

LATHAM & WATKINS LLP
Michael S. Lurey (State Bar #048235)
Robert A. Klyman (State Bar #142723)
Eric D. Brown (State Bar #211512)
633 West Fifth Street, Suite 4000
Los Angeles, California 90071-2007
Telephone: (213) 485-1234 Facsimile: (213) 891-8763
Counsel for Debtors and Debtors-in-Possession



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

AMENDED

**ORDER APPROVING SECOND 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.

June 01, 2004

DATED:


Judge, United States Bankruptcy Court

Signature by the attorney constitutes a certification that the relief granted in this 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

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:

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 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:	\$ 332,217.20	\$ 310,213.12	\$ 310,213.12
Costs:	\$ 21,578.26	\$ 21,578.26	\$ 21,578.26
Totals:	\$ 353,795.46	\$ 331,791.38	\$ 331,791.38

2. 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 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:	\$ 962,933.80	\$ 900,307.95	\$ 900,307.95
Costs:	\$ 86,313.06	\$ 86,313.06	\$ 86,313.06
Totals:	\$ 1,049,246.86	\$ 986,621.01	\$ 986,621.01

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.