

LATHAM & WATKINS

ATTORNEYS AT LAW

1001 PENNSYLVANIA AVE., N.W.
SUITE 1300

WASHINGTON, D. C. 20004-2505

TELEPHONE (202) 637-2200

FAX (202) 637-2201

PAUL R. WATKINS (1800 - 1073)
DANA LATHAM (1800 - 1074)

CHICAGO OFFICE

SEARS TOWER, SUITE 5800
CHICAGO, ILLINOIS 60606
PHONE (312) 876-7700, FAX 993-9767

HONG KONG OFFICE

20TH FLOOR
STANDARD CHARTERED BANK BUILDING
4 DES VOEUX ROAD CENTRAL, HONG KONG
PHONE +852-2522-7886, FAX 2522-7006

LONDON OFFICE

99 BISHOPSGATE, ELEVENTH FLOOR
LONDON EC2M 3XF ENGLAND
PHONE +44 20 7710-1000, FAX 7374-4460

LOS ANGELES OFFICE

833 WEST FIFTH STREET, SUITE 4000
LOS ANGELES, CALIFORNIA 90071-2007
PHONE (213) 485-1234, FAX 891-8763

MOSCOW OFFICE

ULITSA GASHEKA, 7, 9TH FLOOR
MOSCOW 123036, RUSSIA
PHONE +7-095 785-1234, FAX 785-1235

NEW JERSEY OFFICE

ONE NEWARK CENTER, 16TH FLOOR
NEWARK, NEW JERSEY 07101-3174
PHONE (973) 639-1234, FAX 639-7298

NEW YORK OFFICE

885 THIRD AVENUE, SUITE 1000
NEW YORK, NEW YORK 10022-4802
PHONE (212) 906-1200, FAX 751-4864

ORANGE COUNTY OFFICE

650 TOWN CENTER DRIVE, SUITE 2000
COSTA MESA, CALIFORNIA 92626-1925
PHONE (714) 540-1235, FAX 755-8290

SAN DIEGO OFFICE

701 'B' STREET, SUITE 2100
SAN DIEGO, CALIFORNIA 92101-6197
PHONE (619) 236-1234, FAX 696-7419

SAN FRANCISCO OFFICE

505 MONTGOMERY STREET, SUITE 1900
SAN FRANCISCO, CALIFORNIA 94111-2562
PHONE (415) 391-0600, FAX 395-8095

SILICON VALLEY OFFICE

135 COMMONWEALTH DRIVE
MENLO PARK, CALIFORNIA 94025
PHONE (650) 328-4800, FAX 463-2600

SINGAPORE OFFICE

80 RAFFLES PLACE, #14-20
UOB PLAZA 2, SINGAPORE 048624
PHONE +65-536-1161, FAX 536-1171

TOKYO OFFICE

KANEMATSU BUILDING, 5TH FLOOR
2-14-1 KYOBASHI, CHUO-KU
TOKYO 104-0031, JAPAN
PHONE +813-5524-1900, FAX 5524-1901

February 20, 2001

By Hand Delivery

Federal Communications Commission
1270 Fairfield Road
Gettysburg, PA 17325-7245

Re: Leap Wireless International, Inc., FCC Form 602

Ladies and Gentlemen:

Please find the enclosed Ownership Disclosure Information, FCC Form 602, for Leap Wireless International, Inc., a recent winning bidder in the Commission's C and F Block Broadband PCS Auction (Auction No. 35). Please stamp and return with the messenger the enclosed copy of the Form 602.

If you have any questions, please do not hesitate to contact me at (202) 637-223 1

Very truly yours,



James H. Barker
of LATHAM & WATKINS



Enclosure

FCC 602
Main Form ,

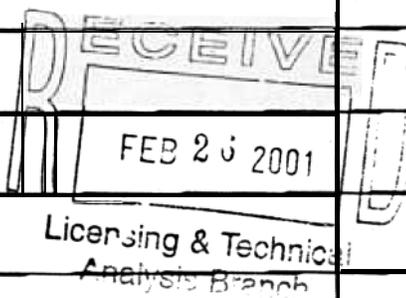
FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMB
3060 - 0799
See instructions for
public burden estimate

Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): Leap Wireless International, Inc.		3) Applicant TIN:	

Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
N/A			
			
			

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name: <i>James</i>	MI: <i>E</i>	Last Name: <i>Hoffmann</i>	Suffix:
Title: <i>Sr. Vice President, General Counsel and Secretary</i>			
Signature: <i>James E Hoffmann</i>			Date: <i>2/16/01</i>

Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FCC 602
Main Form

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMB
3060 - 0799
See instructions for
public burden estimate

Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): Leap Wireless International, Inc.			
3) Applicant EIN:			

Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
N/A			



Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name: James	MI: E	Last Name: Hoffmann	Suffix:
----------------------	----------	------------------------	---------

Title:
Sr. Vice President, General Counsel and Secretary

Signature: <i>James E Hoffmann</i>	Date: 2/16/01
---------------------------------------	------------------

Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(e)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

