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**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.,**

Debtors.

Case Nos. 03-3470-All  
through 03-3535-All

(Jointly Administered)

Date of Hearing: December 11, 2003  
Time of Hearing: 10:30 a.m.  
Name of Judge: Hon. Louise DeCarl Adler

**ORDER APPROVING  INTERIM  FINAL APPLICATION OF**  
**LATHAM & WATKINS 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 two (2) with exhibits, if any, for a total of two (2) pages, is granted.

**January 12, 2004**

DATED:

  
Judge, United States Bankruptcy Court

Signature by the attorney constitutes a certification that the order is the relief granted by the court.

Submitted by:

Latham & Watkins LLP

By: Robert A. Klyman /s/

Counsel for Debtors and Debtors-in-Possession

ORDER APPROVING APPLICATION FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
 DEBTOR: LEAP WIRELESS INTERNATIONAL, INC., AND CRICKET COMMUNICATIONS, INC. et al.  
 CASE NO: 03-03470-ALL to 03-03535-ALL

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 **April 13, 2003** and ending **September 30, 2003** are allowed and authorized for immediate payment by **LEAP WIRELESS INTERNATIONAL, INC.** to applicant.

Applicant: **LATHAM & WATKINS LLP**

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

	Amount Requested	Allowed	Authorized for Payment
Fees:	\$ 634,640.60	\$ 601,149.01	\$ 601,149.01
Costs:	\$ 52,205.62	\$ 52,205.62	\$ 52,205.62
Totals:	\$ 686,846.22	\$ 653,354.63	\$ 653,354.63

2. The following interim fees and expenses for the period beginning **April 13, 2003** and ending **September 30, 2003** are allowed and authorized for immediate payment by **CRICKET COMMUNICATIONS, INC.** to applicant.

Applicant: **LATHAM & WATKINS LLP**

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

	Amount Requested	Allowed	Authorized for Payment
Fees:	\$ 1,863,026.40	\$ 1,729,060.07	\$ 1,729,060.07
Costs:	\$ 208,822.49	\$ 208,822.49	\$ 208,822.49
Totals:	\$ 2,071,848.89	\$ 1,937,882.56	\$ 1,937,882.56

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.