



In 2004, a reinvigorated Leap successfully completed its financial restructuring and emerged as a dynamic business with substantial financial resources to support future growth. Our greatest assets include a growing, scalable business with approximately 1.6 million Cricket® customers and an energized, committed group of employees led by a seasoned management team.

In 2005, we are expanding the power of our business model with exciting new products, a renewed customer focus and a revitalized Cricket brand. As we look forward, we expect to further improve our financial and operational performance, while strategically expanding our market presence to create increased shareholder value.

Doug Hutcheson
President and Chief Executive Officer



UNLIMITED VALUES

A DIFFERENT KIND OF WIRELESS COMPANY



155 million

Our cost structure enables us to offer value-added services like text messaging on an unlimited basis. Result: By the end of 2004, Cricket customers sent nearly 155 million text messages, making Cricket the 5th largest producer of intercarrier text messaging traffic.⁽²⁾⁽³⁾

EFFICIENT CASH GENERATION

70 cents: Each new dollar of service revenue generated from the growth of core voice services in existing markets currently delivers approximately 70 cents, before customer acquisition costs, to EBITDA.



1,500: The average number of minutes Cricket® customers talk each month, more than double the industry average of approximately 700 minutes per month. **93%**: The number of Cricket customers who say they use Cricket as their primary phone, compared to 49% of other carriers' subscribers. **52%**: The number of Cricket customers who have "cut the cord" and do not have a traditional phone at home, compared to just six percent of other wireless carriers' customers.⁽¹⁾⁽²⁾

SUPERIOR NETWORK QUALITY

• 1st or 2nd: As a result of our superior network performance, Cricket regularly ranked first or second in network quality within its core footprint, according to independent third-party testing.

• 99: Out of every 100 calls Cricket customers made, less than 1 was dropped—a notable achievement in the wireless industry.



TEXT ALL YOU WANT



57.75 seconds: The pending Guinness record for the world's fastest text message, as keyed by high school junior and Cricket customer Ben Cook of Salt Lake City. The message: "The razor-toothed piranhas of the genera Serrasalmus and Pygocentrus are the most ferocious freshwater fish in the world. In reality they seldom attack a human."

UNLIMITED APPEAL

Young

59% of Cricket customers are under 35, compared to 38% of other wireless carriers' customers.⁽¹⁾

Value
Driven

The average annual income of Cricket customers is approximately \$35,000, compared to \$55,000 for other wireless carriers.⁽¹⁾

Ethnically
Diverse

46%

of Cricket customers are Hispanic, African-American, Asian or from other ethnic groups, compared to 15% of other wireless carriers' subscribers.⁽¹⁾

COMPETITIVE COST STRUCTURE

1/3: In 2004, Leap delivered adjusted EBITDA margins on par with the rest of the industry on an ARPU that was 1/3 lower—a testament to our industry-leading cost structure.⁽²⁾

2.5¢: With a revenue yield of approximately 2.5 cents per minute, we sell airtime for less than it costs the rest of the wireless industry, on average, to produce it.⁽²⁾

A message from our CEO

2004

was a landmark year for Leap. We firmly established our company as a high-value, low-cost leader in the wireless industry. We improved our cost structure, completed our financial restructuring, significantly strengthened our cash reserves and emerged with a solid platform for further expansion. Today, Leap is poised for significant growth designed to deliver improved shareholder value. In 2005, we intend to build upon the fundamental strengths of our business to increase customer penetration, improve operating margins and generate greater cash flow from our existing markets. And to gain additional scale over the coming years, we plan to continue the development of regional market clusters that further enhance our operations.

Throughout this important transitional year, the value proposition of Leap's flagship Cricket service has remained distinct in today's wireless marketplace. In 2004, Leap added approximately 97,000 net new customers, ending the year with approximately 1.6 million Cricket customers ranging from New York to California. Based on the success of our customer loyalty initiatives, we reduced churn in 2004 to 3.9 percent, down from 4.4 percent in 2003.

At the same time that we increased our customer base, we maintained our focus on cost. Our customer acquisition costs were among the lowest reported in the industry in 2004, and we delivered our wireless services at a total cost of 1.3 cents per minute, representing one of the most efficient cost structures in the wireless industry. We also delivered a significant improvement in our cash flow from operations and increased our unrestricted cash, cash equivalents and short-term investments by 70 percent from 2003, ending the year with approximately \$254 million in available cash and conservative leverage ratios that we believe highlight the strength of our balance sheet. And, in January 2005, we announced the successful placement of \$610 million in senior secured credit facilities, using the proceeds to redeem \$350 million in senior secured notes and to repay approximately \$41 million in principal and accrued interest owed to the Federal Communications Commission (FCC). With this refinancing, we reduced our interest expense and enhanced our ability to produce cash.

CAPTURING THE VIBRANT GROWTH MARKET FOR WIRELESS From the beginning, we designed our flat-rate, unlimited Cricket service to appeal to a different kind of customer. As a result, we have attracted a following that is more ethnically diverse, younger and more value-focused than the customers who subscribe to traditional, contract-based wireless services. According to company research:

- > 59 percent of our customers are under age 35, compared to 38 percent of other wireless carriers' customers;
- > 46 percent of our customers are Hispanic, African-American, Asian or members of other ethnic groups, compared to 15 percent of other wireless carriers' customers; and
- > 64 percent of our customers earned \$35,000 per year or less, compared to 31 percent of other wireless carriers' customers.

Our Cricket customers use their wireless service very differently than the average mobile phone user. Based on company surveys, 52 percent of our customers have "cut the cord" and rely on Cricket as their only phone, compared to an estimated six percent of all U.S. wireless subscribers, according to the Yankee Group.



"We offer unlimited mobile communications — through voice, data and text messaging services — at value-oriented prices. As we expand our product line in 2005, our re-branding campaign is designed to reinforce the value of Cricket in the marketplace."

Al Moschner
Executive Vice President and
Chief Marketing Officer



"We are extremely proud that our all-digital, CDMA networks regularly rank first or second in network quality within our core footprint, based on independent, third-party drive tests. Our strategy is to provide high-quality service at the lowest possible cost."

Glenn Umetsu
Executive Vice President and
Chief Technical Officer

Ninety-three percent of our customers reported their Cricket phone was their primary phone, compared to 49 percent of traditional wireless customers. Our customers use their Cricket service an average of 1,500 minutes per month—more than double the wireless industry average.

We believe that our success in attracting this distinctive customer base represents a tremendous opportunity for Leap. The market for traditional, contract-based wireless plans is rapidly reaching saturation. U.S. wireless penetration — 62 percent at the end of 2004 — is forecasted to reach approximately 80 percent by 2010, according to Wall Street analysts. Further U.S. penetration is expected to come increasingly from the market segments we are targeting. Cricket is at the heart of the vibrant growth opportunity for the wireless industry. Our cost structure is one of our primary competitive advantages and, with our purpose-built business model, we have demonstrated our ability to serve this segment, delivering adjusted EBITDA margins similar to the rest of the industry from average revenues per customer that are one-third less than the industry average. As the face of wireless changes, we are well positioned to capture this opportunity and increase our market share.

ENHANCING THE APPEAL OF UNLIMITED In 2005, our growth prospects are improving as we implement our plans to transform our business. Moving forward, we plan to use our financial flexibility to reach our strategic goals: operationally, to increase customer penetration in our existing markets; as a team, to improve customer retention by becoming even more customer-centric; and financially, to increase EBITDA and to operate profitably. In 2005, we expect to enhance the appeal of our unlimited services in the following ways:

- > First, we are embracing the customer's point of view to improve the experiences at all of our customer touch-points — in our stores, over the phone and online.
- > Second, we are reinvigorating our brand as we let our customers drive home the value of our products by having them star in our new marketing campaign.
- > Third, in the first half of 2005, we began rolling out a suite of new products and services that we believe will strengthen Cricket's value proposition.

Our Cricket service is evolving as we continue to identify opportunities to increase penetration in our existing markets. In 2004, we launched Cricket Clicks™ — our new BREW®-based wireless data service — enabling customers to download ringtones, information applications, games and wallpapers to their Cricket phone. In 2005, we completed the planned roll-out of this popular new service. In addition, we introduced AOL® Instant Messaging, Travel Time™ roaming and unlimited picture messaging in the first half of 2005. Our expanded product portfolio is designed to improve our bottom line by adding to the value of Cricket's unlimited voice service, which today delivers approximately 70 cents to EBITDA (before customer acquisition costs) from each new dollar of service revenue generated from the growth of core voice services in existing markets.

"AS ONE OF THE CHIEF ARCHITECTS OF OUR BUSINESS, I AM INSPIRED BY THE ENERGY AND DEDICATION OF OUR EMPLOYEES ACROSS THE COUNTRY. OUR PEOPLE BELIEVE IN WHAT THEY DO. I AM GRATIFIED THAT OUR TEAM IS AS PASSIONATE ABOUT THE FUTURE OF OUR BUSINESS AS I AM. ON BEHALF OF THE SENIOR MANAGEMENT TEAM AND THE BOARD, I WOULD LIKE TO RECOGNIZE THE COMMITMENT OF OUR EMPLOYEES AND THANK THEM FOR BUILDING OUR FOUNDATION FOR SUCCESS."

— Doug Hutcheson, President and Chief Executive Officer

In 2005, we also strengthened our competitive position by introducing a new prepaid option that we believe represents the most compelling value for prepaid wireless service in the industry. We created Jump™ by Cricket® to better meet the needs of those customers who prefer a pay-as-you-go service. By leveraging our low cost structure, our Jump by Cricket prepaid service delivers outgoing calls at one of the lowest per-minute rates in the industry, while unleashing the power of free unlimited incoming calls.

SEIZING OPPORTUNITIES FOR SCALE Meanwhile, we plan to continue developing our strategy of building regional market clusters. We expect our clustering strategy to contribute to growth in new markets and increase performance in our existing markets. For example, by the end of 2005 we plan to launch service in Fresno, California, at a low build-out cost of less than \$25 per covered POP or potential customer. This new market launch, the first for our business since February 2002, will complement our existing Central Valley footprint in Modesto, Merced and Visalia, California.

In February 2005, our subsidiary Cricket Licensee (Reauction), Inc. was named the winning bidder in the FCC's Auction #58 for four wireless licenses covering approximately 11.1 million potential customers. We acquired these licenses in May 2005. In addition, a subsidiary of Alaska Native Broadband 1, LLC, a business in which we own a 75 percent non-controlling interest, was named the winning bidder in Auction #58 for nine wireless licenses covering approximately 10.1 million potential customers. The transfers of these wireless licenses to the subsidiary of Alaska Native Broadband 1, LLC are subject to FCC approval.

During the first quarter of 2005, we also announced two transactions designed to improve our financial position and thus support our ability to grow. First, we agreed to sell wireless licenses in 23 markets (four of which were in commercial operation) for approximately \$102.5 million in cash. In addition, we agreed to sell our company-owned cell towers and other related assets for approximately \$18 million. Under a long-term agreement that allows us to focus on our core business, we plan to lease back space at the tower sites for our operations. Both transactions are expected to close in 2005, pending necessary approvals.

In closing, we believe we have the right team, the right product strategy and a focus on our customers that will strengthen the operational and financial performance of our business. We look forward to pursuing the opportunities for growth that lie before us and building value for the company's stakeholders in the years ahead.



"Operationally, we believe we have made the right investments in product development and customer service to drive incremental subscriber growth. Our organization has the depth of experience to expand our business significantly over the long term."

David Davis
Senior Vice President,
Operations

A stylized, handwritten signature in black ink, appearing to read "D. Hutcheson".

Doug Hutcheson
President and Chief Executive Officer



OUR EMPLOYEES UNDERSTAND THE IMPORTANCE OF CUSTOMER FOCUS. FOR EXAMPLE, WE TRY TO MAKE OUR SPANISH-SPEAKING CUSTOMERS FEEL AT HOME EVERY STEP OF THE WAY — WITH SPANISH-LANGUAGE ADVERTISING, MARKETING MATERIALS AND CUSTOMER CARE. TODAY, WE HAVE A SIGNIFICANT PRESENCE IN THE FAST-GROWING HISPANIC MARKET, WHICH REPRESENTS NEARLY 20 PERCENT OF OUR CUSTOMER BASE.

Customer Focus

IN 2004, WE BEGAN SYSTEMATICALLY IMPROVING THE EXPERIENCE AT EVERY CUSTOMER TOUCH-POINT — IN OUR STORES, ON THE PHONE AND ONLINE. WE ARE COMMITTED TO IMPROVING CUSTOMER LOYALTY, INCREASING PENETRATION AND SELLING A BROADER RANGE OF SERVICES.

One of our greatest assets is our customer base — the young, ethnically diverse and value-driven consumer. With more than five years of experience operating Cricket service in our markets, we believe we understand how to cost-effectively serve these customers better than anyone else in the business.

In 2004, we embarked on a strategy to become even more customer-focused — from the sales counter to the call center. We simplified our Interactive Voice Response (IVR) system, making it easier for our customers to access automated information and speak to a customer service representative. We made our payment options even more convenient, increasing the number of payment kiosks by approximately 36 percent in 2004. We introduced roomy new Cricket “superstores,” remodeling or relocating 25 of our 79 Cricket retail locations. The new superstores are 3,000 to 5,000 square feet — more than three times the size of our original stores. We also increased retail store staffing and separated sales and service to improve the customer experience and serve our customers more quickly.

In 2005, we plan to enhance the functionality of www.mycricket.com and introduce online sales with 24-hour delivery. And, by realigning employee responsibilities and performance measures more closely to customer satisfaction, our effort to create a more customer-centric culture is succeeding. It’s all part of winning the loyalty of our customers.



“Focusing on the customer experience is critical to our success. By putting even greater emphasis on customer service, we expect to drive home the value proposition of our unlimited service and support our growing portfolio of products.”

— Carmen Cunningham, Vice President, Customer Care



Our customers understand our value proposition better than anyone. So in 2005, we kicked off a nationwide casting call for Cricket customers to star in our radio ads and point-of-sale materials. As part of the innovative marketing campaign, professional casting directors screen customers to find the new faces and voices of Cricket.



UNLIMITED TALK, TEXT AND PLAY: TODAY'S CRICKET PHONE CAN BE A PERSONALIZED ENTERTAINMENT DEVICE WITH THE LATEST DOWNLOADABLE RINGTONES, GAMES, CONTESTS AND WALLPAPERS. OUR NEW PREPAID SERVICE, JUMP BY CRICKET, OFFERS ONE OF THE LOWEST PER-MINUTE RATES IN THE INDUSTRY. ADDITIONALLY, WE INTRODUCED PICTURE MESSAGING, AOL® INSTANT MESSAGING AND TRAVEL TIME ROAMING IN THE FIRST HALF OF 2005.

Product Focus

IN 2004, WE SAW A CONTINUED UPTAKE IN LONG DISTANCE CALLING THROUGHOUT THE U.S., MEXICO AND CANADA. IN EARLY 2005, WE BROADENED THE APPEAL OF CRICKET LONG DISTANCE BY OFFERING INTERNATIONAL CALLING TO NEARLY 100 COUNTRIES. NOW CRICKET CUSTOMERS CAN COMMUNICATE GLOBALLY AT AFFORDABLE RATES.

In 2004, we began the roll-out of Cricket Clicks, our BREW-based wireless data service, in key markets. Cricket Clicks customers can easily browse our Cricket Clicks catalog to download ringtones, games, business services and wallpapers to their phone. For our Hispanic customers, we offer Tejano ringtones and data services from Univision Móvil.

We launched Jump by Cricket, our new prepaid service, in the first quarter of 2005. Today, most competing prepaid services charge for both incoming and outgoing calls. Our new prepaid service includes unlimited incoming calls free of charge. And we charge just 10 cents per minute for outbound calls to the continental U.S. and Hawaii — one of the lowest per-minute rates in the industry.

In the first half of 2005, we launched picture messaging, allowing customers to send unlimited pictures, video and audio — Cricket to Cricket, Cricket to desktop and desktop to Cricket. And to better serve our customers who want to call while outside their Cricket service area, we introduced our new Travel Time roaming option in the second quarter of 2005. To support our growing product portfolio, we have expanded and updated our handset line-up to deliver the functionality and form factors that our customers want. In early 2005, we launched two hot new camera phones, the Kyocera Koi and Audiovox 8910. Both are BREW and picture messaging capable. Another data-ready handset, the Motorola V262, launched in April 2005 and other new, expanded capability handsets are slated to launch throughout the remainder of the year.

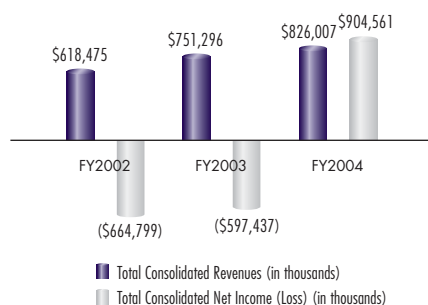


"We designed Jump by Cricket, our prepaid offering, specifically to capture a greater share of today's ethnically diverse, young and value-driven wireless marketplace. We expect to further serve this market through the launch of additional value-based, prepaid services in 2005."

— Nitu Arora, Vice President, Product Development

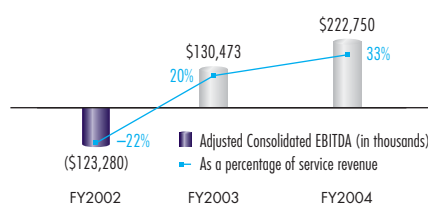
With our Cricket Clicks catalog of downloadable games, ringtones and wallpapers, our customers can personalize their mobile phone with a few key-strokes. Data services like Cricket Clicks are designed to give our customers a new outlet for self expression, while supporting our average revenue per customer.

Financial Performance⁽¹⁾

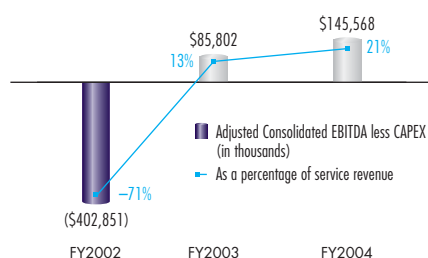


TOTAL CONSOLIDATED REVENUES Year-over-year increases in total revenues have been driven by a combination of customer growth, an increase in the average revenue per user and higher net revenue per handset sold. In 2005, Leap expects total revenues to continue to improve as a result of customer growth and increased revenues per user, both supported by the introduction of new products, including the Jump by Cricket prepaid service, which launched in the first quarter of 2005, picture messaging and Travel Time roaming, which we launched the second quarter of 2005.

CONSOLIDATED NET INCOME (LOSS)⁽¹⁾ Combined consolidated net income for 2004 was \$904.6 million, compared to a consolidated net loss of \$597.4 million and \$664.8 million for fiscal years 2003 and 2002, respectively. Full year 2004 net income included \$962.4 million of reorganization items, net, reflecting the net impact of fresh start accounting and other bankruptcy-related changes to the balance sheet. This combined net income result for fiscal year 2004 is not indicative of the Company's expected future performance.



ADJUSTED CONSOLIDATED EBITDA⁽¹⁾⁽²⁾ Substantial improvements in our cost structure during the Company's financial restructuring have allowed Leap to expand adjusted consolidated EBITDA much faster than revenues. Today, each new dollar of service revenue generated from growth of core voice services in existing markets currently delivers approximately 70 cents to EBITDA, before customer acquisition costs. The Company expects that its customer base and revenue will grow over time and, with efficiencies of scale and a continued focus on cost control, such growth will yield improved operating margins.



ADJUSTED CONSOLIDATED EBITDA LESS CAPITAL EXPENDITURES⁽¹⁾⁽²⁾⁽³⁾ Adjusted Consolidated EBITDA less capital expenditures has improved dramatically over the past three years. With this improvement, the Company succeeded in building cash reserves of more than \$254 million at the end of 2004. As a result, we emerged from our financial restructuring with a strong balance sheet and debt leverage ratios that are among the lowest in the industry. Looking forward, the Company intends to carefully manage its balance sheet, while expanding strategically into markets that are expected to generate solid returns on the Company's capital investments.

RECONCILIATION OF ADJUSTED CONSOLIDATED EBITDA TO NET INCOME (LOSS) (in thousands)

TWELVE MONTHS ENDED DECEMBER 31,	2002	2003	2004 ⁽¹⁾
Consolidated net income (loss)	\$(664,799)	\$(597,437)	\$ 904,561
Plus income taxes	23,821	8,052	8,334
Plus interest expense	229,740	83,371	20,789
Less interest income	(6,345)	(779)	(1,812)
Plus depreciation and amortization	287,942	300,243	252,818
Consolidated EBITDA	<u>\$ (129,641)</u>	<u>\$(206,550)</u>	<u>\$1,184,690</u>
Less reorganization items, net	—	146,242	(962,444)
Less other income (expense), net	3,001	176	410
Less gain on sale of unconsolidated wireless operating company	(39,518)	—	—
Less gains on sale of wireless licenses	(364)	(4,589)	(532)
Plus impairment of long-lived assets and related charges	16,323	24,054	626
Plus impairment of indefinite-lived intangible assets	26,919	171,140	—
Adjusted consolidated EBITDA	<u><u>\$ (123,280)</u></u>	<u><u>\$ 130,473</u></u>	<u><u>\$ 222,750</u></u>

(1) As a result of our emergence from Chapter 11 bankruptcy in August 2004 and the application of fresh-start reporting, we are deemed to be a new entity for financial reporting purposes. The financial information presented above for fiscal year 2004 represents the combination of the Company's results prior to its emergence from Chapter 11 reorganization (the "Predecessor Company") and its results after emergence from Chapter 11 reorganization and the implementation of fresh-start reporting (the "Successor Company"). These combined results are compared to the Predecessor Company's results for the fiscal years ended 12/31/02 and 12/31/03. The financial statements of the Successor Company are not comparable in many respects to the financial statements of the Predecessor Company because of the effects of the consummation of the Chapter 11 reorganization, as well as the adjustments for fresh-start accounting. The combined consolidated net income of \$904.6 million for the fiscal year ended 12/31/04 included \$962.4 million of reorganization items, net, reflecting the net impact of fresh-start accounting and other bankruptcy-related changes to the balance sheet. This combined net income result for fiscal year 2004 is not indicative of the Company's expected future performance. Please refer to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004 included with this document for a more detailed discussion of the Company's financial performance.

(2) Adjusted consolidated EBITDA represents consolidated EBITDA adjusted to exclude the effects of: reorganization items, net; other income (expense), net; gains on sale of unconsolidated wireless operating company and gains on sale of wireless licenses; impairment of long-lived assets and related charges; impairment of intangible assets; and stock-based compensation awards.

(3) Capital expenditures for fiscal year 2002 include the purchase of property and equipment of \$102.2 million and vendor financed capital expenditures of \$177.4 million.

Corporate Information

EXECUTIVE OFFICERS

S. Douglas ("Doug") Hutcheson
President and Chief Executive Officer

Albin ("Al") Moschner
Executive Vice President and
Chief Marketing Officer

Glenn Umetsu
Executive Vice President and
Chief Technical Officer

David Davis
Senior Vice President, Operations

Robert Irving, Jr.
Senior Vice President and General Counsel

Leonard Stephens
Senior Vice President, Human Resources

Linda K. Wokoun
Senior Vice President, Marketing and
Customer Care

Dean Luvisa
Vice President, Finance, Treasurer and
Acting Chief Financial Officer

BOARD OF DIRECTORS

Mark H. Rachesky, M.D., Chairman
Founder and President
MHR Fund Management LLC

James D. Dondero, CFA, CPA, CMA
Founder and President
Highland Capital Management, L.P.

John D. Harkey, Jr.
Chairman and Chief Executive Officer
Consolidated Restaurant Companies, Inc.

S. Douglas ("Doug") Hutcheson
President and Chief Executive Officer
Leap Wireless International, Inc.

Robert V. LaPenta
Partner
LI Investment Partners, LLC

Michael B. Targoff
Founder and CEO
Michael B. Targoff & Co.

CORPORATE HEADQUARTERS

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San Diego, CA 92121
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CORPORATE COUNSEL

Latham & Watkins LLP
San Diego, CA

ANNUAL MEETING

The annual meeting of stockholders will be held on Thursday, September 15, 2005 at 1:00 p.m. EDT at the Ballantyne Resort, Charlotte, North Carolina.

INVESTOR RELATIONS

Jim Seines
Director, Investor Relations

For further information on Leap, or to receive copies, without charge, of the Leap Wireless International, Inc. Annual Report on Form 10-K for the year ended December 31, 2004 or proxy statement filed with the Securities and Exchange Commission, write to:

Leap Wireless International, Inc.
Investor Relations
10307 Pacific Center Court
San Diego, CA 92121
T: (858) 882-6222
F: (858) 882-6030

You may also contact us by sending an e-mail to ir@leapwireless.com or by visiting the Investor Relations section of the Company's website at www.leapwireless.com.

The Company's public reports, including financial statements, are available on the Securities and Exchange Commission's EDGAR system.

TRANSFER AGENT

Mellon Investor Services, L.L.C.
Stockholder Relations
85 Challenger Road
Overpeck Centre
Ridgefield, NJ 07660
Telephone: (800) 356-2017
TDD for Hearing Impaired: (800) 231-5469
<https://www.melloninvestor.com>

MARKET INFORMATION

The common stock of the Company is traded on the NASDAQ Stock Market under the symbol "LEAP." To date the Company has not paid cash dividends and does not anticipate paying cash dividends in the foreseeable future.

The enclosed 10-K for the fiscal year ended December 31, 2004 is an integral part of this 2004 Annual Report

Copyright © 2005 Leap Wireless International, Inc. All rights reserved. Leap and the logo design are registered trademarks of Leap Wireless International, Inc. Cricket and the Cricket logo are registered trademarks of Cricket Communications, Inc. Cricket Communications, Cricket and all related product or service names, design marks and slogans are the trademarks and service marks of Cricket Communications, Inc. All other trademarks and service marks are the property of their respective owners.

Forward-Looking Statements This annual report contains forward-looking statements based on current expectations, estimates and projections about our industry and our management's beliefs and assumptions. These forward-looking statements are not guarantees of future performance and are subject to certain risks and uncertainties that are difficult to predict. Actual events or results can differ materially from those expressed or implied. Please refer to the information set forth under the captions "Risk Factors" and "Forward-Looking Statements" in our Annual Report on Form 10-K and other reports or documents that we file from time to time with the Securities and Exchange Commission for some of the factors that may cause actual results to differ from the forward-looking statements. Readers are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date made. Except as required by law, we undertake no obligation to update any forward-looking statement.

Non-GAAP Financial Measures This annual report includes financial information prepared in accordance with Generally Accepted Accounting Principles, or GAAP, as well as Adjusted Consolidated EBITDA, which is considered to be a "non-GAAP" financial measure. Any non-GAAP financial measure in this annual report should be considered in addition to, but not as a substitute for, the information prepared in accordance with GAAP. Please refer to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004 included with this document for a more detailed discussion of the Company's financial performance.




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