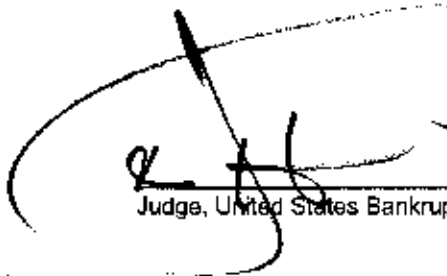
**ORDER APPROVING INTERIM FINAL APPLICATION OF
Kramer Levin Naftalis & Frankel, LLP
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES**

IT IS ORDERED THAT the relief sought as set forth on the continuation pages attached and numbered two (2)

through _____ with exhibits, if any, for a total of 2 pages, is granted.

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DATED: **MAY 19 2004**



Judge, United States Bankruptcy Court

Signature by the attorney constitutes a certification under
Fed. R. of Bankr. P. 9011 that the relief in the order is the
relief granted by the court.

Submitted by:

Kramer Levin Naftalis & Frankel, LLP
(Firm name)

By: Robert T. Schmidt
Attorney for Movant

1706

The interim final application for allowance of compensation and reimbursement of expenses of the party or parties named below came on regularly for hearing on the above date and time, the Honorable Louise DeCarl Adler, United States Bankruptcy Judge, presiding.

It appearing that proper notice was given and the Court having considered the application and papers filed in support thereof, and for good cause appearing therefor,

IT IS HEREBY ORDERED as follows:

1. The following interim fees and expenses for the period beginning October 1, 2003 and ending January 31, 2004 are allowed and authorized for immediate payment to applicant.

Applicant:

(Include state bar number, if any, and type of professional)

	<u>Amount Requested</u>		<u>Allowed</u>		<u>Authorized for Payment</u>
Fees:	\$ 429,606.50	\$	429,606.50	\$	429,606.50
Costs:	<u>\$ 38,769.18</u>	\$	<u>38,769.18</u>	\$	<u>38,769.18</u>
Totals:	\$ 468,375.68	\$	468,375.68	\$	468,375.68

2. The following Interim fees and expenses were previously allowed but not authorized for payment and are now allowed and authorized for immediate payment to applicant.

Applicant:

(Include state bar number, if any, and type of professional)

	<u>Authorized for Payment</u>
Fees:	\$
Costs:	<u>\$</u>
Totals:	\$ 0.00

3. The following final fees and expenses are allowed and authorized for immediate payment to applicant.

Applicant:

(Include state bar number, if any, and type of professional)

	<u>Allowed and Authorized for Payment</u>
Fees:	\$
Costs:	<u>\$</u>
Totals:	\$ 0.00

The trustee is authorized to pay _____ without the need of an additional notice, hearing or court order, the actual amount accrued not to exceed \$ _____ for compensation and costs of any miscellaneous work performed in connection with closing this case, subject to the trustee's review and approval of the additional fees and costs.

Payment of all fees and expenses will be made at the discretion of the trustee, if one has been appointed.

All fees and costs allowed by this order may be subject to disgorgement.