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June 9, 2010

**VIA ELECTRONIC FILING**

Ms. Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

Re: Clarifications and Supplemental Information in Connection with International Section 214 Authorization Assignment Application of STX Wireless, LLC (FCC File No. ITC-ASG-20100604-00226)

Dear Ms. Dortch:

At the request of International Bureau staff, STX Wireless, LLC (“STX Wireless”) submits the following clarifications and supplemental information in connection with its application for the partial assignment of the International Section 214 authorization held by Youghioghney Communications – Texas, LLC (“YCT”) from YCT to STX Wireless.

1. The authorization for which consent to this partial assignment is requested is FCC File No. ITC-214-20100326-00126 and is held by YCT. STX Wireless requests that the response to question 4 on the application form be corrected to reflect this authorization file number.

2. STX Wireless, LLC is a Delaware limited liability company. It is currently wholly owned by Cricket Communications, Inc., which is a Delaware corporation. The reference on page 2 of Attachment 1 of the application should be corrected to indicate that upon the close of the proposed assignment transaction, 75.75 percent of STX Wireless will be directly owned by Cricket Communications, Inc. (not Cricket Communications, LLC).

3. The parties request a partial assignment of YCT’s International Section 214 authorization because YCT will retain a part of its operations and will continue to require its common carrier authorization. The application requests consent for the assignment of that portion of YCT’s authorization associated with the international services provided by YCT in the following Basic Trading Area (“BTA”) markets: Brownsville-Harlingen, Texas (BTA056), Brownwood, Texas (BTA057), Laredo, Texas (BTA242), McAllen, Texas (BTA268) and San Antonio, Texas (BTA401). YCT will retain its operations in the Corpus Christi, Texas market (BTA099). Therefore, STX Wireless requests that the Commission issue a new International

Section 214 authorization file number for STX Wireless upon the grant of this application. As explained in the application, upon consummation of the proposed assignment transaction, STX Wireless will be 75.75 percent owned by Cricket Communications, Inc., which is in turn wholly owned by Leap Wireless International, Inc. ("Leap"). Although Leap holds an International Section 214 authorization, STX Wireless will not be wholly-owned by Leap after the close of the proposed transaction and thus will require its own separate authorization.

4. The staff has requested clarification regarding the ownership interests in Leap held by Mark Rachesky, MHR Institutional Partners IIA LP, MHR Institutional Advisors II, LLC and MHR Fund Management LLC. The following explains the ownership percentages provided in the application:<sup>1</sup>

- MHR Institutional Partners IIA LP ("MHR LP") is a limited partnership that owns 10.9 percent of Leap.
- MHR Institutional Advisors II LLC ("Advisors LLC") is the general partner of MHR LP and is therefore deemed to indirectly own shares of Leap common stock. Advisors LLC is also the general partner of other limited partnerships that are commonly controlled and are affiliated with Mark Rachesky, each of which owns shares of Leap. None of these other limited partnerships owns more than 10 percent of Leap common stock. Advisors LLC is deemed to own the Leap shares of those limited partnerships as well and thus, the total ownership interest in Leap held by Advisors LLC is 15.2 percent.
- MHR Fund Management LLC ("Management LLC") has entered into an investment management agreement with MHR LP and is therefore deemed to indirectly own shares of Leap common stock. Management LLC has entered into investment management agreements with other limited partnerships that are commonly controlled and are affiliated with Mark Rachesky, each of which owns shares of Leap. None of these other limited partnerships owns more than 10 percent of Leap common stock. Management LLC is deemed to own the Leap shares of those limited partnerships as well and thus, the total ownership interest in Leap held by Management LLC is 20 percent.
- Dr. Mark H. Rachesky is the managing member of each of Advisors LLC and Management LLC and is therefore deemed to indirectly own those shares of Leap common stock. Dr. Rachesky is the managing member of other entities which are deemed to indirectly hold shares of Leap through limited partnerships that are commonly controlled. None of these other limited partnerships owns more than

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<sup>1</sup> Information provided with respect to direct or indirect ownership in Leap is determined as of December 31, 2009 based on upon filings on Schedules 13D and 13G filed with the Securities and Exchange Commission by such entities and is based upon 77,524,040 shares of Leap common stock outstanding as of such date.

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10 percent of Leap common stock. Dr. Rachesky is deemed to own the Leap shares of those entities as well and thus, the total ownership interest in Leap held by Dr. Rachesky is 20.1 percent.

The attached organization chart illustrates the ownership structure of the MHR entities described above. Other than as described in the application, and as clarified here, no other person or entity will own, directly or indirectly, at least 10 percent of the equity of the STX Wireless, as determined pursuant to Section 63.18(h) of the Commission's rules, upon the consummation of the proposed transaction.

If you have any further questions, please do not hesitate to contact me.

Respectfully submitted,

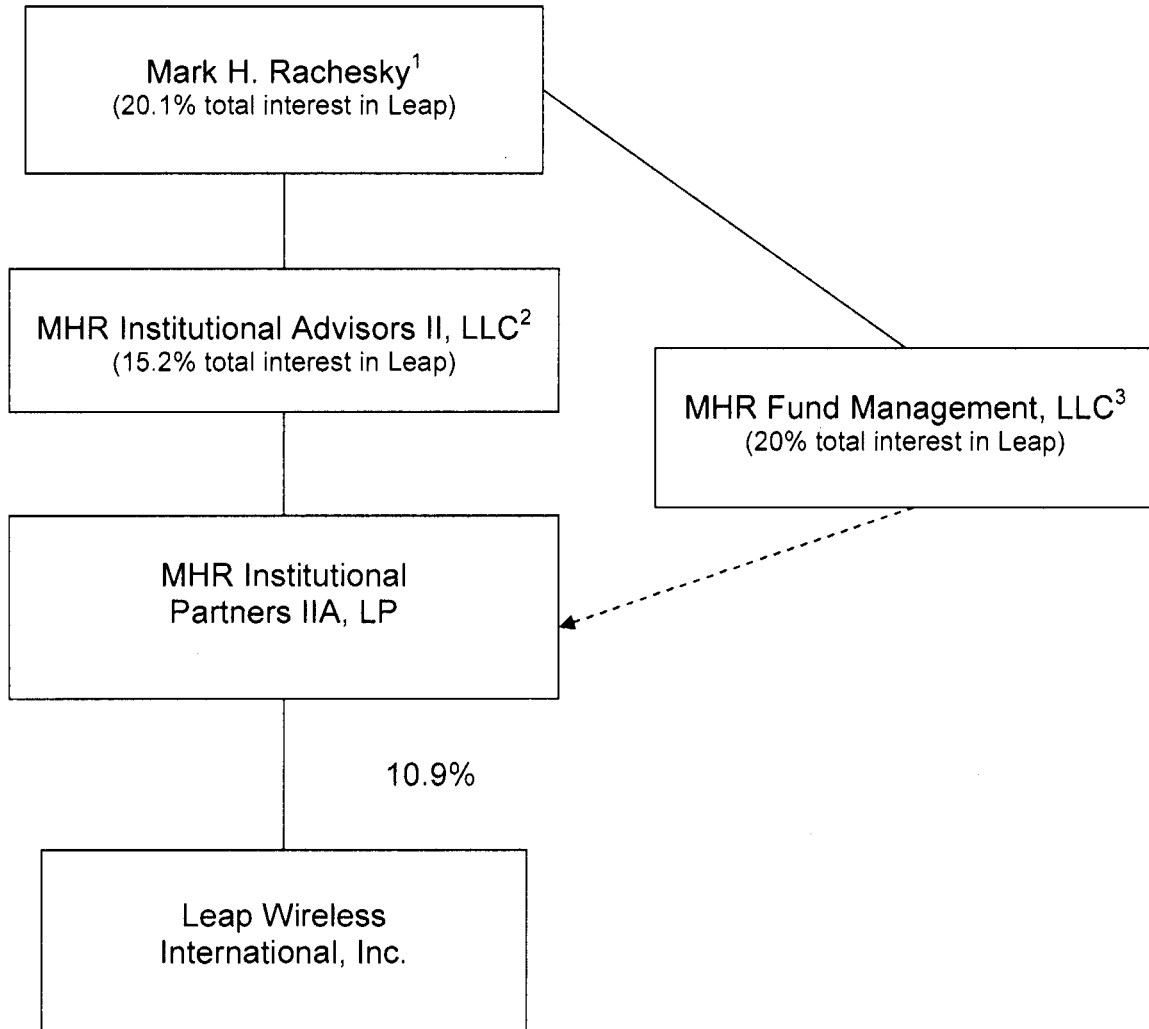
A handwritten signature in black ink, appearing to read 'Elizabeth R. Park', written in a cursive style.

Elizabeth R. Park

Attachment

cc: David Krech  
Sumita Mukhoty  
Joann Sutton

## Ownership Structure of MHR Entities



1. Dr. Rachesky is the managing member of other entities which are deemed to indirectly hold shares of Leap through limited partnerships that are commonly controlled. None of these other limited partnerships owns more than 10 percent of Leap common stock.
2. MHR Institutional Advisors II LLC is also the general partner of other limited partnerships that are commonly controlled and are affiliated with Mark Rachesky, each of which owns shares of Leap. None of these other limited partnerships owns more than 10 percent of Leap common stock.
3. MHR Fund Management LLC has entered into investment management agreements with other limited partnerships that are commonly controlled and are affiliated with Mark Rachesky, each of which owns shares of Leap. None of these other limited partnerships owns more than 10 percent of Leap common stock.