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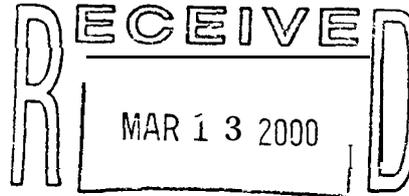
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March 6, 2000



Licensing & Technical
Analysis Branch

VIA FEDERAL EXPRESS

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

Re: Ownership Disclosure Information for
Macon Merger Sub. Inc. (FCC Form 602)

Ladies and Gentlemen:

Enclosed on behalf of Macon Merger Sub, Inc. are an original and two copies of FCC Form 602 (FCC Ownership Disclosure Information for the Wireless Telecommunications Services).

In the event there are any questions concerning this matter, please contact me or our Communications Paralegal, Andrew Amerson.

Very truly yours,

James H. Barker
James H. Barker
of LATHAM & WATKINS

Enclosures

3-7-00

FCC 802
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

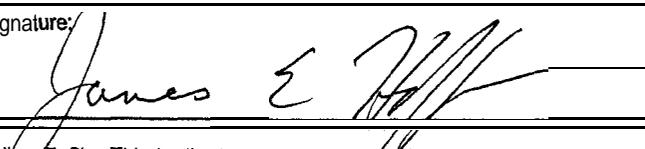
1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity):			
Macon Merger Sub, Inc.			

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:

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	Suffix:
James	E	Hoffmann	
Title:			
Secretary			
Signature:			Date:
			2/22/00
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).			

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:		Suffix:
2) Disclosable interest Holder's Name (if entity):					older's TIN:
Leap Wireless International, Inc.					
4) Disclosable Interest Holder's Address:					
10307 Pacific Center Court, San Diego, California 92121					
5) Type of Interest in Applicant () (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:	
D		C		100%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):			9) Disclosable Interest Holder's Country of Citizenship:		
C			USA		
0) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Disclosable Interest Holder is the parent company of the Applicant.					

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

Ila) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	Iib) Principal Business:	Iic) TIN:	Iid) Percent of Interest Held:
Cricket Holdings, Inc.	Holding Co. for PCS		100%
Cricket Holdings Day-ton, Inc.	Holding Co. for PCS		100%
Cricket Licensee (Reauction), Inc.	Holding Co. for PCS		100%
Cricket Licensee (Pittsburgh) Inc.	Holding Co. for PCS		100%
Cricket Licensee (Denver) Inc.	Holding Co. for PCS		100%
Albany Merger Sub, Inc.	Holding Co. for PCS		100%
Columbus Merger Sub, Inc.	Holding Co. for PCS		100%

