



Wireless Facilities Files Second Quarter 10-Q and Restated Financials

Conference Call to Discuss Restatement Scheduled for Monday Morning 8 a.m. Pacific Time

SAN DIEGO, Sept. 20 /PRNewswire-FirstCall/ -- Wireless Facilities, Inc. (WFI) [Nasdaq: WFII (WFIE)] today announced that the Company has filed its restated financial statements and its Form 10-Q for the second quarter of 2004. The Company will now request that the NASDAQ declare the delisting notice no longer applicable and terminate the delisting process. The Company anticipates that as a result of the termination of the delisting process, the Company will shortly resume trading on the NASDAQ under the WFII ticker symbol.

The Company also announced that as part of the restatement process, it learned that certain clauses within the purchase agreements of two of the companies acquired in its Enterprise Network Services business in 2003 require, in accordance with Generally Accepted Accounting Principles (GAAP), that any future earn-out consideration be treated as compensation expense as opposed to additional purchase price consideration. The Company had previously been incorrectly treating additional earn-out consideration as purchase price consideration, reflected as an increase to goodwill as opposed to compensation expense.

The Company is in the process of amending the purchase agreements to more accurately reflect the intent of the acquisition transactions. The amending of these agreements will constitute a triggering event under GAAP which will result in the Company incurring a one time charge in the third quarter for the estimated remaining amount of the contingent purchase consideration based upon the original earn-out provisions. This charge will be a separate line item on the income statement and will reflect an estimate of future earn-out consideration likely to be paid over the next two years. The Company will be performing the estimation calculations over the next few weeks. The Company's preliminary estimate is that charge will total approximately \$10 to \$14 million. There is no change in the potential additional cash outlays to be made by WFI if these companies achieve their earn-outs, or to the timing of these payments as a result of the modifications to the purchase agreements.

A conference call to discuss the details of the restatements and the third quarter charge will be held Monday, September 20 at 8 a.m. Pacific Time and can be accessed by dialing (212) 231-6019. A replay will also be available beginning at 10 a.m. Pacific Time by dialing (800) 633-8284, code #21208891. The call will also be broadcast live over the internet and is available through WFI's website at www.wfinet.com

About Wireless Facilities, Inc.

Headquartered in San Diego, CA, Wireless Facilities, Inc. is an independent provider of systems engineering, network services and technical outsourcing for the world's largest wireless carriers, enterprise customers and for government agencies. The company provides the design, deployment, integration, and the overall management of wired and wireless networks which deliver voice and data communication, and which support advanced security systems. WFI has performed work in over 100 countries since its founding in 1994. News and information are available at www.wfinet.com.

Notice Regarding Forward-Looking Statements

This news release contains certain forward-looking statements including, without limitation, express or implied statements concerning the Company's expectations regarding the NASDAQ delisting process and the charge for contingent earn out consideration. Such statements are only predictions, and the Company's actual results may differ materially. Factors that may cause the Company's results to differ materially include, but are not limited to: risks that the Nasdaq will not act promptly in response to the Company's request and risks that the earn out consideration charge may be greater than currently contemplated. A complete description of the Company's risk factors are more fully discussed in the Company's Annual Report on Form 10-K/A filed on September 20, 2004 and in other filings made with the Securities and Exchange Commission.

For more information, please contact: Investor/Media, Rochelle Bold, Senior VP of Corporate Development and Investor Relations of Wireless Facilities, Inc., +1-858-228-2649, rochelle.bold@wfinet.com.

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Web site: <http://www.wfinet.com> "Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995: Statements in this press release regarding Wireless Facilities, Inc.'s business which are not historical facts are "forward-looking statements" that involve risks and uncertainties. For a discussion of such risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements, see "Risk Factors" in the Company's Annual Report or Form 10-K for

the most recently ended fiscal year.