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| <div>Form 5500</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> <div>Department of Labor<br/>Employee Benefits Security<br/>Administration</div> <div>Pension Benefit Guaranty Corporation</div> | <div>Annual Return/Report of Employee Benefit Plan</div> <div>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div> | <div>OMB Nos. 1210-0110<br/>1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div> |
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|                                                                                            |                                                                                                                                                                                                                                                                                    |
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| Part I                                                                                     | Annual Report Identification Information                                                                                                                                                                                                                                           |
| For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009 |                                                                                                                                                                                                                                                                                    |
| A This return/report is for:                                                               | <div><input type="checkbox"/> a multiemployer plan;</div> <div><input checked="" type="checkbox"/> a single-employer plan;</div> <div><input type="checkbox"/> a multiple-employer plan; or</div> <div><input type="checkbox"/> a DFE (specify) ____</div>                         |
| B This return/report is:                                                                   | <div><input type="checkbox"/> the first return/report;</div> <div><input type="checkbox"/> the final return/report;</div> <div><input type="checkbox"/> an amended return/report;</div> <div><input type="checkbox"/> a short plan year return/report (less than 12 months).</div> |
| C If the plan is a collectively-bargained plan, check here. . . . .                        | <input type="checkbox"/>                                                                                                                                                                                                                                                           |
| D Check box if filing under:                                                               | <div><input checked="" type="checkbox"/> Form 5558;</div> <div><input type="checkbox"/> automatic extension;</div> <div><input type="checkbox"/> the DFVC program;</div> <div><input type="checkbox"/> special extension (enter description)</div>                                 |

|                                                                                                                                                                                                                         |                                                        |
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| Part II                                                                                                                                                                                                                 | Basic Plan Information—enter all requested information |
| 1a Name of plan<br>CRICKET COMMUNICATIONS, INC. 401(K) PLAN                                                                                                                                                             | 1b Three-digit plan number (PN) ▶ 001                  |
|                                                                                                                                                                                                                         | 1c Effective date of plan<br>10/01/1998                |
| 2a Plan sponsor's name and address (employer, if for a single-employer plan)<br>(Address should include room or suite no.)<br>CRICKET COMMUNICATIONS, INC.<br><br>5887 COPLEY DRIVE<br>6TH FLOOR<br>SAN DIEGO, CA 92111 | 2b Employer Identification Number (EIN)<br>33-0879924  |
|                                                                                                                                                                                                                         | 2c Sponsor's telephone number<br>858-882-9117          |
|                                                                                                                                                                                                                         | 2d Business code (see instructions)<br>517000          |

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

|           |                                                   |            |                                                              |
|-----------|---------------------------------------------------|------------|--------------------------------------------------------------|
| SIGN HERE | Filed with authorized/valid electronic signature. | 10/14/2010 | LEONARD STEPHENS                                             |
|           | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| SIGN HERE |                                                   |            |                                                              |
|           | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
| SIGN HERE |                                                   |            |                                                              |
|           | Signature of DFE                                  | Date       | Enter name of individual signing as DFE                      |

|                                                                                                                                                                                      |                                                                                                               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address (if same as plan sponsor, enter "Same")<br>CRICKET COMMUNICATIONS, INC.<br><br>5887 COPLEY DRIVE<br>6TH FLOOR<br>SAN DIEGO, CA 92111 | <b>3b</b> Administrator's EIN<br>33-0879924<br><br><b>3c</b> Administrator's telephone number<br>858-882-9117 |
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|                                                                                                                                                                                                                                                      |                                                        |
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| <b>4</b> If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:<br><br><b>a</b> Sponsor's name<br>LEAP WIRELESS INTERNATIONAL | <b>4b</b> EIN<br>33-0879924<br><br><b>4c</b> PN<br>001 |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                              | <b>5</b> 3908                                          |
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                                               |                                                        |
| <b>a</b> Active participants.....                                                                                                                                                                                                                    | <b>6a</b> 4364                                         |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                                                                                                                   | <b>6b</b> 0                                            |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                                                                                                                    | <b>6c</b> 584                                          |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                                                             | <b>6d</b> 4948                                         |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                                                                                                                            | <b>6e</b> 6                                            |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                                                                              | <b>6f</b> 4954                                         |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....                                                                                                       | <b>6g</b> 4487                                         |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....                                                                                                           | <b>6h</b> 636                                          |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....                                                                                                                 | <b>7</b>                                               |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:  
 2E 2F 2G 2J 2K 2T 3D 3H

**b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

|                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                               |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**10** Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

**a Pension Schedules**

- (1) ☒ **R** (Retirement Plan Information)  
 (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary  
 (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

**b General Schedules**

- (1) ☒ **H** (Financial Information)  
 (2) ☐ **I** (Financial Information – Small Plan)  
 (3) ☐ **A** (Insurance Information)  
 (4) ☒ **C** (Service Provider Information)  
 (5) ☐ **D** (DFE/Participating Plan Information)  
 (6) ☐ **G** (Financial Transaction Schedules)

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        |                                                             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| <b>SCHEDULE C</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Service Provider Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                                           |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>2009</b>                                                 |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>This Form is Open to Public Inspection.</b>              |
| For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009                                                                                                                                |                                                                                                                                                                                                                        |                                                             |
| <b>A</b> Name of plan<br>CRICKET COMMUNICATIONS, INC. 401(K) PLAN                                                                                                                                                         |                                                                                                                                                                                                                        | <b>B</b> Three-digit plan number (PN) ▶ 001                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br>CRICKET COMMUNICATIONS, INC.                                                                                                                             |                                                                                                                                                                                                                        | <b>D</b> Employer Identification Number (EIN)<br>33-0879924 |

|               |                                                        |
|---------------|--------------------------------------------------------|
| <b>Part I</b> | <b>Service Provider Information (see instructions)</b> |
|---------------|--------------------------------------------------------|

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

**1 Information on Persons Receiving Only Eligible Indirect Compensation**

**a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

**b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
| FID.INV.INST.OPS.CO.                                                                                              |
| 04-2647786                                                                                                        |

|                                                                                                                  |
|------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation |
|                                                                                                                  |

|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
|                                                                                                                   |

|                                                                                                                  |
|------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation |
|                                                                                                                  |

|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
|                                                                                                                   |

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 64 37 65 60                   | RECORDKEEPER                                                                                             | 32900                                                                         | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                         | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                                   | 0                                                                                                                                                                                      | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                 |

**(a)** Enter name and EIN or address (see instructions)

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
|                               |                                                                                                          |                                                                               | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                    | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

**(a)** Enter name and EIN or address (see instructions)

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
|                               |                                                                                                          |                                                                               | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                    | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

**(a)** Enter name and EIN or address (see instructions)

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
|                                  |                                                                                                                      |                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

**(a)** Enter name and EIN or address (see instructions)

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
|                                  |                                                                                                                      |                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

**(a)** Enter name and EIN or address (see instructions)

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
|                                  |                                                                                                                      |                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

**Part I Service Provider Information (continued)**

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                                  | 60                                                                                                                                                                 | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| AF GRTH FUND AMER R4 - AMERICAN FUN<br><br>95-2566717               | 0.35%                                                                                                                                                              |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| FIDELITY INVESTMENTS INSTITUTIONAL                                  | 60                                                                                                                                                                 | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| DAVIS NY VENTURE A - BOSTON FINANCI<br><br>04-2526037               | 0.40%                                                                                                                                                              |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| FIDELITY INVESTMENTS INSTITUTIONAL                                  | 60                                                                                                                                                                 | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| DODGE AND COX INCOME - BOSTON FINA<br><br>04-2526037                | 0.08%                                                                                                                                                              |                                           |

**Part I Service Provider Information (continued)**

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| (a) Enter service provider name as it appears on line 2                      | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                                           | 60                                                                                                                                                                 | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation          | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| JANUS WORLDWIDE J - JANUS SERVICES<br><br>43-1804048                         | 0.33%                                                                                                                                                              |                                           |
| (a) Enter service provider name as it appears on line 2                      | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| FIDELITY INVESTMENTS INSTITUTIONAL                                           | 60                                                                                                                                                                 | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation          | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| MSIF VALUE P - JPMORGAN INVESTOR SE<br><br>22-2382028                        | 0.35%                                                                                                                                                              |                                           |
| (a) Enter service provider name as it appears on line 2                      | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| FIDELITY INVESTMENTS INSTITUTIONAL                                           | 60                                                                                                                                                                 | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation          | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| NB SOCIALLY RESP TR - STATE STREET<br>ONE LINCOLN STREET<br>BOSTON, MA 02111 | 0.35%                                                                                                                                                              |                                           |

**Part I Service Provider Information (continued)**

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                      | 60                                      | 0                                         |

| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| OAKMARK EQ AND INC I - BOSTON FIN<br><br>04-2526037                 | 0.35%                                                                                                                                                              |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                      | 60                                      | 0                                         |

| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| TEMPLETON GROWTH A - FRANKLIN TEMPL<br><br>94-3167260               | 0.35%                                                                                                                                                              |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
|                                                         |                                         |                                           |

| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                     |                                                                                                                                                                    |

**Part II Service Providers Who Fail or Refuse to Provide Information**

**4** Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|--------------------------------------------------------------------------|-------------------------------|-------------------------------------------------------------------------------------|
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |

**Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)**  
(complete as many entries as needed)

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN;       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN;       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                      |                                               |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br>Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | <b>Financial Information</b><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).<br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110                             |
|                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                      | <b>2009</b>                                   |
|                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                      | <b>This Form is Open to Public Inspection</b> |

|                                                                                                          |                                                                    |            |
|----------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------|
| For calendar plan year 2009 or fiscal plan year beginning <b>01/01/2009</b> and ending <b>12/31/2009</b> |                                                                    |            |
| <b>A</b> Name of plan<br><b>CRICKET COMMUNICATIONS, INC. 401(K) PLAN</b>                                 | <b>B</b> Three-digit plan number (PN) ►                            | <b>001</b> |
|                                                                                                          |                                                                    |            |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><b>CRICKET COMMUNICATIONS, INC.</b>     | <b>D</b> Employer Identification Number (EIN)<br><b>33-0879924</b> |            |

|               |                                      |
|---------------|--------------------------------------|
| <b>Part I</b> | <b>Asset and Liability Statement</b> |
|---------------|--------------------------------------|

**1** Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

| Assets                                                                                            |                 | (a) Beginning of Year | (b) End of Year |
|---------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>a</b> Total noninterest-bearing cash .....                                                     | <b>1a</b>       |                       |                 |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                      |                 |                       |                 |
| <b>(1)</b> Employer contributions .....                                                           | <b>1b(1)</b>    | 1865                  | 26676           |
| <b>(2)</b> Participant contributions .....                                                        | <b>1b(2)</b>    | 3779                  | 456381          |
| <b>(3)</b> Other.....                                                                             | <b>1b(3)</b>    |                       |                 |
| <b>c</b> General investments:                                                                     |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....  | <b>1c(1)</b>    | 3512859               | 3873948         |
| <b>(2)</b> U.S. Government securities.....                                                        | <b>1c(2)</b>    |                       |                 |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                           |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(3)(A)</b> |                       |                 |
| <b>(B)</b> All other.....                                                                         | <b>1c(3)(B)</b> |                       |                 |
| <b>(4)</b> Corporate stocks (other than employer securities):                                     |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(4)(A)</b> |                       |                 |
| <b>(B)</b> Common .....                                                                           | <b>1c(4)(B)</b> |                       |                 |
| <b>(5)</b> Partnership/joint venture interests .....                                              | <b>1c(5)</b>    |                       |                 |
| <b>(6)</b> Real estate (other than employer real property) .....                                  | <b>1c(6)</b>    |                       |                 |
| <b>(7)</b> Loans (other than to participants) .....                                               | <b>1c(7)</b>    |                       |                 |
| <b>(8)</b> Participant loans .....                                                                | <b>1c(8)</b>    | 1263349               | 2200395         |
| <b>(9)</b> Value of interest in common/collective trusts.....                                     | <b>1c(9)</b>    |                       |                 |
| <b>(10)</b> Value of interest in pooled separate accounts.....                                    | <b>1c(10)</b>   |                       |                 |
| <b>(11)</b> Value of interest in master trust investment accounts .....                           | <b>1c(11)</b>   |                       |                 |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                 | <b>1c(12)</b>   |                       |                 |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....        | <b>1c(13)</b>   | 34088345              | 59753844        |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>   |                       |                 |
| <b>(15)</b> Other .....                                                                           | <b>1c(15)</b>   |                       |                 |

| <b>1d</b> Employer-related investments:                              |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 38870197              | 66311244        |

**Liabilities**

|                                                                           |           |   |   |
|---------------------------------------------------------------------------|-----------|---|---|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |   |   |
| <b>h</b> Operating payables .....                                         | <b>1h</b> |   |   |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |   |   |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> |   |   |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 0 | 0 |

**Net Assets**

|                                                           |           |          |          |
|-----------------------------------------------------------|-----------|----------|----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 38870197 | 66311244 |
|-----------------------------------------------------------|-----------|----------|----------|

**Part II Income and Expense Statement**

**2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

**Income**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 4844221    |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 12537317   |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 1445596    |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 18827134  |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> | 23574      |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> |            |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> |            |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> |            |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> | 104589     |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> |            |           |
| (G) Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                                     | <b>2b(1)(G)</b> |            | 128163    |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> |            |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> |            |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> | 966466     |           |
| (D) Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                         | <b>2b(2)(D)</b> |            | 966466    |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> |            |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> |            |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            |           |

|                                                                                                   |                 | (a) Amount | (b) Total |
|---------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>2b</b> (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....              | <b>2b(5)(A)</b> |            |           |
| (B) Other .....                                                                                   | <b>2b(5)(B)</b> |            |           |
| (C) Total unrealized appreciation of assets.<br>Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....    | <b>2b(5)(C)</b> |            |           |
| (6) Net investment gain (loss) from common/collective trusts .....                                | <b>2b(6)</b>    |            |           |
| (7) Net investment gain (loss) from pooled separate accounts .....                                | <b>2b(7)</b>    |            |           |
| (8) Net investment gain (loss) from master trust investment accounts .....                        | <b>2b(8)</b>    |            |           |
| (9) Net investment gain (loss) from 103-12 investment entities .....                              | <b>2b(9)</b>    |            |           |
| (10) Net investment gain (loss) from registered investment<br>companies (e.g., mutual funds)..... | <b>2b(10)</b>   |            | 11393709  |
| <b>c</b> Other income.....                                                                        | <b>2c</b>       |            |           |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....           | <b>2d</b>       |            | 31315472  |

**Expenses**

|                                                                                            |              |         |         |
|--------------------------------------------------------------------------------------------|--------------|---------|---------|
| <b>e</b> Benefit payment and payments to provide benefits:                                 |              |         |         |
| (1) Directly to participants or beneficiaries, including direct rollovers .....            | <b>2e(1)</b> | 3845432 |         |
| (2) To insurance carriers for the provision of benefits .....                              | <b>2e(2)</b> |         |         |
| (3) Other .....                                                                            | <b>2e(3)</b> |         |         |
| (4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....                | <b>2e(4)</b> |         | 3845432 |
| <b>f</b> Corrective distributions (see instructions) .....                                 | <b>2f</b>    |         |         |
| <b>g</b> Certain deemed distributions of participant loans (see instructions).....         | <b>2g</b>    |         | -4358   |
| <b>h</b> Interest expense.....                                                             | <b>2h</b>    |         |         |
| <b>i</b> Administrative expenses: (1) Professional fees .....                              | <b>2i(1)</b> |         |         |
| (2) Contract administrator fees .....                                                      | <b>2i(2)</b> |         |         |
| (3) Investment advisory and management fees .....                                          | <b>2i(3)</b> |         |         |
| (4) Other .....                                                                            | <b>2i(4)</b> | 33351   |         |
| (5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....         | <b>2i(5)</b> |         | 33351   |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | <b>2j</b>    |         | 3874425 |

**Net Income and Reconciliation**

|                                                                               |              |  |          |
|-------------------------------------------------------------------------------|--------------|--|----------|
| <b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> ..... | <b>2k</b>    |  | 27441047 |
| <b>l</b> Transfers of assets:                                                 |              |  |          |
| (1) To this plan.....                                                         | <b>2l(1)</b> |  |          |
| (2) From this plan .....                                                      | <b>2l(2)</b> |  |          |

**Part III Accountant's Opinion**

**3** Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

**a** The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

**b** Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

**c** Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: JGD & ASSOCIATES

(2) EIN: 95-3132551

**d** The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

**Part IV Compliance Questions**

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

|                                                                                                                                                                                                                                                                                                                 | Yes | No | Amount  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|---------|
| <b>a</b> Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....                 |     | X  |         |
| <b>b</b> Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)..... |     | X  |         |
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....                                                                                                                            |     | X  |         |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....                                                                                                                  |     | X  |         |
| <b>e</b> Was this plan covered by a fidelity bond?.....                                                                                                                                                                                                                                                         | X   |    | 5000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                                                                                                         |     | X  |         |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                                                      |     | X  |         |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                                            |     | X  |         |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....                                                                                                                                                   | X   |    |         |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....                                                                                    |     | X  |         |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....                                                                                                                                              |     | X  |         |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                                                                                                              |     | X  |         |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....                                                                                                                                                                                     |     | X  |         |
| <b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....                                                                                                                        |     | X  |         |

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?  
If yes, enter the amount of any plan assets that reverted to the employer this year ..... ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

| 5b(1) Name of plan(s) | 5b(2) EIN(s) | 5b(3) PN(s) |
|-----------------------|--------------|-------------|
|                       |              |             |
|                       |              |             |
|                       |              |             |
|                       |              |             |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            | <b>2009</b>                                    |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            | <b>This Form is Open to Public Inspection.</b> |

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

|                                                                                                      |                                                                    |
|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>CRICKET COMMUNICATIONS, INC. 401(K) PLAN</u>                             | <b>B</b> Three-digit plan number (PN) ▶<br><u>001</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>CRICKET COMMUNICATIONS, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>33-0879924</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

All references to distributions relate only to payments of benefits during the plan year.

|                                                                                                                                                                                                                                                                    |          |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>0</u> |
| <b>2</b> Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):<br><br>EIN(s): <u>04-6568107</u> |          |          |
| Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.                                                                                                                                                                                                   |          |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> |          |

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part) |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                                         |                                                                                                                         |                             |                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|-----------------------------|------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                     | <input type="checkbox"/> Yes                                                                                            | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| If the plan is a defined benefit plan, go to line 8.                                                                                                                                                                                                    |                                                                                                                         |                             |                              |
| <b>5</b> If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____                        | If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule. |                             |                              |
| <b>6 a</b> Enter the minimum required contribution for this plan year .....                                                                                                                                                                             | <b>6a</b>                                                                                                               |                             |                              |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....                                                                                                                                                              | <b>6b</b>                                                                                                               |                             |                              |
| <b>c</b> Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....                                                                                                         | <b>6c</b>                                                                                                               |                             |                              |
| If you completed line 6c, skip lines 8 and 9.                                                                                                                                                                                                           |                                                                                                                         |                             |                              |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....                                                                                                                                                      | <input type="checkbox"/> Yes                                                                                            | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>8</b> If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... | <input type="checkbox"/> Yes                                                                                            | <input type="checkbox"/> No | <input type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                                |                                   |                                   |                               |                             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                              |                              |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....                                                       | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                    | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</b> If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                               | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2009  
v.092308.1

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

**13** Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</b> If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers ..... | <b>16b</b> |  |

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. .... ☐

**Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans**

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. .... ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

- a** Enter the percentage of plan assets held as:  
 Stock: \_\_\_\_\_% Investment-Grade Debt: \_\_\_\_\_% High-Yield Debt: \_\_\_\_\_% Real Estate: \_\_\_\_\_% Other: \_\_\_\_\_%
- b** Provide the average duration of the combined investment-grade and high-yield debt:  
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate item 19(b)?  
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): \_\_\_\_\_

CRICKET COMMUNICATIONS, INC. 401(K) PLAN

FINANCIAL REPORT

DECEMBER 31, 2009 AND 2008

CRICKET COMMUNICATIONS, INC. 401(K) PLAN

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All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are omitted because of the absence of conditions under which they are required.



*JGD & Associates* LLP  
CERTIFIED PUBLIC ACCOUNTANTS

www.JGDnet.com

## INDEPENDENT AUDITORS' REPORT

To the 401(k) Plan Committee of the  
Cricket Communications, Inc. 401(k) Plan  
San Diego, CA

We were engaged to audit the financial statements and supplemental schedule of the Cricket Communications, Inc. 401(k) Plan (the Plan) as of December 31, 2009 and 2008 and the years then ended, and the supplemental schedule as of December 31, 2009 as listed in the accompanying Table of Contents. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2009 and 2008 that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to express, and do not express, an opinion on the accompanying financial statements and schedule taken as a whole. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

September 29, 2010  
San Diego, California

*JGD & Associates LLP*

Cricket Communications, Inc. 401(k) Plan  
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS  
December 31, 2009 and 2008

|                                                  | <u>2009</u>                 | <u>2008</u>                 |
|--------------------------------------------------|-----------------------------|-----------------------------|
| <u>ASSETS</u>                                    |                             |                             |
| INVESTMENTS, AT FAIR VALUE (Notes 2, 3, 4 and 5) | \$ <u>65,828,187</u>        | \$ <u>38,864,553</u>        |
| RECEIVABLES                                      |                             |                             |
| Employer's contribution                          | 26,676                      | 1,865                       |
| Participants' contributions                      | <u>456,381</u>              | <u>3,779</u>                |
| Total receivables                                | <u>483,057</u>              | <u>5,644</u>                |
| Total assets                                     | <u>66,311,244</u>           | <u>38,870,197</u>           |
| NET ASSETS AVAILABLE FOR BENEFITS                | \$ <u><u>66,311,244</u></u> | \$ <u><u>38,870,197</u></u> |

The accompanying notes are an integral part of these financial statements.

Cricket Communications, Inc. 401(k) Plan  
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
Years ended December 31, 2009 and 2008

|                                                              | <u>2009</u>          | <u>2008</u>          |
|--------------------------------------------------------------|----------------------|----------------------|
| ADDITIONS TO (SUBTRACTIONS FROM)<br>NET ASSETS ATTRIBUTED TO |                      |                      |
| Investment income (loss) (Notes 2, 3, and 4)                 |                      |                      |
| Net appreciation (depreciation) in fair value of investments | \$ 11,393,710        | \$ (18,234,462)      |
| Dividends                                                    | 966,466              | 1,065,871            |
| Interest                                                     | <u>128,163</u>       | <u>167,648</u>       |
| Net investment income (loss)                                 | <u>12,488,339</u>    | <u>(17,000,943)</u>  |
| Contributions                                                |                      |                      |
| Employer's                                                   | 4,846,303            | 2,794,347            |
| Participants'                                                | 12,535,234           | 8,182,565            |
| Participant rollovers                                        | <u>1,445,596</u>     | <u>1,276,767</u>     |
| Total contributions                                          | <u>18,827,133</u>    | <u>12,253,679</u>    |
| Total additions (subtractions)                               | <u>31,315,472</u>    | <u>(4,747,264)</u>   |
| DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO                     |                      |                      |
| Benefits paid to participants                                | 3,841,074            | 2,517,100            |
| Administrative expenses                                      | <u>33,351</u>        | <u>18,454</u>        |
| Total deductions                                             | <u>3,874,425</u>     | <u>2,535,554</u>     |
| Net increase (decrease)                                      | 27,441,047           | (7,282,818)          |
| NET ASSETS AVAILABLE FOR BENEFITS                            |                      |                      |
| Beginning of year                                            | <u>38,870,197</u>    | <u>46,153,015</u>    |
| End of year                                                  | <u>\$ 66,311,244</u> | <u>\$ 38,870,197</u> |

The accompanying notes are an integral part of these financial statements.

Cricket Communications, Inc. 401(k) Plan  
NOTES TO THE FINANCIAL STATEMENTS  
December 31, 2009 and 2008

NOTE 1--DESCRIPTION OF PLAN

The following description of the Cricket Communications, Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General : The Plan, which was adopted on October 1, 1998, is a defined contribution plan covering substantially all employees of Cricket Communications, Inc. (the Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions : Participant salary reduction contributions: Participants may contribute up to 30% of pretax annual compensation, as defined by the Plan. Effective September 12, 2008, all employees are automatically enrolled into the Plan upon meeting eligibility requirements unless affirmatively elected otherwise at a rate of 3% of pretax annual compensation. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Such contributions are 100% vested and non-forfeitable. Participant contributions are subject to certain limitations.

Employer non-discretionary matching contributions: The Company makes non-discretionary matching contributions of 50% of each participant's contribution up to 6% of the participant's compensation per payroll. These contributions are subject to overall employer contribution limits and additions to individual participant account limits. Each participant vests in their employer contributions per the Plan's vesting schedule.

Employer discretionary matching contributions: The Company may make discretionary matching contributions of a percent, if any, to be determined annually based on a percentage of a participant's pre-tax contributions. The Company has not made any discretionary matching contributions for the years ended December 31, 2009 and 2008. Each participant vests in their employer contributions per the Plan's vesting schedule.

Employer profit-sharing contributions: The Company may make a profit-sharing contribution to the Plan in such amounts as may be determined by the Company's Board of Directors each plan year. The contributions would be allocated to a participant's account in the same ratio as the participant's compensation bears to total compensation of participants. The Company has not made profit-sharing contributions for the years ended December 31, 2009 and 2008.

Participant rollover contributions: The Plan allows participants to make rollover contributions from a qualified plan. Such contributions are 100% vested and non-forfeitable.

Eligibility to participate : Employees who have reached age eighteen are eligible to participate in the Plan as of the next succeeding entry date.

NOTE 1--DESCRIPTION OF PLAN (Continued)

Forfeitures : At December 31, 2009 and 2008, forfeited nonvested accounts held by the Plan totaled \$265,709 and \$11,329. These accounts will be used first to restore amounts forfeited by former participants who have returned to the Plan and who are entitled to restoration of their account balances. After all accounts have been restored, any excess forfeitures will be used to reduce future employer contributions and then to pay administrative expenses of the Plan. During 2009 and 2008, forfeited nonvested accounts totaling \$0 and \$220,246 were used to reduce employer contributions. Subsequent to the years ended 2009 and 2008, forfeitures totaling \$208,200 and \$0 were used to reduce employer contributions of \$234,876 and \$0 resulting in receivables of \$26,676 and \$1,865 at December 31, 2009 and 2008.

Participant accounts : All investments are directed by Plan participants. Upon enrollment in the Plan, a participant directs contributions in any of the available investment options. Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's salary reduction, rollover contributions, employer matching contributions, an allocation of the employer's profit-sharing contribution, if any, and plan earnings and is charged with an allocation of administrative expenses. Allocations are based on participant account balances, as defined by the Plan. The benefit to which a participant is entitled is equal to the vested portion of the participant's account.

Payment of benefits : A participant's vested account balance becomes distributable upon termination of service due to disability, retirement or death. Upon severance of employment for other than disability, retirement or death, benefits are paid to employees based on the amount allocated to their account multiplied by the vesting percentage at the time of termination. Amounts not vested at the time of termination are forfeited by the participant. The distribution shall be made to the participant or beneficiary in accordance with the election of the participant. Participants may defer receiving these benefits until their normal retirement age if their vested account balance exceeds \$1,000.

Participants may also elect to withdraw, in cash, certain vested amounts within the deferred contribution account to the extent necessary to meet a financial hardship, in accordance with the regulations and rulings of the Internal Revenue Code. After a withdrawal, a stipulated period of time must lapse, as defined by the Plan, before a participant can make additional deferred contributions.

Vesting : Participants are immediately vested in their rollover and participant salary reduction contributions plus actual earnings thereon. Company matching contributions and any earnings thereon are vested as follows:

| <u>Years of<br/>Service</u> | <u>Vested<br/>Interest</u> |
|-----------------------------|----------------------------|
| Less than 1                 | 0%                         |
| 1                           | 20%                        |
| 2                           | 40%                        |
| 3                           | 60%                        |
| 4                           | 80%                        |
| 5 or more                   | 100%                       |

#### NOTE 1--DESCRIPTION OF PLAN (Continued)

- Vesting (continued) : For vesting purposes, only a participant's whole year of service with the Company will be counted to compute the participant's years of service.
- Participants become fully vested upon termination for reason of retirement, death or disability, or if the Plan is terminated. Non-vested benefits are forfeited by participants upon termination for reasons other than normal retirement, death or disability.

#### NOTE 2--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

- Basis of accounting : The financial statements of the Plan are presented on the accrual basis of accounting.
- Administrative expenses : All administrative, accounting, legal and audit services of the Plan not offset by forfeitures are paid directly by the Company and are not reflected in the accompanying financial statements.
- Date of management's review : Subsequent events were evaluated through September 29, 2010, which is the date the financial statements were available to be issued.
- Estimates : The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.
- Investment valuation and income recognition : Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements.
- Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the plan's gains and losses on investments bought and sold as well as held during the year.
- Payment of benefits : Benefits are recorded when paid.

#### NOTE 3--CERTIFIED INVESTMENT INFORMATION

The following is a summary of the investment information regarding the Plan, included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from information prepared by Fidelity Management Trust Company, the custodian of the Plan, and furnished to the plan administrator. The plan administrator has obtained certifications from the custodian that the information is complete and accurate as of and for the years ended December 31, 2009 and 2008. Investment information is summarized as follows:

|                            | <u>2009</u>          | <u>2008</u>          |
|----------------------------|----------------------|----------------------|
| Investments, at fair value | \$ <u>65,828,187</u> | \$ <u>38,864,553</u> |

### NOTE 3--CERTIFIED INVESTMENT INFORMATION (Continued)

Changes in net assets certified by the custodian and not audited for the years ended December 31, 2009 and 2008, include the following:

|                                                              | <u>2009</u>   | <u>2008</u>     |
|--------------------------------------------------------------|---------------|-----------------|
| Net appreciation (depreciation) in fair value of investments | \$ 11,393,710 | \$ (18,234,462) |
| Dividends                                                    | 966,466       | 1,065,871       |
| Interest                                                     | 128,163       | 167,648         |
| Administrative expenses                                      | (33,351)      | (18,454)        |

### NOTE 4--INVESTMENTS

The Plan's investments are held in a trust fund. Investments that represent 5% or more of the Plan's net assets are separately identified below as of December 31:

|                                                                           | <u>2009</u>          | <u>2008</u>          |
|---------------------------------------------------------------------------|----------------------|----------------------|
| <b>Investments at Fair Value as Determined by<br/>Quoted Market Price</b> |                      |                      |
| Money Market Fund                                                         |                      |                      |
| Retirement Money Market Portfolio Fund                                    | \$ 3,873,948         | \$ 3,512,859         |
| Mutual Funds                                                              |                      |                      |
| Davis NY Venture Fund                                                     | 3,182,283            | 2,122,917            |
| Fidelity Contrafund                                                       | 7,821,538            | 5,207,327            |
| Fidelity Diversified International Fund                                   | 5,014,874            | 2,987,819            |
| Fidelity Export & Multinational Fund                                      | 3,390,162            | 1,988,882            |
| Fidelity Government Income Fund                                           | 5,092,196            | 4,376,287            |
| Oakmark Equity and Income I Fund                                          | 3,907,160            | 2,865,048            |
| Other Mutual Funds                                                        | <u>31,345,631</u>    | <u>14,540,065</u>    |
| Total investments, at fair value                                          | 63,627,792           | 37,601,204           |
| <b>Participant Loans</b>                                                  | <u>2,200,395</u>     | <u>1,263,349</u>     |
| Total investments                                                         | <u>\$ 65,828,187</u> | <u>\$ 38,864,553</u> |

During the years ended December 31, 2009 and 2008 the Plan's investments (including investments bought, sold and held during each year) appreciated (depreciated) in fair value by \$11,393,710 and \$(18,234,462) as follows:

|                                                                           | <u>2009</u>          | <u>2008</u>            |
|---------------------------------------------------------------------------|----------------------|------------------------|
| <b>Investments at Fair Value as Determined by<br/>Quoted Market Price</b> |                      |                        |
| Mutual Funds                                                              | \$ <u>11,393,710</u> | \$ <u>(18,234,462)</u> |
| Net change in fair value                                                  | <u>\$ 11,393,710</u> | <u>\$ (18,234,462)</u> |

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the years ended December 31, 2009 and 2008 are reported in net appreciation (depreciation) in fair value of investments.

## NOTE 5--FAIR VALUE MEASUREMENTS

The fair value measurement accounting literature establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of the fair value hierarchy and a description of the valuation methodologies used for assets measured at fair value are described below:

### *Level 1 Fair Value Measurements*

Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Mutual funds are valued at the quoted net asset value of the shares held by the Plan at year-end.

### *Level 2 Fair Value Measurements*

Inputs to the valuation methodology include (a) quoted prices for similar assets or liabilities in active markets, (b) quoted prices for identical or similar assets or liabilities in inactive markets, (c) inputs other than quoted prices that are observable for the asset or liability or (d) inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

### *Level 3 Fair Value Measurements*

Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Participant loans are valued at the amortized cost of the loans because the loans are secured by each respective participant's account balance.

The methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while plan management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009:

|                    | <u>Fair Value Measurement Using:</u> |                      |                |                     |
|--------------------|--------------------------------------|----------------------|----------------|---------------------|
|                    | <u>Fair Value</u>                    | <u>Level 1</u>       | <u>Level 2</u> | <u>Level 3</u>      |
| Mutual funds       | \$ 59,753,844                        | \$ 59,753,844        | \$ 0           | \$ 0                |
| Money market funds | 3,873,948                            | 3,873,948            | 0              | 0                   |
| Participant loans  | <u>2,200,395</u>                     | <u>0</u>             | <u>0</u>       | <u>2,200,395</u>    |
| Total              | \$ <u>65,828,187</u>                 | \$ <u>63,627,792</u> | \$ <u>0</u>    | \$ <u>2,200,395</u> |

## NOTE 5--FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2008:

|                    | <u>Fair Value Measurement Using:</u> |                      |                |                     |
|--------------------|--------------------------------------|----------------------|----------------|---------------------|
|                    | <u>Fair Value</u>                    | <u>Level 1</u>       | <u>Level 2</u> | <u>Level 3</u>      |
| Mutual funds       | \$ 34,088,345                        | \$ 34,088,345        | \$ 0           | \$ 0                |
| Money market funds | 3,512,859                            | 3,512,859            | 0              | 0                   |
| Participant loans  | <u>1,263,349</u>                     | <u>0</u>             | <u>0</u>       | <u>1,263,349</u>    |
| Total              | \$ <u>38,864,553</u>                 | \$ <u>37,601,204</u> | \$ <u>0</u>    | \$ <u>1,263,349</u> |

The following table sets forth a summary of changes in fair value of the Plan's level 3 assets for the year ended December 31, 2009:

|                                                   | <u>Participant<br/>Loans</u> |
|---------------------------------------------------|------------------------------|
| Balance at December 31, 2008                      | \$ 1,263,349                 |
| Realized gains (losses)                           | 0                            |
| Unrealized gains (losses)                         | 0                            |
| Purchases, sales, issuances and settlements (net) | <u>937,046</u>               |
| Balance at December 31, 2009                      | \$ <u>2,200,395</u>          |

The following table sets forth a summary of changes in fair value of the Plan's level 3 assets for the year ended December 31, 2008:

|                                                   | <u>Participant<br/>Loans</u> |
|---------------------------------------------------|------------------------------|
| Balance at December 31, 2007                      | \$ 1,081,748                 |
| Realized gains (losses)                           | 0                            |
| Unrealized gains (losses)                         | 0                            |
| Purchases, sales, issuances and settlements (net) | <u>181,601</u>               |
| Balance at December 31, 2008                      | \$ <u>1,263,349</u>          |

## NOTE 6--PARTICIPANT LOANS

The Plan permits participants to borrow funds from their accounts pursuant to limitations applied by ERISA. Generally, under these provisions, a participant may borrow, subject to the approval of the Plan's Administrative Committee, up to one-half of their vested account balance up to a maximum of \$50,000 less their largest outstanding note balance in the prior 12-month period. The loans are secured by the balance in the participant's account and bear interest at rates which approximate current market conditions. Principal and interest are paid ratably through payroll deductions.

At December 31, 2009 and 2008, all such notes receivable, which were administered and collected by the custodian, were current and reflected no defaults.

#### NOTE 7--PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

#### NOTE 8--TAX STATUS

As of December 31, 2009, an IRS determination letter has not been obtained for the Plan instrument as adopted, but an IRS "prototype" opinion letter dated March 31, 2008 has been obtained by Fidelity Management Trust Company, the custodian, regarding the original plan document. Although the Plan has been amended since receiving the IRS "prototype" opinion letter, the plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

#### NOTE 9--PARTY-IN-INTEREST TRANSACTIONS

Certain plan investments are shares of mutual funds and portfolios managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

#### NOTE 10--RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

## SUPPLEMENTARY INFORMATION

Cricket Communications, Inc. 401(k) Plan  
(EIN # 33-0879924) (Plan #001)  
Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
December 31, 2009

| (a) | (b)<br>Identity of issue, borrower,<br>lessor, or similar party | (c)<br>Description of investment including<br>maturity date, rate of interest,<br>collateral, par or maturity value | (d)<br>Cost | (e)<br>Current value |
|-----|-----------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|-------------|----------------------|
| *   | Retirement Money Market Portfolio Fund                          | Money Market Fund                                                                                                   | \$          | \$ 3,873,948         |
|     | American Funds Growth Fund                                      | Mutual Funds                                                                                                        |             | 2,989,732            |
|     | Davis NY Venture Fund                                           | Mutual Funds                                                                                                        |             | 3,182,283            |
|     | Dodge & Cox Income Fund                                         | Mutual Funds                                                                                                        |             | 1,115,973            |
| *   | Fidelity Cap Appreciation Fund                                  | Mutual Funds                                                                                                        |             | 1,073,903            |
| *   | Fidelity Contrafund                                             | Mutual Funds                                                                                                        |             | 7,821,538            |
| *   | Fidelity Diversified International Fund                         | Mutual Funds                                                                                                        |             | 5,014,874            |
| *   | Fidelity Equity Income Fund                                     | Mutual Funds                                                                                                        |             | 1,121,725            |
| *   | Fidelity Export & Multinational Fund                            | Mutual Funds                                                                                                        |             | 3,390,162            |
| *   | Fidelity Freedom 2000 Fund                                      | Mutual Funds                                                                                                        |             | 106,190              |
| *   | Fidelity Freedom 2005 Fund                                      | Mutual Funds                                                                                                        |             | 41,535               |
| *   | Fidelity Freedom 2010 Fund                                      | Mutual Funds                                                                                                        |             | 250,191              |
| *   | Fidelity Freedom 2015 Fund                                      | Mutual Funds                                                                                                        |             | 585,576              |
| *   | Fidelity Freedom 2020 Fund                                      | Mutual Funds                                                                                                        |             | 858,426              |
| *   | Fidelity Freedom 2025 Fund                                      | Mutual Funds                                                                                                        |             | 1,280,079            |
| *   | Fidelity Freedom 2030 Fund                                      | Mutual Funds                                                                                                        |             | 1,459,194            |
| *   | Fidelity Freedom 2035 Fund                                      | Mutual Funds                                                                                                        |             | 1,415,064            |
| *   | Fidelity Freedom 2040 Fund                                      | Mutual Funds                                                                                                        |             | 1,753,867            |
| *   | Fidelity Freedom 2045 Fund                                      | Mutual Funds                                                                                                        |             | 1,302,675            |
| *   | Fidelity Freedom 2050 Fund                                      | Mutual Funds                                                                                                        |             | 1,281,016            |
| *   | Fidelity Freedom Income Fund                                    | Mutual Funds                                                                                                        |             | 104,020              |
| *   | Fidelity Government Income Fund                                 | Mutual Funds                                                                                                        |             | 5,092,196            |

Cricket Communications, Inc. 401(k) Plan  
(EIN # 33-0879924) (Plan #001)  
Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (Continued)  
December 31, 2009

| (a) | (b)<br>Identity of issue, borrower,<br>lessor, or similar party | (c)<br>Description of investment including<br>maturity date, rate of interest,<br>collateral, par or maturity value | (d)<br>Cost | (e)<br>Current value |
|-----|-----------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|-------------|----------------------|
|     |                                                                 |                                                                                                                     |             |                      |
| *   | Fidelity Low Price Stock Fund                                   | Mutual Funds                                                                                                        |             | 1,976,985            |
| *   | Fidelity Mid Cap Stock Fund                                     | Mutual Funds                                                                                                        |             | 2,311,868            |
| *   | Fidelity Small Capital Stock Fund                               | Mutual Funds                                                                                                        |             | 1,529,171            |
| *   | Fidelity Strategic Income Fund                                  | Mutual Funds                                                                                                        |             | 38,756               |
| *   | Fidelity Value Fund                                             | Mutual Funds                                                                                                        |             | 2,321,722            |
|     | Morgan Stanley Institutional Fund Trust Value Advisor Fund      | Mutual Funds                                                                                                        |             | 326,664              |
|     | Neuberger Berman Socially Responsive Trust Fund                 | Mutual Funds                                                                                                        |             | 1,678,498            |
|     | Oakmark Equity and Income I Fund                                | Mutual Funds                                                                                                        |             | 3,907,160            |
| *   | Spartan Extended Market Index Fund                              | Mutual Funds                                                                                                        |             | 420,993              |
| *   | Spartan US EQ Index Fund                                        | Mutual Funds                                                                                                        |             | 350,341              |
|     | Templeton Growth Fund                                           | Mutual Funds                                                                                                        |             | 3,051,290            |
|     | Vanguard Small Cap Index Investment Fund                        | Mutual Funds                                                                                                        |             | 600,177              |
|     |                                                                 |                                                                                                                     |             |                      |
| *   | Participant Loans                                               | Interest rates range from 5.25% - 7.00%                                                                             | 0           | 2,200,395            |
|     | Total investments                                               |                                                                                                                     | \$ 0        | \$ 65,828,187        |

\* Indicates party-in-interest

In accordance with ERISA section 404(c), cost information is not required when reporting investments of an individual account plan that is participant or beneficiary directed.

CRICKET COMMUNICATIONS, INC. 401(K) PLAN

FINANCIAL REPORT

DECEMBER 31, 2009 AND 2008

CRICKET COMMUNICATIONS, INC. 401(K) PLAN

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All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are omitted because of the absence of conditions under which they are required.



*JGD & Associates* LLP  
CERTIFIED PUBLIC ACCOUNTANTS

www.JGDnet.com

## INDEPENDENT AUDITORS' REPORT

To the 401(k) Plan Committee of the  
Cricket Communications, Inc. 401(k) Plan  
San Diego, CA

We were engaged to audit the financial statements and supplemental schedule of the Cricket Communications, Inc. 401(k) Plan (the Plan) as of December 31, 2009 and 2008 and the years then ended, and the supplemental schedule as of December 31, 2009 as listed in the accompanying Table of Contents. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2009 and 2008 that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to express, and do not express, an opinion on the accompanying financial statements and schedule taken as a whole. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

September 29, 2010  
San Diego, California

*JGD & Associates LLP*

Cricket Communications, Inc. 401(k) Plan  
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS  
December 31, 2009 and 2008

|                                                  | <u>2009</u>                 | <u>2008</u>                 |
|--------------------------------------------------|-----------------------------|-----------------------------|
| <u>ASSETS</u>                                    |                             |                             |
| INVESTMENTS, AT FAIR VALUE (Notes 2, 3, 4 and 5) | \$ <u>65,828,187</u>        | \$ <u>38,864,553</u>        |
| RECEIVABLES                                      |                             |                             |
| Employer's contribution                          | 26,676                      | 1,865                       |
| Participants' contributions                      | <u>456,381</u>              | <u>3,779</u>                |
| Total receivables                                | <u>483,057</u>              | <u>5,644</u>                |
| Total assets                                     | <u>66,311,244</u>           | <u>38,870,197</u>           |
| NET ASSETS AVAILABLE FOR BENEFITS                | \$ <u><u>66,311,244</u></u> | \$ <u><u>38,870,197</u></u> |

The accompanying notes are an integral part of these financial statements.

Cricket Communications, Inc. 401(k) Plan  
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
Years ended December 31, 2009 and 2008

|                                                              | <u>2009</u>          | <u>2008</u>          |
|--------------------------------------------------------------|----------------------|----------------------|
| ADDITIONS TO (SUBTRACTIONS FROM)<br>NET ASSETS ATTRIBUTED TO |                      |                      |
| Investment income (loss) (Notes 2, 3, and 4)                 |                      |                      |
| Net appreciation (depreciation) in fair value of investments | \$ 11,393,710        | \$ (18,234,462)      |
| Dividends                                                    | 966,466              | 1,065,871            |
| Interest                                                     | <u>128,163</u>       | <u>167,648</u>       |
| Net investment income (loss)                                 | <u>12,488,339</u>    | <u>(17,000,943)</u>  |
| Contributions                                                |                      |                      |
| Employer's                                                   | 4,846,303            | 2,794,347            |
| Participants'                                                | 12,535,234           | 8,182,565            |
| Participant rollovers                                        | <u>1,445,596</u>     | <u>1,276,767</u>     |
| Total contributions                                          | <u>18,827,133</u>    | <u>12,253,679</u>    |
| Total additions (subtractions)                               | <u>31,315,472</u>    | <u>(4,747,264)</u>   |
| DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO                     |                      |                      |
| Benefits paid to participants                                | 3,841,074            | 2,517,100            |
| Administrative expenses                                      | <u>33,351</u>        | <u>18,454</u>        |
| Total deductions                                             | <u>3,874,425</u>     | <u>2,535,554</u>     |
| Net increase (decrease)                                      | 27,441,047           | (7,282,818)          |
| NET ASSETS AVAILABLE FOR BENEFITS                            |                      |                      |
| Beginning of year                                            | <u>38,870,197</u>    | <u>46,153,015</u>    |
| End of year                                                  | <u>\$ 66,311,244</u> | <u>\$ 38,870,197</u> |

The accompanying notes are an integral part of these financial statements.

Cricket Communications, Inc. 401(k) Plan  
NOTES TO THE FINANCIAL STATEMENTS  
December 31, 2009 and 2008

NOTE 1--DESCRIPTION OF PLAN

The following description of the Cricket Communications, Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General : The Plan, which was adopted on October 1, 1998, is a defined contribution plan covering substantially all employees of Cricket Communications, Inc. (the Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions : Participant salary reduction contributions: Participants may contribute up to 30% of pretax annual compensation, as defined by the Plan. Effective September 12, 2008, all employees are automatically enrolled into the Plan upon meeting eligibility requirements unless affirmatively elected otherwise at a rate of 3% of pretax annual compensation. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Such contributions are 100% vested and non-forfeitable. Participant contributions are subject to certain limitations.

Employer non-discretionary matching contributions: The Company makes non-discretionary matching contributions of 50% of each participant's contribution up to 6% of the participant's compensation per payroll. These contributions are subject to overall employer contribution limits and additions to individual participant account limits. Each participant vests in their employer contributions per the Plan's vesting schedule.

Employer discretionary matching contributions: The Company may make discretionary matching contributions of a percent, if any, to be determined annually based on a percentage of a participant's pre-tax contributions. The Company has not made any discretionary matching contributions for the years ended December 31, 2009 and 2008. Each participant vests in their employer contributions per the Plan's vesting schedule.

Employer profit-sharing contributions: The Company may make a profit-sharing contribution to the Plan in such amounts as may be determined by the Company's Board of Directors each plan year. The contributions would be allocated to a participant's account in the same ratio as the participant's compensation bears to total compensation of participants. The Company has not made profit-sharing contributions for the years ended December 31, 2009 and 2008.

Participant rollover contributions: The Plan allows participants to make rollover contributions from a qualified plan. Such contributions are 100% vested and non-forfeitable.

Eligibility to participate : Employees who have reached age eighteen are eligible to participate in the Plan as of the next succeeding entry date.

NOTE 1--DESCRIPTION OF PLAN (Continued)

Forfeitures : At December 31, 2009 and 2008, forfeited nonvested accounts held by the Plan totaled \$265,709 and \$11,329. These accounts will be used first to restore amounts forfeited by former participants who have returned to the Plan and who are entitled to restoration of their account balances. After all accounts have been restored, any excess forfeitures will be used to reduce future employer contributions and then to pay administrative expenses of the Plan. During 2009 and 2008, forfeited nonvested accounts totaling \$0 and \$220,246 were used to reduce employer contributions. Subsequent to the years ended 2009 and 2008, forfeitures totaling \$208,200 and \$0 were used to reduce employer contributions of \$234,876 and \$0 resulting in receivables of \$26,676 and \$1,865 at December 31, 2009 and 2008.

Participant accounts : All investments are directed by Plan participants. Upon enrollment in the Plan, a participant directs contributions in any of the available investment options. Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's salary reduction, rollover contributions, employer matching contributions, an allocation of the employer's profit-sharing contribution, if any, and plan earnings and is charged with an allocation of administrative expenses. Allocations are based on participant account balances, as defined by the Plan. The benefit to which a participant is entitled is equal to the vested portion of the participant's account.

Payment of benefits : A participant's vested account balance becomes distributable upon termination of service due to disability, retirement or death. Upon severance of employment for other than disability, retirement or death, benefits are paid to employees based on the amount allocated to their account multiplied by the vesting percentage at the time of termination. Amounts not vested at the time of termination are forfeited by the participant. The distribution shall be made to the participant or beneficiary in accordance with the election of the participant. Participants may defer receiving these benefits until their normal retirement age if their vested account balance exceeds \$1,000.

Participants may also elect to withdraw, in cash, certain vested amounts within the deferred contribution account to the extent necessary to meet a financial hardship, in accordance with the regulations and rulings of the Internal Revenue Code. After a withdrawal, a stipulated period of time must lapse, as defined by the Plan, before a participant can make additional deferred contributions.

Vesting : Participants are immediately vested in their rollover and participant salary reduction contributions plus actual earnings thereon. Company matching contributions and any earnings thereon are vested as follows:

| <u>Years of<br/>Service</u> | <u>Vested<br/>Interest</u> |
|-----------------------------|----------------------------|
| Less than 1                 | 0%                         |
| 1                           | 20%                        |
| 2                           | 40%                        |
| 3                           | 60%                        |
| 4                           | 80%                        |
| 5 or more                   | 100%                       |

#### NOTE 1--DESCRIPTION OF PLAN (Continued)

- Vesting (continued) : For vesting purposes, only a participant's whole year of service with the Company will be counted to compute the participant's years of service.
- Participants become fully vested upon termination for reason of retirement, death or disability, or if the Plan is terminated. Non-vested benefits are forfeited by participants upon termination for reasons other than normal retirement, death or disability.

#### NOTE 2--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

- Basis of accounting : The financial statements of the Plan are presented on the accrual basis of accounting.
- Administrative expenses : All administrative, accounting, legal and audit services of the Plan not offset by forfeitures are paid directly by the Company and are not reflected in the accompanying financial statements.
- Date of management's review : Subsequent events were evaluated through September 29, 2010, which is the date the financial statements were available to be issued.
- Estimates : The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.
- Investment valuation and income recognition : Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements.
- Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the plan's gains and losses on investments bought and sold as well as held during the year.
- Payment of benefits : Benefits are recorded when paid.

#### NOTE 3--CERTIFIED INVESTMENT INFORMATION

The following is a summary of the investment information regarding the Plan, included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from information prepared by Fidelity Management Trust Company, the custodian of the Plan, and furnished to the plan administrator. The plan administrator has obtained certifications from the custodian that the information is complete and accurate as of and for the years ended December 31, 2009 and 2008. Investment information is summarized as follows:

|                            | <u>2009</u>          | <u>2008</u>          |
|----------------------------|----------------------|----------------------|
| Investments, at fair value | \$ <u>65,828,187</u> | \$ <u>38,864,553</u> |

### NOTE 3--CERTIFIED INVESTMENT INFORMATION (Continued)

Changes in net assets certified by the custodian and not audited for the years ended December 31, 2009 and 2008, include the following:

|                                                              | <u>2009</u>   | <u>2008</u>     |
|--------------------------------------------------------------|---------------|-----------------|
| Net appreciation (depreciation) in fair value of investments | \$ 11,393,710 | \$ (18,234,462) |
| Dividends                                                    | 966,466       | 1,065,871       |
| Interest                                                     | 128,163       | 167,648         |
| Administrative expenses                                      | (33,351)      | (18,454)        |

### NOTE 4--INVESTMENTS

The Plan's investments are held in a trust fund. Investments that represent 5% or more of the Plan's net assets are separately identified below as of December 31:

|                                                                           | <u>2009</u>          | <u>2008</u>          |
|---------------------------------------------------------------------------|----------------------|----------------------|
| <b>Investments at Fair Value as Determined by<br/>Quoted Market Price</b> |                      |                      |
| Money Market Fund                                                         |                      |                      |
| Retirement Money Market Portfolio Fund                                    | \$ 3,873,948         | \$ 3,512,859         |
| Mutual Funds                                                              |                      |                      |
| Davis NY Venture Fund                                                     | 3,182,283            | 2,122,917            |
| Fidelity Contrafund                                                       | 7,821,538            | 5,207,327            |
| Fidelity Diversified International Fund                                   | 5,014,874            | 2,987,819            |
| Fidelity Export & Multinational Fund                                      | 3,390,162            | 1,988,882            |
| Fidelity Government Income Fund                                           | 5,092,196            | 4,376,287            |
| Oakmark Equity and Income I Fund                                          | 3,907,160            | 2,865,048            |
| Other Mutual Funds                                                        | <u>31,345,631</u>    | <u>14,540,065</u>    |
| Total investments, at fair value                                          | 63,627,792           | 37,601,204           |
| <b>Participant Loans</b>                                                  | <u>2,200,395</u>     | <u>1,263,349</u>     |
| Total investments                                                         | <u>\$ 65,828,187</u> | <u>\$ 38,864,553</u> |

During the years ended December 31, 2009 and 2008 the Plan's investments (including investments bought, sold and held during each year) appreciated (depreciated) in fair value by \$11,393,710 and \$(18,234,462) as follows:

|                                                                           | <u>2009</u>          | <u>2008</u>            |
|---------------------------------------------------------------------------|----------------------|------------------------|
| <b>Investments at Fair Value as Determined by<br/>Quoted Market Price</b> |                      |                        |
| Mutual Funds                                                              | \$ <u>11,393,710</u> | \$ <u>(18,234,462)</u> |
| Net change in fair value                                                  | <u>\$ 11,393,710</u> | <u>\$ (18,234,462)</u> |

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the years ended December 31, 2009 and 2008 are reported in net appreciation (depreciation) in fair value of investments.

## NOTE 5--FAIR VALUE MEASUREMENTS

The fair value measurement accounting literature establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of the fair value hierarchy and a description of the valuation methodologies used for assets measured at fair value are described below:

### *Level 1 Fair Value Measurements*

Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Mutual funds are valued at the quoted net asset value of the shares held by the Plan at year-end.

### *Level 2 Fair Value Measurements*

Inputs to the valuation methodology include (a) quoted prices for similar assets or liabilities in active markets, (b) quoted prices for identical or similar assets or liabilities in inactive markets, (c) inputs other than quoted prices that are observable for the asset or liability or (d) inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

### *Level 3 Fair Value Measurements*

Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Participant loans are valued at the amortized cost of the loans because the loans are secured by each respective participant's account balance.

The methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while plan management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009:

|                    | <u>Fair Value Measurement Using:</u> |                      |                |                     |
|--------------------|--------------------------------------|----------------------|----------------|---------------------|
|                    | <u>Fair Value</u>                    | <u>Level 1</u>       | <u>Level 2</u> | <u>Level 3</u>      |
| Mutual funds       | \$ 59,753,844                        | \$ 59,753,844        | \$ 0           | \$ 0                |
| Money market funds | 3,873,948                            | 3,873,948            | 0              | 0                   |
| Participant loans  | <u>2,200,395</u>                     | <u>0</u>             | <u>0</u>       | <u>2,200,395</u>    |
| Total              | \$ <u>65,828,187</u>                 | \$ <u>63,627,792</u> | \$ <u>0</u>    | \$ <u>2,200,395</u> |

## NOTE 5--FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2008:

|                    | <u>Fair Value Measurement Using:</u> |                      |                |                     |
|--------------------|--------------------------------------|----------------------|----------------|---------------------|
|                    | <u>Fair Value</u>                    | <u>Level 1</u>       | <u>Level 2</u> | <u>Level 3</u>      |
| Mutual funds       | \$ 34,088,345                        | \$ 34,088,345        | \$ 0           | \$ 0                |
| Money market funds | 3,512,859                            | 3,512,859            | 0              | 0                   |
| Participant loans  | <u>1,263,349</u>                     | <u>0</u>             | <u>0</u>       | <u>1,263,349</u>    |
| Total              | \$ <u>38,864,553</u>                 | \$ <u>37,601,204</u> | \$ <u>0</u>    | \$ <u>1,263,349</u> |

The following table sets forth a summary of changes in fair value of the Plan's level 3 assets for the year ended December 31, 2009:

|                                                   | <u>Participant<br/>Loans</u> |
|---------------------------------------------------|------------------------------|
| Balance at December 31, 2008                      | \$ 1,263,349                 |
| Realized gains (losses)                           | 0                            |
| Unrealized gains (losses)                         | 0                            |
| Purchases, sales, issuances and settlements (net) | <u>937,046</u>               |
| Balance at December 31, 2009                      | \$ <u>2,200,395</u>          |

The following table sets forth a summary of changes in fair value of the Plan's level 3 assets for the year ended December 31, 2008:

|                                                   | <u>Participant<br/>Loans</u> |
|---------------------------------------------------|------------------------------|
| Balance at December 31, 2007                      | \$ 1,081,748                 |
| Realized gains (losses)                           | 0                            |
| Unrealized gains (losses)                         | 0                            |
| Purchases, sales, issuances and settlements (net) | <u>181,601</u>               |
| Balance at December 31, 2008                      | \$ <u>1,263,349</u>          |

## NOTE 6--PARTICIPANT LOANS

The Plan permits participants to borrow funds from their accounts pursuant to limitations applied by ERISA. Generally, under these provisions, a participant may borrow, subject to the approval of the Plan's Administrative Committee, up to one-half of their vested account balance up to a maximum of \$50,000 less their largest outstanding note balance in the prior 12-month period. The loans are secured by the balance in the participant's account and bear interest at rates which approximate current market conditions. Principal and interest are paid ratably through payroll deductions.

At December 31, 2009 and 2008, all such notes receivable, which were administered and collected by the custodian, were current and reflected no defaults.

#### NOTE 7--PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

#### NOTE 8--TAX STATUS

As of December 31, 2009, an IRS determination letter has not been obtained for the Plan instrument as adopted, but an IRS "prototype" opinion letter dated March 31, 2008 has been obtained by Fidelity Management Trust Company, the custodian, regarding the original plan document. Although the Plan has been amended since receiving the IRS "prototype" opinion letter, the plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

#### NOTE 9--PARTY-IN-INTEREST TRANSACTIONS

Certain plan investments are shares of mutual funds and portfolios managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

#### NOTE 10--RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

## SUPPLEMENTARY INFORMATION

Cricket Communications, Inc. 401(k) Plan  
(EIN # 33-0879924) (Plan #001)  
Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
December 31, 2009

| (a) | (b)<br>Identity of issue, borrower,<br>lessor, or similar party | (c)<br>Description of investment including<br>maturity date, rate of interest,<br>collateral, par or maturity value | (d)<br>Cost | (e)<br>Current value |
|-----|-----------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|-------------|----------------------|
| *   | Retirement Money Market Portfolio Fund                          | Money Market Fund                                                                                                   | \$          | \$ 3,873,948         |
|     | American Funds Growth Fund                                      | Mutual Funds                                                                                                        |             | 2,989,732            |
|     | Davis NY Venture Fund                                           | Mutual Funds                                                                                                        |             | 3,182,283            |
|     | Dodge & Cox Income Fund                                         | Mutual Funds                                                                                                        |             | 1,115,973            |
| *   | Fidelity Cap Appreciation Fund                                  | Mutual Funds                                                                                                        |             | 1,073,903            |
| *   | Fidelity Contrafund                                             | Mutual Funds                                                                                                        |             | 7,821,538            |
| *   | Fidelity Diversified International Fund                         | Mutual Funds                                                                                                        |             | 5,014,874            |
| *   | Fidelity Equity Income Fund                                     | Mutual Funds                                                                                                        |             | 1,121,725            |
| *   | Fidelity Export & Multinational Fund                            | Mutual Funds                                                                                                        |             | 3,390,162            |
| *   | Fidelity Freedom 2000 Fund                                      | Mutual Funds                                                                                                        |             | 106,190              |
| *   | Fidelity Freedom 2005 Fund                                      | Mutual Funds                                                                                                        |             | 41,535               |
| *   | Fidelity Freedom 2010 Fund                                      | Mutual Funds                                                                                                        |             | 250,191              |
| *   | Fidelity Freedom 2015 Fund                                      | Mutual Funds                                                                                                        |             | 585,576              |
| *   | Fidelity Freedom 2020 Fund                                      | Mutual Funds                                                                                                        |             | 858,426              |
| *   | Fidelity Freedom 2025 Fund                                      | Mutual Funds                                                                                                        |             | 1,280,079            |
| *   | Fidelity Freedom 2030 Fund                                      | Mutual Funds                                                                                                        |             | 1,459,194            |
| *   | Fidelity Freedom 2035 Fund                                      | Mutual Funds                                                                                                        |             | 1,415,064            |
| *   | Fidelity Freedom 2040 Fund                                      | Mutual Funds                                                                                                        |             | 1,753,867            |
| *   | Fidelity Freedom 2045 Fund                                      | Mutual Funds                                                                                                        |             | 1,302,675            |
| *   | Fidelity Freedom 2050 Fund                                      | Mutual Funds                                                                                                        |             | 1,281,016            |
| *   | Fidelity Freedom Income Fund                                    | Mutual Funds                                                                                                        |             | 104,020              |
| *   | Fidelity Government Income Fund                                 | Mutual Funds                                                                                                        |             | 5,092,196            |

Cricket Communications, Inc. 401(k) Plan  
(EIN # 33-0879924) (Plan #001)  
Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (Continued)  
December 31, 2009

| (a) | (b)<br>Identity of issue, borrower,<br>lessor, or similar party | (c)<br>Description of investment including<br>maturity date, rate of interest,<br>collateral, par or maturity value | (d)<br>Cost | (e)<br>Current value |
|-----|-----------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|-------------|----------------------|
|     |                                                                 |                                                                                                                     |             |                      |
| *   | Fidelity Low Price Stock Fund                                   | Mutual Funds                                                                                                        |             | 1,976,985            |
| *   | Fidelity Mid Cap Stock Fund                                     | Mutual Funds                                                                                                        |             | 2,311,868            |
| *   | Fidelity Small Capital Stock Fund                               | Mutual Funds                                                                                                        |             | 1,529,171            |
| *   | Fidelity Strategic Income Fund                                  | Mutual Funds                                                                                                        |             | 38,756               |
| *   | Fidelity Value Fund                                             | Mutual Funds                                                                                                        |             | 2,321,722            |
|     | Morgan Stanley Institutional Fund Trust Value Advisor Fund      | Mutual Funds                                                                                                        |             | 326,664              |
|     | Neuberger Berman Socially Responsive Trust Fund                 | Mutual Funds                                                                                                        |             | 1,678,498            |
|     | Oakmark Equity and Income I Fund                                | Mutual Funds                                                                                                        |             | 3,907,160            |
| *   | Spartan Extended Market Index Fund                              | Mutual Funds                                                                                                        |             | 420,993              |
| *   | Spartan US EQ Index Fund                                        | Mutual Funds                                                                                                        |             | 350,341              |
|     | Templeton Growth Fund                                           | Mutual Funds                                                                                                        |             | 3,051,290            |
|     | Vanguard Small Cap Index Investment Fund                        | Mutual Funds                                                                                                        |             | 600,177              |
|     |                                                                 |                                                                                                                     |             |                      |
| *   | Participant Loans                                               | Interest rates range from 5.25% - 7.00%                                                                             | 0           | 2,200,395            |
|     | Total investments                                               |                                                                                                                     | \$ 0        | \$ 65,828,187        |

\* Indicates party-in-interest

In accordance with ERISA section 404(c), cost information is not required when reporting investments of an individual account plan that is participant or beneficiary directed.

Cricket Communications, Inc. 401(k) Plan  
(EIN # 33-0879924) (Plan #001)  
Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
December 31, 2009

| (a)                                                      | (b)                                                                                                          | (c)  | (d)           | (e)       |
|----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|------|---------------|-----------|
| Identity of issue, borrower,<br>lessor, or similar party | Description of investment including<br>maturity date, rate of interest,<br>collateral, par or maturity value | Cost | Current value |           |
| *                                                        | Retirement Money Market Portfolio Fund                                                                       | \$   | \$            | 3,873,948 |
|                                                          | American Funds Growth Fund                                                                                   |      |               | 2,989,732 |
|                                                          | Davis NY Venture Fund                                                                                        |      |               | 3,182,283 |
|                                                          | Dodge & Cox Income Fund                                                                                      |      |               | 1,115,973 |
| *                                                        | Fidelity Cap Appreciation Fund                                                                               |      |               | 1,073,903 |
| *                                                        | Fidelity Contrafund                                                                                          |      |               | 7,821,538 |
| *                                                        | Fidelity Diversified International Fund                                                                      |      |               | 5,014,874 |
| *                                                        | Fidelity Equity Income Fund                                                                                  |      |               | 1,121,725 |
| *                                                        | Fidelity Export & Multinational Fund                                                                         |      |               | 3,390,162 |
| *                                                        | Fidelity Freedom 2000 Fund                                                                                   |      |               | 106,190   |
| *                                                        | Fidelity Freedom 2005 Fund                                                                                   |      |               | 41,535    |
| *                                                        | Fidelity Freedom 2010 Fund                                                                                   |      |               | 250,191   |
| *                                                        | Fidelity Freedom 2015 Fund                                                                                   |      |               | 585,576   |
| *                                                        | Fidelity Freedom 2020 Fund                                                                                   |      |               | 858,426   |
| *                                                        | Fidelity Freedom 2025 Fund                                                                                   |      |               | 1,280,079 |
| *                                                        | Fidelity Freedom 2030 Fund                                                                                   |      |               | 1,459,194 |
| *                                                        | Fidelity Freedom 2035 Fund                                                                                   |      |               | 1,415,064 |
| *                                                        | Fidelity Freedom 2040 Fund                                                                                   |      |               | 1,753,867 |
| *                                                        | Fidelity Freedom 2045 Fund                                                                                   |      |               | 1,302,675 |
| *                                                        | Fidelity Freedom 2050 Fund                                                                                   |      |               | 1,281,016 |
| *                                                        | Fidelity Freedom Income Fund                                                                                 |      |               | 104,020   |
| *                                                        | Fidelity Government Income Fund                                                                              |      |               | 5,092,196 |

Cricket Communications, Inc. 401(k) Plan  
(EIN # 33-0879924) (Plan #001)  
Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (Continued)  
December 31, 2009

| (a)                                                      | (b)                                                                                                          | (c)                                     | (d)           | (e)           |
|----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|-----------------------------------------|---------------|---------------|
| Identity of issue, borrower,<br>lessor, or similar party | Description of investment including<br>maturity date, rate of interest,<br>collateral, par or maturity value | Cost                                    | Current value |               |
| *                                                        | Fidelity Low Price Stock Fund                                                                                | Mutual Funds                            |               | 1,976,985     |
| *                                                        | Fidelity Mid Cap Stock Fund                                                                                  | Mutual Funds                            |               | 2,311,868     |
| *                                                        | Fidelity Small Capital Stock Fund                                                                            | Mutual Funds                            |               | 1,529,171     |
| *                                                        | Fidelity Strategic Income Fund                                                                               | Mutual Funds                            |               | 38,756        |
| *                                                        | Fidelity Value Fund                                                                                          | Mutual Funds                            |               | 2,321,722     |
|                                                          | Morgan Stanley Institutional Fund Trust Value Advisor Fund                                                   | Mutual Funds                            |               | 326,664       |
|                                                          | Neuberger Berman Socially Responsive Trust Fund                                                              | Mutual Funds                            |               | 1,678,498     |
|                                                          | Oakmark Equity and Income I Fund                                                                             | Mutual Funds                            |               | 3,907,160     |
| *                                                        | Spartan Extended Market Index Fund                                                                           | Mutual Funds                            |               | 420,993       |
| *                                                        | Spartan US EQ Index Fund                                                                                     | Mutual Funds                            |               | 350,341       |
|                                                          | Templeton Growth Fund                                                                                        | Mutual Funds                            |               | 3,051,290     |
|                                                          | Vanguard Small Cap Index Investment Fund                                                                     | Mutual Funds                            |               | 600,177       |
| *                                                        | Participant Loans                                                                                            | Interest rates range from 5.25% - 7.00% | 0             | 2,200,395     |
|                                                          | Total investments                                                                                            | \$                                      | 0             | \$ 65,828,187 |

\* Indicates party-in-interest

In accordance with ERISA section 404(c), cost information is not required when reporting investments of an individual account plan that is participant or beneficiary directed.