

CSD 1144 (08/22/03)

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UNITED STATES BANKRUPTCY COURT

ENTERED	5/11/04	ENTERED	
FILED		FILED	
MAY 11 2004		MAY 11 2004	
CLERK U.S. BANKRUPTCY COURT SOUTHERN DISTRICT OF CALIFORNIA		CLERK U.S. BANKRUPTCY COURT SOUTHERN DISTRICT OF CALIFORNIA	

SOUTHERN DISTRICT OF CALIFORNIA
325 West "F" Street, San Diego, California 92101-6851

SOUTHERN DISTRICT OF CALIFORNIA
CLERK U.S. BANKRUPTCY COURT
SOUTHERN DISTRICT OF CALIFORNIA

Leap Wireless International, Inc., et al.

BANKRUPTCY NO. 03-03470-ALL

Date of Hearing: May 6, 2004
Time of Hearing: 10:30 a.m.
Name of Judge: Hon. Louise DeCarli Adler

Debtors

ORDER APPROVING SECOND INTERIM FINAL APPLICATION OF UBS SECURITIES LLC 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 three (3) with exhibits, if any, for a total of three (3) pages, is granted.

DATED: **MAY 11 2004**

Louise DeCarli Adler

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:

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By: *Kurt Ramlo*

Kurt Ramlo
Attorneys for UBS Securities LLC

The second 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:

- The following interim fees and expenses for the period beginning **October 1, 2003** through and ending **January 31, 2004** are allowed and authorized for immediate payment to applicant by Leap Wireless International, Inc. and Cricket Communications, Inc., as set forth below, and Leap Wireless International, Inc. and Cricket Communications, Inc. are directed to make immediate payment except to the extent that payment was previously made (in accordance with the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals entered May 6, 2003, as docket entry 131), which prior payments as of April 6, 2004 are set forth below.

Applicant: UBS Securities LLC, Financial Advisor to the Debtors
(Include state bar number, if any, and type of professional)

Aggregate fees and expenses allowed and authorized for immediate payment:

	<u>Amount Requested</u>	<u>Allowed</u>	<u>Payment Authorized</u>	<u>Previously Paid</u>	<u>Amount Due</u>
Fees:	\$193,333.33	\$193,333.33	\$193,333.33	\$154,666.66	\$38,666.67
Costs:	<u>\$ 29,908.38</u>	<u>\$ 29,908.38</u>	<u>\$ 29,908.38</u>	<u>\$ 29,492.52</u>	<u>\$ 415.86</u>
Totals:	\$223,241.71	\$223,241.71	\$223,241.71	\$184,159.18	\$39,082.53

Fees and expenses allowed and authorized for immediate payment by Debtor Leap Wireless International, Inc.:

	<u>Amount Requested</u>	<u>Allowed</u>	<u>Payment Authorized</u>	<u>Previously Paid</u>	<u>Amount Due</u>
Fees:	\$58,000.00	\$58,000.00	\$58,000.00	\$46,400.00	\$11,600.00
Costs:	<u>\$ 8,972.51</u>	<u>\$ 8,972.51</u>	<u>\$ 8,972.51</u>	<u>\$ 8,847.76</u>	<u>\$ 124.75</u>
Totals:	\$66,972.51	\$66,972.51	\$66,972.51	\$55,247.76	\$11,724.75

Fees and expenses allowed and authorized for immediate payment by Debtor Cricket Communications, Inc.:

	<u>Amount Requested</u>	<u>Allowed</u>	<u>Payment Authorized</u>	<u>Previously Paid</u>	<u>Amount Due</u>
Fees:	\$135,333.33	\$135,333.33	\$135,333.33	\$108,266.66	\$27,066.67
Costs:	<u>\$ 20,935.87</u>	<u>\$ 20,935.87</u>	<u>\$ 20,935.87</u>	<u>\$ 20,644.76</u>	<u>\$ 291.11</u>
Totals:	\$156,269.20	\$156,269.20	\$156,269.20	\$128,911.42	\$27,357.78

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>
	\$ n/a
Costs:	\$ <u>n/a</u>
Totals:	\$ n/a

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:	\$ n/a
Costs:	\$ <u>n/a</u>
Totals:	\$ n/a

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

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