

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
of the Nominating and Corporate Governance Committee
of Leap Wireless International, Inc.

(as amended through September 15, 2005)

This Nominating and Corporate Governance Committee Charter was adopted by the Board of Directors (the “Board”) of Leap Wireless International, Inc. (the “Company”) on November 11, 2004, and amended through the date set forth above).

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of the Company is to assist the Board in discharging the Board’s responsibilities regarding:

- (a) the identification of qualified candidates to become Board members;
- (b) the recommendation of membership on each of the Committees of the Board (“Board Committees”);
- (c) the selection of nominees for election as directors at the next annual meeting of stockholders (or special meeting of stockholders at which directors are to be elected);
- (d) the selection of candidates to fill any vacancies on the Board or Board Committees;
- (e) oversight of the evaluation of the Board; and
- (f) oversight of the Company’s corporate governance guidelines.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

II. Membership

The authorized number of directors comprising the Committee shall be two directors, or such greater number of directors as determined by the Board from time to time, each of whom

(a) satisfies the independence requirements of NASDAQ, and (b) has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee.

The members of the Committee, including the Chair of the Committee (the “Chair”), shall be appointed by the Board. Committee members may only be removed from the Committee with cause by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

III. Meetings and Procedures

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis at least two times per year and more frequently to the extent the Committee deems necessary or desirable. Members of the Committee may participate in meetings of the Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

All directors that are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company’s management, or any other person whose presence the Committee believes to be necessary or appropriate.

The Committee shall have the sole authority as it deems appropriate, to retain and/or replace, as needed, any independent counsel, experts or advisors that the Committee believes to be necessary or appropriate. The Committee may also use the services of the Company’s regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of compensation to any such persons retained by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms.

The Chair shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board.

The Committee shall adopt (i) a policy regarding the consideration of any director candidates recommended by stockholders; (ii) a description of the procedures to be followed by stockholders in submitting director candidate recommendations; (iii) the criteria and guidelines used by the Committee for purposes of identifying and evaluating director candidates; and (iv) a

description of the Committee's process for identifying and evaluating nominees for director (including nominees recommended by stockholders). The Committee shall recommend, for approval by the independent directors of the Board, a process by which the Company's stockholders may send communications to directors and the process for determining which communications will be relayed to directors. The process by which stockholders may communicate with directors shall be disclosed in the Company's annual proxy statement.

IV. Duties and Responsibilities

1. (a) At an appropriate time prior to each annual meeting of stockholders at which directors are to be elected or reelected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

(b) At an appropriate time after a vacancy arises on the Board or a Board committee, or a director advises the Board of his or her intention to resign from the Board or a Board committee, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such person as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

(c) For purposes of (a) and (b) above, the Committee may consider the following criteria, among others the Committee shall deem appropriate, in recommending candidates for election to the Board:

- (i) personal and professional integrity, ethics and values;
- (ii) experience in corporate management, such as serving as an officer or former officer of a publicly held company, and a general understanding of marketing, finance and other elements relevant to the success of a publicly-traded company in today's business environment;
- (iii) experience in the Company's industry;
- (iv) experience as a board member of another publicly held company;
- (v) academic expertise in an area of the Company's operations; and
- (vi) practical and mature business judgment, including ability to make independent analytical inquiries.

2. The Committee shall, at least annually, review the performance of each current director and shall consider the results of such evaluation when determining whether or not to recommend the nomination of such director for an additional term.

3. In appropriate circumstances, the Committee, in its discretion, shall consider and may recommend the removal of a director for cause, in accordance with the applicable provisions of the Company's certificate of incorporation, bylaws and corporate governance guidelines.

4. The Committee shall facilitate the Board's annual review of its performance in accordance with the applicable provisions of the Company's corporate governance guidelines.

5. The Committee shall consider, develop and recommend to the Board such policies and procedures with respect to the nomination of directors or other corporate governance matters as may be required or required to be disclosed pursuant to any rules promulgated by the Securities and Exchange Commission or otherwise considered to be desirable and appropriate in the discretion of the Committee, and may from time to time recommend amendments thereto to the Board.

6. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

7. The Committee shall periodically report to the Board on its findings and actions.

8. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's certificate of incorporation, bylaws, corporate governance guidelines and applicable law and rules of markets in which the Company's securities then trade.