

LATHAM & WATKINS

PAUL R. WATKINS (1899 - 1973)  
DANA LATHAM (1898 - 1974)

ATTORNEYS AT LAW  
1001 PENNSYLVANIA AVE., N.W.  
SUITE 1300  
WASHINGTON, D.C. 20004-2505  
TELEPHONE (202) 637-2200  
FAX (202) 637-2201

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

CHICAGO OFFICE  
SEARS TOWER, SUITE 5800  
CHICAGO, ILLINOIS 60608  
PHONE (312) 876-7700, FAX 993-9767

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

HONG KONG OFFICE  
SUITE 2205A, 22ND FLOOR  
NO. 9 QUEEN'S ROAD CENTRAL  
HONG KONG  
PHONE + 852-2522-7886, FAX 2522-7006

SAN DIEGO OFFICE  
701 'B' STREET, SUITE 2100  
SAN DIEGO, CALIFORNIA 92101-8197  
PHONE (619) 236-1234, FAX 696 7419

LONDON OFFICE  
99 BISHOPSGATE, ELEVENTH FLOOR  
LONDON EC2M 3XF ENGLAND  
PHONE + 44-207-710-1000, FAX 374-4460

SAN FRANCISCO OFFICE  
505 MONTGOMERY STREET, SUITE 1900  
SAN FRANCISCO, CALIFORNIA 94111-2562  
PHONE (415) 391-0600, FAX 395 6095

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

SILICON VALLEY OFFICE  
135 COMMONWEALTH DRIVE  
MENLO PARK, CALIFORNIA 94025  
PHONE (650) 328-4600, FAX 463 2600

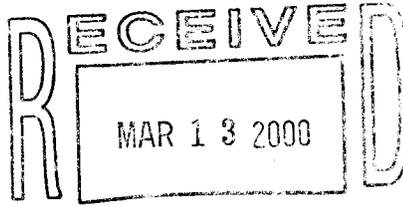
March 6, 2000

MOSCOW OFFICE  
ULITSA GASHEKA, 7 9TH FLOOR  
MOSCOW 123056, RUSSIA  
PHONE + 7-095 785-1234, FAX 785-1235

SINGAPORE OFFICE  
20 CECIL STREET, SUITE 25 02  
THE EXCHANGE, SINGAPORE 049705  
PHONE + 65-536-1161, FAX 536-1171

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

TOKYO OFFICE  
INFINI AKASAKA, 8-7-15, AKASAKA, MINATO-KU  
TOKYO 107-0052, JAPAN  
PHONE +813-3423-3970, FAX 3423-3971



Licensing & Technical  
Analysis Branch

VIA FEDERAL EXPRESS

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

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

Ladies and Gentlemen:

Enclosed on behalf of Albany 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

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):  Albany Merger Sub, 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:

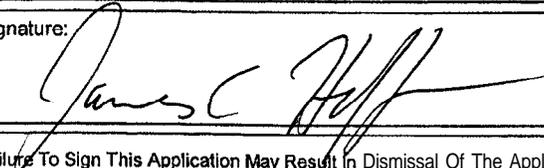
**Signature**

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

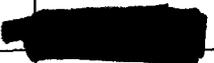
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

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):  Leap Wireless International, Inc.			3) Disclosable Interest Holder's TIN: 	
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)  D		6) Disclosable Interest Holder is a(n): ( ) (refer to instructions for list of codes)  C		7) Percent of Interest Held in Applicant:   100%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  C			9) Disclosable Interest Holder's Country of Citizenship:  USA	
10) 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)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Cricket Holdings, Inc.	Holding Co. for PCS		100%
Cricket Holdings Dayton, 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%
Columbus Merger Sub, Inc.	Holding Co. for PCS		100%
Macon Merger Sub, Inc.	Holding Co. for PCS		100%

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):  Qualcomm, Inc.			3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address:  6455 Lusk Boulevard, San Diego, California 92121				
5) Type of Interest in Applicant ( ) (refer to Instructions for list)  I		6) Disclosable Interest Holder is a(n): ( ) (refer to instructions for list of codas):  C		7) Percent of Interest Held in Applicant:  13.87%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  W			9) Disclosable Interest Holders Country of Citizenship:  USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from Indirect owner to the applicant): Disclosable Interest Holder holds warrants to purchase 13.87% of the outstanding stock of Applicant's parent company, Leap Wireless International, Inc.				

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

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
N/A			
			
			
		