

CSD 1144 [08/22/03]

Richard Levin (CSB 66578)  
Peter Clapp (CSB 104307)  
Kurt Ramlo (CSB 166856)  
Skadden, Arps, Slate, Meagher & Flom LLP  
300 South Grand Avenue, Suite 3400  
Los Angeles, California 90071  
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Attorneys for UBS Securities LLP  
UNITED STATES BANKRUPTCY COURT

ENTERED 12/17/03  
FILED  
DEC 16 2003  
CLERK U.S. BANKRUPTCY COURT  
SOUTHERN DISTRICT OF CALIFORNIA  
BY ll DEPUTY

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

In Re

Leap Wireless International, Inc., et al.

Debtors.

BANKRUPTCY NO. 03-03470-A11

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  
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: **DEC 16 2003**

Louise DeCarl 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

By: Kurt Ramlo  
Richard Levin, Peter Clapp, Kurt Ramlo  
Attorneys for UBS Securities LLC

Approved as to Form and Content:

KRAMER, LEVIN, NAFTALIS & FRANKEL LLP

By: Matthew Williams  
Robert T. Schmidt, Matthew J. Williams  
Attorneys for the Official Committee of Unsecured  
Creditors of Leap Wireless International, Inc.

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.

UBS filed its "First Application of UBS Securities LLC for Interim Allowance of Compensation and Reimbursement of Expenses for the Period April 13, 2003 through September 30, 2003" on November 10, 2003 (the "Fee Application"). UBS served the Fee Application and a notice of hearing on November 7, 2003, copies of which are attached hereto as Exhibit A.

No pleadings in opposition to the interim application were received except for the response of the Official Committee of Unsecured Creditors of Leap Wireless International, Inc. (the "Committee"), which has been resolved by Stipulation, a copy of which is attached hereto as Exhibit B. The Committee agrees to entry of this order.

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 **April 13, 2003** through and ending **September 30, 2003** 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 the amounts set forth below (before bankruptcy or in accordance with the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals entered May 6, 2003, as docket entry 131).

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>Authorized for Payment</u> | <u>Previously Paid</u> |
|---------|-------------------------|---------------------|-------------------------------|------------------------|
| Fees:   | \$1,119,569.89          | \$1,119,569.89      | \$1,119,569.89                | \$ 938,236.56          |
| Costs:  | <u>\$ 77,018.29</u>     | <u>\$ 77,018.29</u> | <u>\$ 77,018.29</u>           | <u>\$ 77,018.29</u>    |
| Totals: | \$1,196,588.18          | \$1,196,588.18      | \$1,196,588.18                | \$1,015,254.85         |

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

|         | <u>Amount Requested</u> | <u>Allowed</u>      | <u>Authorized for Payment</u> | <u>Previously Paid</u> |
|---------|-------------------------|---------------------|-------------------------------|------------------------|
| Fees:   | \$ 335,870.97           | \$ 335,870.97       | \$ 335,870.97                 | \$ 281,470.97          |
| Costs:  | <u>\$ 23,105.49</u>     | <u>\$ 23,105.49</u> | <u>\$ 23,105.49</u>           | <u>\$ 23,105.49</u>    |
| Totals: | \$ 358,976.46           | \$ 358,976.46       | \$ 358,976.46                 | \$ 304,576.46          |

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

|         | <u>Amount Requested</u> | <u>Allowed</u>      | <u>Authorized for Payment</u> | <u>Previously Paid</u> |
|---------|-------------------------|---------------------|-------------------------------|------------------------|
| Fees:   | \$ 783,698.92           | \$ 783,698.92       | \$ 783,698.92                 | \$ 656,765.59          |
| Costs:  | <u>\$ 53,912.80</u>     | <u>\$ 53,912.80</u> | <u>\$ 53,912.80</u>           | <u>\$ 53,912.80</u>    |
| Totals: | \$ 837,611.72           | \$ 837,611.72       | \$ 837,611.72                 | \$ 710,678.39          |

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)

Authorized for Payment

\$ n/a

Costs: \$ n/a

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)

Allowed and Authorized  
for Payment

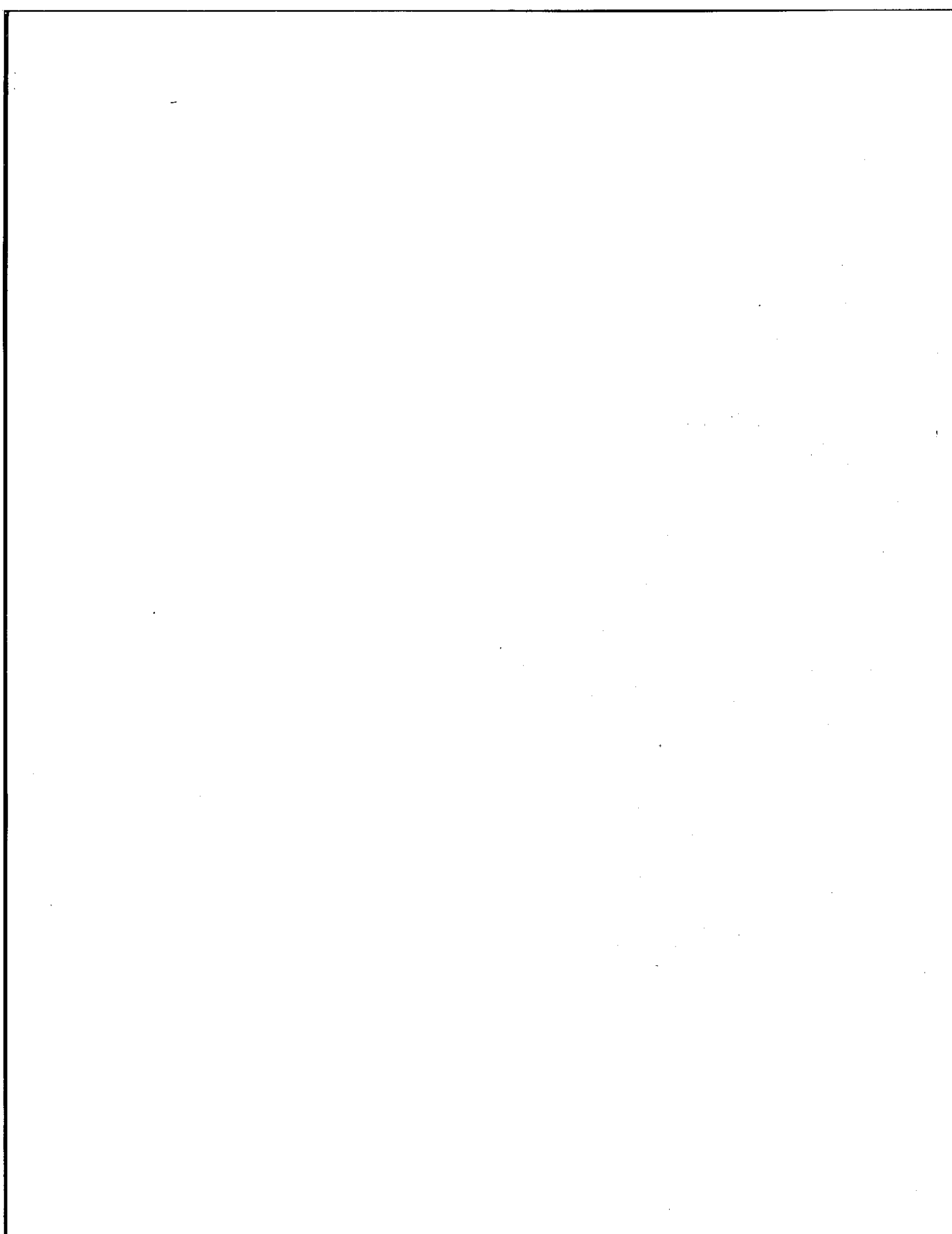
Fees: \$ n/a

Costs: \$ n/a

Totals: \$ n/a

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

###



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SO. DIST. OF CALIF.

1 UBS Securities LLC  
Jeffrey H. Gelles  
2 555 California Street, Suite 3600  
San Francisco, CA 94104  
3 Telephone: 415-352-5500  
Facsimile: 415-352-6088  
4  
5 Financial Advisor to the Debtors  
6  
7  
8

9 UNITED STATES BANKRUPTCY COURT  
10 SOUTHERN DISTRICT OF CALIFORNIA

11 In re: :  
12 LEAP WIRELESS INTERNATIONAL, : Case Nos.: 03-03470-A11 through 03-  
13 INC., and CRICKET : 03535-A11  
COMMUNICATIONS, INC., et al., :  
14 Debtors. : Chapter 11  
(Jointly Administered)  
15 : Date: December 11, 2003  
16 : Time: 10:30 a.m.  
Place: Department 2  
17 : Judge: Hon. Louise DeCarl Adler

18 FIRST APPLICATION OF UBS SECURITIES LLC FOR INTERIM ALLOWANCE OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES  
19 FOR THE PERIOD APRIL 13, 2003 THROUGH SEPTEMBER 30, 2003

20 Name of Applicant: UBS SECURITIES LLC ("UBS ") (FORMERLY  
KNOWN AS UBS WARBURG LLC)  
21 Authorized to Provide Professional The above-captioned debtors and debtors in  
22 Services to: possession (collectively, the "Debtors")  
23 Date of Order Authorizing Employment: July 10, 2003  
24 Period for which compensation is sought: From April 13, 2003 through September 30, 2003  
25 Amount of Fees Sought: \$1,119,569.89  
26 Amount of Expense Reimbursement  
27 Sought: \$77,018.29  
28

1 This is an: Interim Application X Final Application \_\_\_\_

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UBS professionals devoted time to preparing this Application after September 30, 2003. Compensation for this time will be detailed in a future UBS application.

As of October 21, 2003, UBS had been paid \$938,236.56 by the Debtors for fees and expenses. UBS was paid Monthly Advisory Fees of \$212,903.22 in advance for the period of April 13, 2003 to May 14, 2003. UBS was paid postpetition \$725,333.34 for the periods covering May 15, 2003 to September 30, 2003 on account of its monthly statements for this compensation period, in accordance with the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals entered May 6, 2003, as docket entry 131 (the "Interim Compensation Order").

## CERTIFICATE OF SERVICE

I, the undersigned, declare that: I am employed in the County of Los Angeles, State of California. I am over the age of 18 and not a party to the instant case. My business address is 300 South Grand Avenue, Los Angeles, California 90071.

On November 7, 2003, I served the foregoing document described as: **FIRST APPLICATION OF UBS SECURITIES LLC FOR INTERIM ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD APRIL 13, 2003 THROUGH SEPTEMBER 30, 2003** on the interested party(ies) in this action by placing a true copy thereof enclosed in a sealed envelope addressed as follows:

### SEE ATTACHED SERVICE LIST

- (BY U.S. MAIL IN THE ORDINARY COURSE OF BUSINESS) I am readily familiar with the firm's practice for the collection and processing of correspondence for mailing with the United States Postal Service and the fact that the correspondence would be deposited with the United States Postal Service that same day in the ordinary course of business; on this date, the above-referenced correspondence was placed for deposit at Los Angeles, California and placed for collection and mailing following ordinary business practices.
- (BY FEDERAL EXPRESS) I am readily familiar with the firm's practice for the daily collection and processing of correspondence for deliveries with the Federal Express delivery service and the fact that the correspondence would be deposited with Federal Express that same day in the ordinary course of business; on this date, the above-referenced document was placed for deposit at Los Angeles, California and placed for collection and delivery following ordinary business practices (as noted).
- BY FACSIMILE I am readily familiar with the firm's practice of facsimile transmission; on this date the document was transmitted by facsimile transmission and that the transmission was reported as complete and without error and that the attached transmission report was properly issued by the transmitting facsimile machine (as noted).
- (BY PERSONAL SERVICE)  By personally delivering copies to the person served. (STATE/FEDERAL)
- I caused such envelope to be delivered by hand to the offices of the addressee pursuant to CCP § 1011. (STATE/FEDERAL)

I declare under penalty of perjury under the laws of the State of California and the United States of America that the above is true and correct.

Executed on November 7, 2003 at Los Angeles, California.

  
Kathleen Young

## SERVICE LIST

### United States Trustee

Tiffany L. Carroll  
Office of the U.S. Trustee  
402 West Broadway, Suite 600  
San Diego, California 92101  
Email: [tiffany.l.carroll@usdoj.gov](mailto:tiffany.l.carroll@usdoj.gov)

### Counsel to the Debtors

Robert A. Klyman, Esq.  
Latham & Watkins  
633 West Fifth Street  
Suite 4000  
Los Angeles, CA 90071  
Email: [ROBERT.KLYMAN@lw.com](mailto:ROBERT.KLYMAN@lw.com)

### Counsel to Informal Vendor Debt Committee

Paul N. Silverstein, Esq.  
Andrews & Kurth L.L.P.  
805 Third Avenue  
New York, New York 10022  
Email: [psilverstein@akllp.com](mailto:psilverstein@akllp.com)

### Counsel to Informal Bondholder Committee

Robert Schmidt  
Kramer Levin Naftalis & Frankel LP  
919 Third Avenue  
New York, New York 10022  
Email: [Rschmidt@kramerlevin.com](mailto:Rschmidt@kramerlevin.com)



CSD 1181 [01/01/02]  
Name, Address, Telephone No. & I.D. No.

**UBS Securities LLC**  
**Jeffrey H. Gelles**  
**555 California Street, Suite 3600**  
**San Francisco, CA 94104**  
**Financial Advisor to the Debtors**

**Telephone: 415-352-5500**  
**Facsimile: 415-352-6088**

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**03 NOV 10 AM 10:15**

**CLERK**  
**U.S. BANKRUPTCY CT.**  
**SO. DIST. OF CALIF.**

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

In Re  
**LEAP WIRELESS INTERNATIONAL, et al.**

**BANKRUPTCY NO. 03-03470-A11**

Tax I.D./S.S. #: \_\_\_\_\_ Debtor.

**NOTICE OF HEARING AND MOTION**

**TO THE DEBTOR, ALL CREDITORS AND OTHER PARTIES IN INTEREST:**

**YOU ARE HEREBY NOTIFIED** that on December 11, 2003, at 10:30 a.m., in Department 2, Room \_\_\_\_\_, of the Jacob Weinberger United States Courthouse, located at 325 West "F" Street, San Diego, California 92101-6991, there will be a hearing regarding the Motion of UBS Securities LLC for [check the appropriate box]:

- Dismissal of a chapter 7, 11 or 12 case;
- Conversion of a chapter 7, 11 or 12 case by a party other than the debtor;
- Allowance of [interim] [final] compensation or reimbursement of expenses of professionals as provided in Exhibit "A" [information required by Federal Rule of Bankruptcy Procedure 2002(c)(2)];
- Appointment of a trustee in a chapter 11 case; or
- Other [specify the nature of the matter]:

If not required to be attached, a set of the moving papers will be provided, upon request, by the undersigned or may be inspected at the office of the Clerk.

Any opposition or other response to the motion must be served upon the undersigned and the original and one copy of such papers with proof of service must be filed with the Clerk of the U.S. Bankruptcy Court at 325 West "F" St., San Diego, California 92101-6991. NOT LATER THAN FOURTEEN (14) DAYS FROM THE DATE OF SERVICE.

DATED: **November 7, 2003**

/s/ Henry S. Hsu

[Attorney for] Moving Party

CERTIFICATE OF SERVICE

I, the undersigned whose address appears below, certify:

That I am, and at all times hereinafter mentioned was, more than 18 years of age;

That on 7th day of November, 2003, I served a true copy of the within NOTICE OF MOTION AND HEARING by [describe here mode of service]

**First Application of UBS Securities LLC for Interim Allowance of Compensation and Reimbursement of Expenses for the Period April 13, 2003 Through September 30, 2003**

on the following persons [set forth name and address of each person served] and as checked below:

Attorney for Debtor (if required):

\_\_\_\_\_

See attached service lists.

For Chpt. 7, 11, & 12 cases:  
UNITED STATES TRUSTEE  
Department of Justice  
402 West Broadway, Suite 600  
San Diego, CA 92101

For Chpt. 13 cases numbered  
90-08445 or lower and ODD  
numbers beginning with 92-01217:  
THOMAS H. BILLINGSLEA, JR., TRUSTEE  
530 "B" Street, Suite 1500  
San Diego, CA 92101

For Chpt. 13 cases numbered  
90-08446 to 92-01215 and EVEN  
numbers beginning with 92-01216:  
DAVID L. SKELTON, TRUSTEE  
600 "B" Street, Suite 2000  
San Diego, CA 92101-4507

I certify under penalty of perjury that the foregoing is true and correct.

Executed on November 7, 2003  
(Date)

/s/ Kathleen M. Young *Kathleen M. Young*  
(Typed Name and Signature)

300 S. Grand Avenue, Suite 3400  
(Address)

Los Angeles, CA 90071  
(City, State, ZIP Code)

[TO BE INCLUDED IN OR ATTACHED TO FEE NOTICES]

Debtors Leap Wireless International, et al.

UPS Securities LLC

REPRESENTING [Name & Title]

APPLICANT

|              | FEE REQUESTED  | FEE ALLOWED | FEE AUTHORIZED FOR PAYMENT | FEE HELD BACK | FEE DISALLOWED | COST REQUESTED | COST AWARDED |
|--------------|----------------|-------------|----------------------------|---------------|----------------|----------------|--------------|
| 1ST INTER to | \$1,119,569.89 | N/A         | \$725,333.33               | \$181,333.33  | N/A            | \$77,018.29    | N/A          |
| 2ND INTER to |                |             |                            |               |                |                |              |
| 3RD INTER to |                |             |                            |               |                |                |              |
| 4TH INTER to |                |             |                            |               |                |                |              |
| TOTALS:      |                |             |                            |               |                |                |              |

REPRESENTING [Name & Title]

APPLICANT

|              | FEE REQUESTED | FEE ALLOWED | FEE AUTHORIZED FOR PAYMENT | FEE HELD BACK | FEE DISALLOWED | COST REQUESTED | COST AWARDED |
|--------------|---------------|-------------|----------------------------|---------------|----------------|----------------|--------------|
| 1ST INTER to |               |             |                            |               |                |                |              |
| 2ND INTER to |               |             |                            |               |                |                |              |
| 3RD INTER to |               |             |                            |               |                |                |              |
| 4TH INTER to |               |             |                            |               |                |                |              |
| TOTALS:      |               |             |                            |               |                |                |              |

please provide an explanation for this disallowance.

please provide an explanation for this disallowance.

EXHIBIT "A"

|  | SPECIAL NOTICE LIST<br><u>Leap Wireless Int'l</u><br>(Updated 9/17/03)  | ALL ADDRESSEES WITH EMAIL ADDRESSES<br>ARE SERVED BY EMAIL<br>*****<br>ALL ADDRESSEES WITHOUT EMAIL<br>ADDRESSES ARE SERVED BY U.S. MAIL   |
|--|---|--|
| <p><b>iffany L. Carroll</b><br/>Office of the U.S. Trustee<br/>02 W. Broadway, Suite 600<br/>San Diego, CA 92101<br/>(619) 557-5013 ph<br/>iffany.L.carroll@usdoj.gov<br/>JSTP.Region15@usdoj.gov (use this one)</p> | <p><b>Robert Irving</b><br/>Leap Wireless International<br/>10307 Pacific Center Court<br/>San Diego, CA 92121<br/>(858) 882-6000 ph<br/>rirving@leapwireless.com</p>                                     | <p><b>Robert Klyman, Esq.</b><br/>Latham &amp; Watkins<br/>633 W. Fifth St., Suite 4000<br/>Los Angeles, CA 90071<br/>(213) 891-7584 ph<br/>robert.klyman@lw.com</p>   |
| <p><b>Lannas J. Barfield</b><br/>Andrews &amp; Kurth LLP<br/>600 Travis, Suite 4200<br/>Houston, Texas 77002<br/>(713) 220-4347 ph<br/>lannasbarfield@akllp.com</p>  | <p><b>Matthew Williams</b><br/>Kramer Levin Naftalis &amp; Frankel LP<br/>919 Third Avenue<br/>New York, NY 10022<br/>(212) 715-9527 ph<br/>mjwilliams@kramerlevin.com</p>                                | <p><b>Margery N. Reed (Atty for Lucent)</b><br/>Duane Morris LLP<br/>One Liberty Pl., Ste. 4200<br/>Philadelphia, PA 19103-7396<br/>(215) 979-1000 ph<br/>mreed@duanemorris.com</p>                                    |
| <p><b>Pamela Cocaias Wirt, Esq.</b><br/>Atty for SBA Towers Inc/SBA Prop.<br/>5900 Broken Sound Pky NW<br/>Boca Raton, FL 33487<br/>(561) 226-9395 ph</p>  | <p><b>Richard Baumfield / Paul Silverstein</b><br/>Andrews &amp; Kurth LLP<br/>450 Lexington Avenue, 15<sup>th</sup> Flr.<br/>New York, NY 10017<br/>(212) 850-2800 ph<br/>richardbaumfield@akllp.com</p> | <p><b>Jeffrey M. Reiser</b><br/>Irell &amp; Manella LLP<br/>840 Newport Center Dr, Ste 400<br/>Newport Beach, CA 92660<br/>(949) 760-0991 ph<br/>jreiser@irell.com</p>   |
| <p><b>Rebecca J. Winthrop, Esq.</b><br/>Jenkins &amp; Gilchrist LLP<br/>55 S. Lake Ave., Suite 650<br/>Pasadena, CA 91101<br/>(626) 578-7423 ph<br/>rwinthrop@jenkens.com; eshemwell@jenkens.com</p>                 | <p><b>Evan D. Smiley</b><br/>Albert, Weiland &amp; Golden LLP<br/>650 Town Center Dr., Ste. 950<br/>Costa Mesa, CA 92626<br/>(714) 966-1000 ph<br/>jlyle@qualcomm.com; esmiley@awglawyers.com</p>         | <p><b>Edward L. Ripley (Atty for TelecheckSys)</b><br/>Baker &amp; Hostetler LLP<br/>1000 Louisiana, Suite 2000<br/>Houston, TX 77002<br/>(713) 751-1600 ph<br/>eripley@bakerlaw.com</p>                               |
| <p><b>J. Hayden Kepner, Jr./Darryl Laddin</b><br/>Arnall Golden, et al.-2800 One Atlantic Ctr.<br/>1201 W. Peachtree St.<br/>Atlanta, GA 30309-3450<br/>(404) 873-8604 ph<br/>hayden.kepner@agg.com</p>              | <p><b>Atty for Nortel Networks, Inc.</b><br/>Ronald D. Rosener, Esq./Jenkins &amp; Gilchrist PC 1445<br/>Ross Ave., Ste. 3200<br/>Dallas, TX 75202<br/>(214) 855-4500 ph<br/>rosener@jenkens.com</p>      | <p><b>Todd C. Meyers/John W. Mills, III</b><br/>Kilpatrick Stockton LLP<br/>1100 Peachtree St., Ste. 2800<br/>Atlanta, GA 30309<br/>(404) 815-6500 ph</p>  |
| <p><b>Sandra W. Lavigne, Esq.-</b><br/>U.S. Securities &amp; Exchange Commission<br/>5670 Wilshire Blvd., 11<sup>th</sup> Flr.<br/>Los Angeles, A 90036-3648<br/>(323) 965-3998 ph</p>                               | <p><b>Michael Chimitris, -Asst General Cnsl General</b><br/>Growth Mgmt Inc., as Agent<br/>110 N. Wacker<br/>Chicago, IL 60606<br/>(312) 960-5245 ph<br/>michael.chimitris@generalgrowth.com</p>          | <p><b>Charles M. Helm, Esq., Nortel Networks, Inc.</b><br/>GMS 991 15 A40<br/>2221 Lakeside Blvd.<br/>Richardson, TX 75083-4399<br/>(972) 685-7839</p>   |
| <p><b>Buckmaster deWolf, Esq.</b><br/>Howrey Simon Arnold &amp; White LLP<br/>525 Market St., Ste. 3600<br/>San Francisco, CA 94105<br/>(415) 848-4900 ph<br/>dewolfb@howrey.com</p>                                 | <p><b>Charles K. Park, Esq.</b><br/>Howrey Simon Arnold &amp; White LLP<br/>550 So. Hope St., Ste. 1100<br/>Los Angeles, CA 90071<br/>(213) 892-1800 ph<br/>park@howrey.com</p>                           | <p><b>Hal Goldstein</b><br/>MHR Fund Management LLC<br/>40 W. 57<sup>th</sup> St., 20<sup>th</sup> Flr.<br/>New York, NY 10019<br/>(212) 262-0005 ph</p>   |
| <p><b>David J. McCarty, Esq.</b><br/>Sheppard, Mullin, Richter &amp; Hampton<br/>333 S. Hope St., 48<sup>th</sup> Flr.<br/>Los Angeles, CA 90071<br/>(213) 620-1780 ph</p>   | <p><b>Clinton E. Cutler, Esq.</b><br/>Fredrikson &amp; Byron P.A.<br/>4000 Pillsbury Center<br/>200 S. Sixth St.<br/>Minneapolis, MN 55402</p>  | <p><b>Linda D. Fox, Esq.</b><br/>Sheppard, Mullin, Richter &amp; Hampton<br/>501 W. Broadway, 19<sup>th</sup> Flr.<br/>San Diego, CA 92101-3598<br/>(619) 338-6500 ph<br/>lfox@smrh.com; rfabre@sheppardmullin.com</p> |
| <p><b>David B. Schmidt, Audit &amp; Compliance</b><br/>City &amp; County of Broomfield<br/>One DesCombes Drive<br/>Broomfield, CO 80020<br/>(303) 464-5864 ph</p>  | <p><b>Atty for American Tower Corp.</b><br/>Catherine M. Frotten, Esq.<br/>116 Huntington Avenue<br/>Boston, MA 02116<br/>(617) 585-7774 ph</p>   | <p><b>Ronald M. Tucker, Esq.</b><br/>Simon Property Group, LP<br/>115 W. Washington St.<br/>Indianapolis, IN 46204<br/>(317) 263-2346 ph<br/>rtucker@simon.com</p>   |

|   |   |   |
|---|---|---|
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| <p><u>VIA EMAIL</u><br/>         Mary Aromin<br/>         KMC Telecommunications<br/>         mary.aromin@kmctelecom.com</p>  |  |  |



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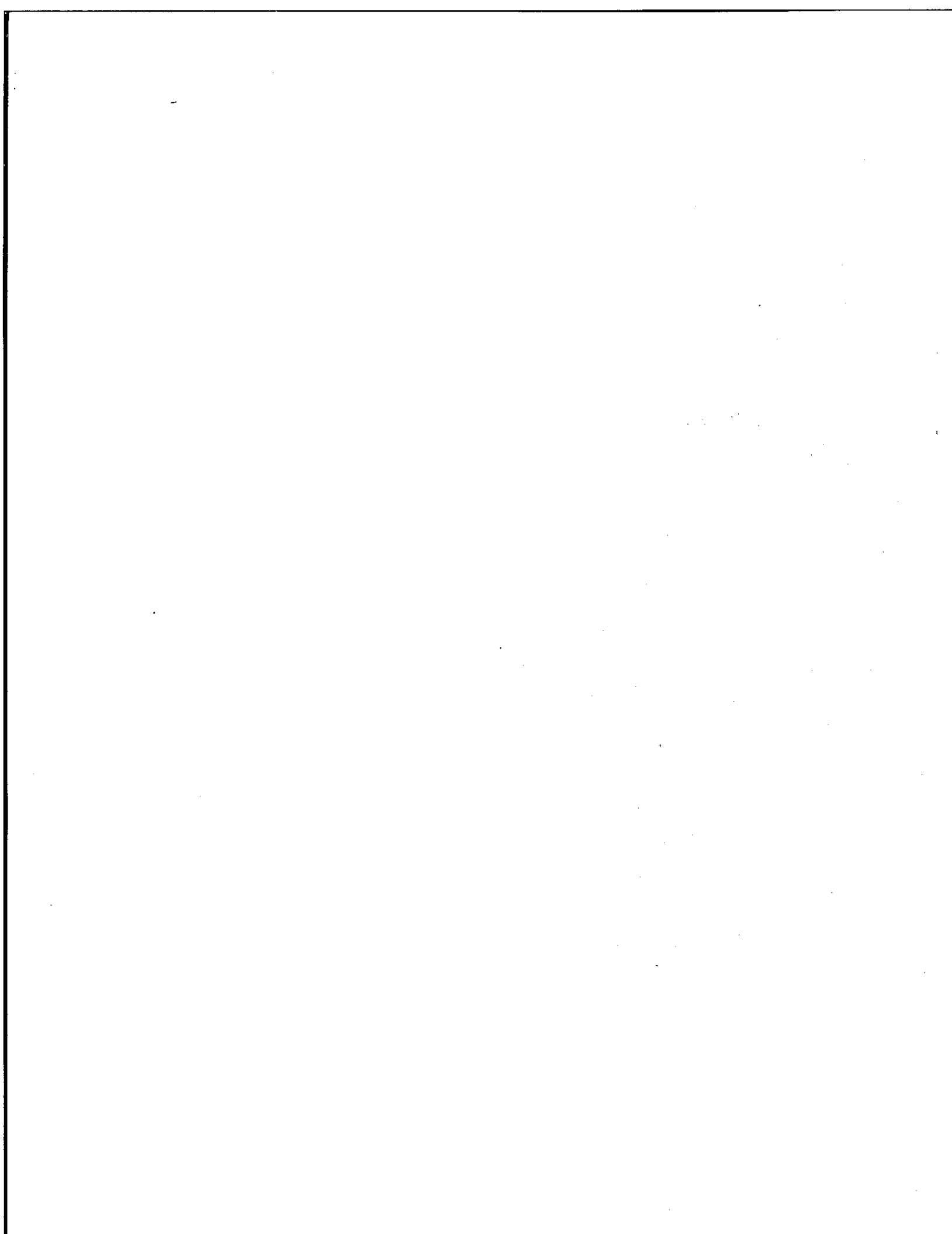
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5 Attorneys for UBS Securities LLC  
6  
7

8 UNITED STATES BANKRUPTCY COURT  
9 SOUTHERN DISTRICT OF CALIFORNIA  
10

11 In re: :  
: Case Nos.: 03-03470-A11 through 03-03535-A11  
12 LEAP WIRELESS :  
INTERNATIONAL, INC., and : Chapter 11  
13 CRICKET COMMUNICATIONS, : (Jointly Administered)  
INC., et al. :  
14 : STIPULATION BETWEEN UBS SECURITIES  
: LLC AND OFFICIAL COMMITTEE OF  
15 Debtors. : UNSECURED CREDITORS OF LEAP  
: WIRELESS INTERNATIONAL, INC.  
16 : RELATING TO FIRST APPLICATION FOR  
: INTERIM ALLOWANCE OF  
17 : COMPENSATION AND REIMBURSEMENT  
: OF EXPENSES  
18 :  
: Date: December 11, 2003  
19 Time: 10:30 a.m.  
Place: Department 2  
20 Judge: Hon. Louise DeCarl Adler  
21

22 UBS Securities LLC ("UBS") and the Official Committee of Unsecured Creditors  
23 of Leap Wireless International, Inc. (the "Committee") stipulate as follows:

24 1. UBS filed its "First Application of UBS Securities LLC for Interim  
25 Allowance of Compensation and Reimbursement of Expenses for the Period April 13, 2003  
26 through September 30, 2003" on November 10, 2003 (the "Fee Application"). UBS served the  
27 Fee Application and a notice of hearing on November 7, 2003. The Fee Application seeks  
28 allowance of UBS's fees and expenses and payment by the Debtors in accordance with this

1 Court's July 10, 2003 order authorizing retention of UBS (the "Retention Order").

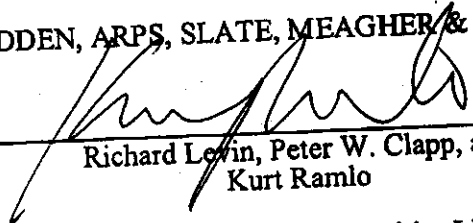
2 2. The Committee filed a response to the UBS Fee Application on  
3 November 26, 2003 (the "Response"). The Committee contends that the Fee Application is  
4 inconsistent with the Retention Order because it does not provide that Leap Wireless  
5 International, Inc. and Cricket Communications, Inc. are responsible for 30% and 70%,  
6 respectively, of the fees and expenses for which approval is sought in the Fee Application.

7 3. UBS and the Committee have resolved the issue by agreeing to the  
8 proposed form of order (attached as Exhibit A) which clearly sets forth the 30%/70% allocation.

9 4. The Committee reserves all rights with respect to any future fee  
10 applications filed by UBS.

11 Dated: December 8, 2003

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

12  
13 By:   
Richard Lewin, Peter W. Clapp, and  
Kurt Ramlo

14 Attorneys for UBS Securities LLC

15  
16  
17 Dated: December 8, 2003

KRAMER, LEVIN, NAFTALIS & FRANKEL LLP

18  
19 By:   
Robert T. Schmidt, Matthew J. Williams

20 Attorneys for the Official Committee of Unsecured  
21 Creditors of Leap Wireless International, Inc.  
22  
23  
24  
25  
26  
27  
28



# Exhibit A

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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., et al.

Debtors.

BANKRUPTCY NO. 03-03470-A11

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  
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:

\_\_\_\_\_  
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

By: \_\_\_\_\_  
Richard Levin, Peter Clapp, Kurt Ramlo  
Attorneys for UBS Securities LLC

Approved as to Form and Content:

KRAMER, LEVIN, NAFTALIS & FRANKEL LLP

By: \_\_\_\_\_  
Robert T. Schmidt, Matthew J. Williams  
Attorneys for the Official Committee of Unsecured  
Creditors of Leap Wireless International, Inc.

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.

UBS filed its "First Application of UBS Securities LLC for Interim Allowance of Compensation and Reimbursement of Expenses for the Period April 13, 2003 through September 30, 2003" on November 10, 2003 (the "Fee Application"). UBS served the Fee Application and a notice of hearing on November 7, 2003, copies of which are attached hereto as Exhibit A.

No pleadings in opposition to the interim application were received except for the response of the Official Committee of Unsecured Creditors of Leap Wireless International, Inc. (the "Committee"), which has been resolved by Stipulation, a copy of which is attached hereto as Exhibit B. The Committee agrees to entry of this order.

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 April 13, 2003 through and ending September 30, 2003 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 the amounts set forth below (before bankruptcy or in accordance with the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals entered May 6, 2003, as docket entry 131).

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>Authorized for Payment</u> | <u>Previously Paid</u> |
|---------|-------------------------|---------------------|-------------------------------|------------------------|
| Fees:   | \$1,119,569.89          | \$1,119,569.89      | \$1,119,569.89                | \$ 938,236.56          |
| Costs:  | \$ <u>77,018.29</u>     | \$ <u>77,018.29</u> | \$ <u>77,018.29</u>           | \$ <u>77,018.29</u>    |
| Totals: | \$1,196,588.18          | \$1,196,588.18      | \$1,196,588.18                | \$1,015,254.85         |

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

|         | <u>Amount Requested</u> | <u>Allowed</u>      | <u>Authorized for Payment</u> | <u>Previously Paid</u> |
|---------|-------------------------|---------------------|-------------------------------|------------------------|
| Fees:   | \$ 335,870.97           | \$ 335,870.97       | \$ 335,870.97                 | \$ 281,470.97          |
| Costs:  | \$ <u>23,105.49</u>     | \$ <u>23,105.49</u> | \$ <u>23,105.49</u>           | \$ <u>23,105.49</u>    |
| Totals: | \$ 358,976.46           | \$ 358,976.46       | \$ 358,976.46                 | \$ 304,576.46          |

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

|         | <u>Amount Requested</u> | <u>Allowed</u>      | <u>Authorized for Payment</u> | <u>Previously Paid</u> |
|---------|-------------------------|---------------------|-------------------------------|------------------------|
| Fees:   | \$ 783,698.92           | \$ 783,698.92       | \$ 783,698.92                 | \$ 656,765.59          |
| Costs:  | \$ <u>53,912.80</u>     | \$ <u>53,912.80</u> | \$ <u>53,912.80</u>           | \$ <u>53,912.80</u>    |
| Totals: | \$ 837,611.72           | \$ 837,611.72       | \$ 837,611.72                 | \$ 710,678.39          |

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)

Authorized for Payment

\$ n/a

Costs: \$ n/a

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)

Allowed and Authorized  
for Payment

Fees: \$ n/a

Costs: \$ n/a

Totals: \$ n/a

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

###

## CERTIFICATE OF SERVICE

I, the undersigned, declare that: I am employed in the County of Los Angeles, State of California. I am over the age of 18 and not a party to the instant case. My business address is 300 South Grand Avenue, Los Angeles, California 90071.

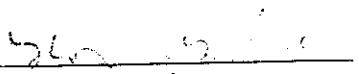
On December 9, 2003, I served the foregoing document described as: **STIPULATION BETWEEN UBS SECURITIES LLC AND OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF LEAP WIRELESS INTERNATIONAL, INC. RELATING TO FIRST APPLICATION FOR INTERIM ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES** on the interested party(ies) in this action by placing a true copy thereof enclosed in a sealed envelope addressed as follows:

### SEE ATTACHED SERVICE LIST

- (BY U.S. MAIL IN THE ORDINARY COURSE OF BUSINESS) I am readily familiar with the firm's practice for the collection and processing of correspondence for mailing with the United States Postal Service and the fact that the correspondence would be deposited with the United States Postal Service that same day in the ordinary course of business; on this date, the above-referenced correspondence was placed for deposit at Los Angeles, California and placed for collection and mailing following ordinary business practices.
- (BY FEDERAL EXPRESS) I am readily familiar with the firm's practice for the daily collection and processing of correspondence for deliveries with the Federal Express delivery service and the fact that the correspondence would be deposited with Federal Express that same day in the ordinary course of business; on this date, the above-referenced document was placed for deposit at Los Angeles, California and placed for collection and delivery following ordinary business practices (as noted).
- BY FACSIMILE I am readily familiar with the firm's practice of facsimile transmission; on this date the document was transmitted by facsimile transmission and that the transmission was reported as complete and without error and that the attached transmission report was properly issued by the transmitting facsimile machine (as noted).
- (BY PERSONAL SERVICE)
  - By personally delivering copies to the person served. (STATE/FEDERAL)
  - I caused such envelope to be delivered by hand to the offices of the addressee pursuant to CCP § 1011. (STATE/FEDERAL)

I declare under penalty of perjury under the laws of the State of California and the United States of America that the above is true and correct.

Executed on December 9, 2003 at Los Angeles, California.

  
Gloria Gudino

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