

FCC602
Main Form

FCC Ownership Disclosure information for the
wireless Telecommunications Services

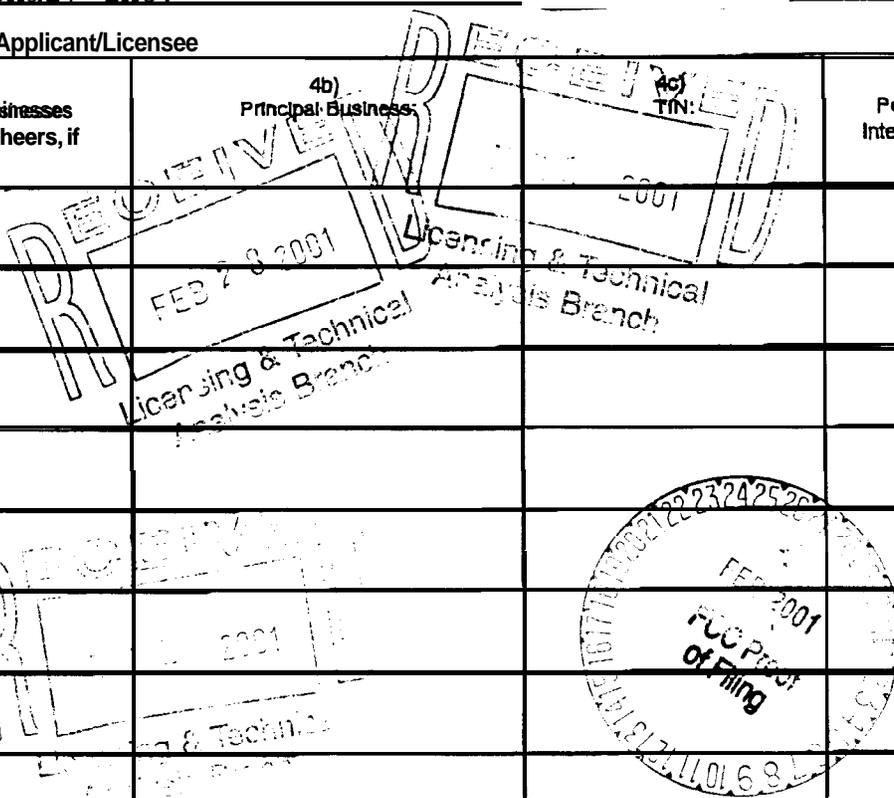
Approved by OMB
3060 - 0799
See instructions for
public burden estimate

Applicant/Licensee Information

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

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:
See Attachment I.		2001	
	Licensing & Technical Analysis Branch		
	Licensing & Technical Analysis Branch		



Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	Suffix:
James	E	Hoffmann	
Title:			
Senior Vice President, General Counsel and Secretary			
Signature:			Date:
James E Hoffmann			2/26/01

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(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

ATTACHMENT 1: OWNERSHIP INFORMATION

Pursuant to Sections 1.2105 and 1.2112 of the Commission's rules, Applicant hereby advises the Commission as follows:

Part 1: General Information

Applicant Leap Wireless International, Inc.
10307 Pacific Center Court
San Diego, CA 92121
Citizenship: USA

Responsible Officer or Director James E. Hoffmann
Senior Vice President and General Counsel
10307 Pacific Center Court
San Diego, CA 92121
Citizenship: USA

Part 2: Direct Ownership

1. QUALCOMM Incorporated ("QUALCOMM"), 5775 Morehouse Dr., San Diego, CA 92121, a U.S. citizen, holds outstanding shares of Leap stock as well as warrants to purchase additional Leap equity. The shares and the warrants, considered on a fully-exercised basis, amount to approximately 11.7% of Leap's outstanding equity on a fully-diluted basis. These warrants cannot be exercised if such exercise would prevent Leap from qualifying as a Publicly Traded Corporation With Widely Disbursed Voting Power or Very Small Business under the Commission's rules. See Air-Gate Wireless L.L.C. and Cricket Holdings, Inc., *Memorandum Opinion and Order*, 14 FCC Rcd 11,827 (CWD 1999), *aff'd*, In re Applications of AirGate Wireless, L.L.C., et al., FCC File Nos. 0000002035, 0000012974, 0000032055, 0000027712, 0000031464, *Memorandum Opinion and Order* (rel. July 27, 2000).

Part 3: Indirect Ownership

N/A

Part 4: FCC-Licensed Entities

The Applicant holds C- and F-Block PCS licenses. The affiliates of Applicant listed on Schedule 2 hereto also may hold FCC licenses. In addition, QUALCOMM, which holds an approximate 11.7% ownership interest in Leap on a fully-exercised basis as described above, holds FCC licenses attending its control and operation of the satellite-based OmniTRACS system, which provides two-way data messaging and position reporting services for transportation companies and metropolitan-based fleets.

Schedule 2

LICENSEE AND PROPERTY AFFILIATES OF APPLICANT

Cricket Communications Holdings, Inc.
Cricket Communications, Inc.
Chase Telecommunications, Inc.
ChaseTel Licensee Corp.
Cricket Holdings Dayton, Inc.
Cricket Licensee (Albany) Inc.
 (formerly Albany Merger Sub, Inc.)
Cricket Licensee (Columbus) Inc.
 (formerly Columbus Merger Sub, Inc.)
Cricket Licensee (Denver) Inc.
Cricket Licensee (Lakeland) Inc.
Cricket Licensee (Macon) Inc.
 (formerly Macon Merger Sub, Inc.)
Cricket Licensee (North Carolina) Inc.
Cricket Licensee (Pittsburgh) Inc.
Cricket Licensee (Reauction), Inc.
Cricket Licensee I, Inc.
 (formerly Cricket Licensee (Buffalo) Inc.)
Cricket Licensee II, Inc.
 (formerly Cricket Holdings (American), Inc.)
Cricket Licensee III, Inc.
Cricket Licensee IV, Inc.
Cricket Licensee V, Inc.
Cricket Licensee VI, Inc.
Cricket Licensee VII, Inc.
Chasetel Real Estate Holding Company, Inc.
Cricket Arizona Property Company
Cricket Arkansas Property Company
Cricket California Property Company
Cricket Colorado Property Company
Cricket Florida Property Company
Cricket Georgia Property Company
Cricket Idaho Property Company
Cricket Illinois Property Company
Cricket Indiana Property Company
Cricket Kansas Property Company
Cricket Michigan Property Company
Cricket Minnesota Property Company
Cricket Nebraska Property Company
Cricket Nevada Property Company
Cricket New Mexico Property Company

Cricket New York Property Company
Cricket North Carolina Property Company
Cricket Ohio Property Company
Cricket Oklahoma Property Company
Cricket Oregon Property Company
Cricket Pennsylvania Property Company
Cricket Tennessee Property Company
Cricket Utah Property Company
Cricket Washington Property Company
Cricket Wisconsin Property Company
Leap Wireless S.A. de C.V.
Leap PCS Mexico, Inc.
Inversiones Leap Wireless Chile S.A.
QUALCOMM Telecommunications Limited Isle of Man¹
Orrengrove Investments Limited
Transworld Telecommunications, Inc. (liquidated)

¹ This company is a wholly-owned subsidiary of Leap and has no assets. In spite of its name, this company is not in any way affiliated with QUALCOMM, Inc.; but was acquired by Leap when Leap was spun off from QUALCOMM in 1998, and is in the process of being liquidated.