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4 Accountants for
5 Debtors and Debtors-in-Possession

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

10 In re
11 LEAP WIRELESS INTERNATIONAL, INC.,
and CRICKET COMMUNICATIONS, INC., et
12 al.,
13 Debtors.

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16 Fed. Tax Id. Nos. 33-0811062 and 33-0879924
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Case Nos.: 03-03470-A11 through
03-03535-A11

(Jointly Administered)

Chapter 11

**ADDENDUM TO FIRST
APPLICATION OF
PRICewaterhouseCOOPERS LLP
FOR COMPENSATION FOR
SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS
ACCOUNTANTS TO THE DEBTORS
AND DEBTORS IN POSSESSION FOR
THE PERIOD FROM APRIL 13, 2003
THROUGH AUGUST 31, 2003;
DECLARATION OF RICHARD F.
KALENKA IN SUPPORT THEREOF**

Hearing

Date: December 11, 2003

Time: 10:30 a.m.

Place: Department 2

Judge: Hon. Louise DeCarl Adler

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1 Name of Applicant: PricewaterhouseCoopers LLP.
2 Authorized to Provide Professional Services to: The above-captioned debtors and debtors-in-
3 possession.
4 Date of Retention: July 25, 2003.
5 Period for which Compensation and Reimbursement is Sought: April 13, 2003 through
6 August 31, 2003.
7 Amount of Compensation Sought as Actual, Reasonable and Necessary: \$397,321.00
8 Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary: \$1,298.91
9 This is a: __ monthly xx interim __ final application.
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11 Pursuant to Section 327(a) of Title 11 of the United States Code (the “Bankruptcy
12 Code”), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”),
13 and the Court’s Order on Application for Authority to Employ PricewaterhouseCoopers LLP
14 (“PwC”) as Accountants to the Debtors, entered on July 25, 2003 (the “Order”), on November
15 12, 2003 PwC filed an Application of PricewaterhouseCoopers LLP for Compensation for
16 Services Rendered and Reimbursement of Expenses as Accountants to the Debtors for the Period
17 from April 13, 2003 through August 31, 2003 (the “Application”). By this Application, PwC
18 seeks compensation in the amount of \$397,321 and reimbursement of actual and necessary
19 expenses in the amount of \$1,298.91 for the period April 13, 2003 through August 31, 2003 (the
20 “Interim Period”). The compensation by project category and the summary of expenses is
21 detailed as follows:

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1 **COMPENSATION BY PROJECT CATEGORY**

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Project Category	Total Hours	Total Fees Requested
3 Financial Statement Audits	45.7	\$11,088.50
4 Quarterly Reviews of Interim Financial Statements	472.7	129,020.00
5 Tax Compliance Services	480.6	64,647.50
6 Tax Consulting and Advisory Services	298.1	133,032.50
7 Other Accounting and Auditing Services	15.0	6,350.00
8 Compensation of Professionals – Self	232.5	53,182.50
TOTAL	1,544.6	\$397,321.00

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10 **EXPENSE SUMMARY**

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Expense Category	Total Expenses
12 Business Meals (including travel meals)	\$550.91
13 Transportation	539.00
14 Lodging	\$0
15 Other (including direct charges for postage, telephone, etc.)	209.00
TOTAL	\$1,298.91

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17 Pursuant to PwC's agreement with the Debtors, PwC has voluntarily agreed to
18 reduce the fees by the total amount of \$40,500. This fee reduction includes \$14,000 for
19 Quarterly Reviews of Interim Financial Statements and \$26,500 for Compensation Of
20 Professionals - Self. Assuming the fees and expenses sought by PwC are approved, PwC will
21 discount the award by the reduction amount described herein.

22 Dated: December 10, 2003

PRICEWATERHOUSECOOPERS LLP

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24 By _____
25 Richard F. Kalenka
26 Accountants for
27 Debtors and Debtors-in-Possession
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Dated: December 10, 2003

PRICEWATERHOUSECOOPERS LLP

By Richard F. Kalenka
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 Accountants for
 Debtors and Debtors-in-Possession