



815 Connecticut Avenue, N.W. , Suite 610
Washington, D.C. 20006

December 28, 2006

Via Electronic Filing

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, DC 20554

RE: Notice of Written Ex Parte Presentation

**AT& T Inc. and BellSouth Corporation, Application for Approval of Transfer of Control
WC Docket No. 06-74**

Dear Ms. Dortch:

Clearwire Corporation (“Clearwire”), a licensee, lessee, and operator of 2.5 GHz spectrum hereby submits this letter in the above-referenced AT&T/BellSouth merger proceeding. Since the commencement of this proceeding, Clearwire and others have raised concerns about BellSouth's 2.5 GHz spectrum holdings in conjunction with the merger. Clearwire submits this correspondence in response to AT&T's December 28, 2006 letter on behalf of the merger Applicants offering further merger-related “Wireless” commitments. First, Clearwire commends the Commissioners, their staff, AT&T and BellSouth for working diligently over these past several months to address all the critical issues raised by this merger, particularly those issues related to a merged entity's wireless broadband spectrum holdings. Yesterday's proffered “Wireless” commitments relating to AT&T's and BellSouth's combined wireless broadband spectrum, especially the 2.5 GHz spectrum, are critical to addressing the concerns raised by Clearwire and others. Should the Commission accept these important commitments as conditions to approving the merger, they will open the door for the deployment of competitive wireless broadband networks, including mobile WiMax networks, and promote broadband competition to the benefit of American consumers.

Pursuant to Section 1.1206(b)(2) of the Commission's Rules, this presentation is being filed electronically. If you have any questions regarding this correspondence, please contact the undersigned at terri.natoli@clearwire.com or (202)429-0107.

Sincerely,

/s/ Terri B. Natoli
Terri B. Natoli

cc: Chairman Kevin J. Martin
Commissioner Michael J. Copps
Commissioner Jonathan S.
Adelstein
Commissioner Deborah Taylor
Tate
Michele Carey
Fred Campbell
Jessica Rosenworcel

Bruce Gottlieb
John Branscome
Barry Ohlson
Scott Bergmann
Ian Dillner
Aaron Goldberger
Thomas Navin
Don Stockdale