

## **EXHIBIT B**

# **NEXTWAVE'S 2.1 GHZ BAND APPLICATION**

March 2, 2007

Carly T. Didden  
Direct 202-457-6323  
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**VIA HAND DELIVERY**

Ms. Marlene H. Dortch, Secretary  
Federal Communications Commission  
Media Bureau  
P.O. Box 358130  
Pittsburgh, PA 15251-5130

**Re: NextWave Broadband Inc.  
FRN 002613519  
Application for License and Authority to Provide Nationwide Broadband  
Service in the 2155-2175 MHz Band**

Dear Ms. Dortch:

Enclosed are FCC Forms 601 and 159 for Lockbox # 358130, with payment to be made by this firm's check in the amount of \$245.00 on behalf of NextWave Broadband Inc. ("NextWave").

NextWave is not filing the instant application pursuant to any preexisting radio service designation because there are no service rules for future services the 2155-2175 MHz band. For the sole purpose of ensuring manual processing of this application, and similar to the M2Z Networks, Inc. application for this spectrum, which was accepted for filing, NextWave is using the Radio Service Code for the Broadband Radio Service (BR) on the enclosed FCC Forms 601 and 159 and submits the application fee required for a new license in that service. See, FCC Public Notice, *Wireless Telecommunications Bureau Announces that M2Z Networks, Inc.'s Application for License and Authority to Provide a National Broadband Radio Service in the 2155-2175 MHz band is Accepted for Filing*, WT Dkt. No. 07-16, DA 07-492 (rel. Jan. 31, 2007). Out of an abundance of caution, NextWave is simultaneously filing the instant application via the Commission's Electronic Comment Filing System, pursuant to the above-referenced public notice.

Please stamp the "stamp-in" copy as received and return it to the courier. If there are any questions, please contact the undersigned or Jennifer Richter at 202-457-5666.

Very truly yours,



Carly T. Didden

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

Approved by OMB  
3060-0589  
Page 1 of 1

(1) LOCK BOX # <b>358130</b>		SPECIAL USE ONLY	
		FCC USE ONLY	
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Patton Boggs LLP</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$245.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>2550 M Street, NW</b>			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY <b>Washington</b>		(7) STATE <b>DC</b>	(8) ZIP CODE <b>20037</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>202-457-5668</b>		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN) <b>0006036180</b>		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME <b>NextWave Broadband Inc.</b>			
(14) STREET ADDRESS LINE NO. 1 <b>12670 High Bluff Drive</b>			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY <b>San Diego</b>		(17) STATE <b>CA</b>	(18) ZIP CODE <b>92130</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>858-480-3411</b>		(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN) <b>0012613519</b>		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID <b>NEW</b>	(24A) PAYMENT TYPE CODE <b>CJM</b>	(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC) <b>\$245.00</b>	(27A) TOTAL FEE <b>\$245.00</b>	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
<b>SECTION D - CERTIFICATION</b>			
<b>CERTIFICATION STATEMENT</b> I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE _____ DATE _____			
<b>SECTION E - CREDIT CARD PAYMENT INFORMATION</b>			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of )  
 )  
NextWave Broadband Inc. ) File No. \_\_\_\_\_  
 )  
Application For License And Authority To Provide )  
Nationwide Broadband Service In The 2155-2175 MHz )  
Band )

**APPLICATION FOR LICENSE AND AUTHORITY  
TO PROVIDE NATIONWIDE BROADBAND SERVICE  
IN THE 2155-2175 MHZ BAND**

By this application, NextWave Broadband Inc. (“NextWave”) hereby requests authorization to operate broadband radiofrequency facilities and provide broadband services in the 2155-2175 MHz frequency band (the “2.1 GHz band”) on a nationwide, shared basis, pursuant to the same terms, conditions and technical requirements adopted for the 3.65 GHz band, modified, as necessary, to meet any unique requirements that apply to the 2.1 GHz band.<sup>1</sup> Under this licensing scheme, NextWave and any other interested users would be granted a nationwide, non-exclusive license to use the 2.1 GHz band on a co-primary basis.<sup>2</sup> This licensing scheme would entail use of fixed and base station registration and contention-based

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<sup>1</sup> In the *M2Z Application Notice*, the Wireless Telecommunications Bureau indicated that “additional applications for spectrum in [the 2155-2175 MHz] band may be filed while the M2Z application is pending.” FCC Public Notice, *Wireless Telecommunications Bureau Announces that M2Z Networks, Inc.’s Application for License and Authority to Provide a National Broadband Radio Service in the 2155-2175 MHz Band is Accepted for Filing*, WT Docket No. 07-16, DA 07-492 (rel. Jan. 31, 2007) (“*M2Z Application Notice*”). The *M2Z Application Notice* further indicated that “[p]etitions, comments or additional applications may be filed using the Commission’s Electronic Comment Filing System (ECFS) or by filing paper copies.”

<sup>2</sup> NextWave recognizes that the instant application is mutually exclusive with the Application For License And Authority To Provide Nationwide Broadband Service In The 2155-2175 MHz Band (the “M2Z Application”) filed by M2Z Networks, Inc. (“M2Z”). See *M2Z Application Notice*. Specifically, the M2Z Application asks the Commission to grant to M2Z an exclusive use, nationwide license covering the 2.1 GHz band, whereas the instant application would permit non-exclusive, licensed use of the 2.1 GHz band by NextWave as well as any and all other applicants.

protocol requirements to permit interference-free sharing of the 2.1 GHz band by NextWave and other users of the band.

## **I. INTRODUCTION AND SUMMARY**

### **A. NextWave.**

NextWave is a wireless technology company engaged in the development of next-generation mobile broadband and wireless multimedia products, network components, various other technologies and services for both the U.S. and overseas markets. NextWave is developing network and device technologies and services based on the IEEE 802.16e WiMAX standard, which it intends to market to network infrastructure and device manufacturers and network operators worldwide. NextWave also plans to partner with service providers to build and operate 802.16e WiMAX-compliant networks that operate on NextWave's licensed spectrum, as well as in non-exclusively licensed bands, such as 3.65 GHz and the TV "white spaces."<sup>3</sup>

To facilitate the deployment of its network solutions, NextWave has expended substantial financial and human resources to acquire Advanced Wireless Services ("AWS"), Broadband Radio Service ("BRS") and Wireless Communications Service ("WCS") spectrum licenses – and to secure leasehold interests in Education Broadband Service ("EBS") spectrum – to create a nationwide footprint for its WiMAX-based technology and services in the United States.<sup>4</sup> To date, NextWave has accumulated a nationwide spectrum footprint covering approximately 247

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<sup>3</sup> NextWave's enhanced network solutions, combined with its wireless multimedia software products, will offer wireless service providers, cable operators, multimedia content distributors and Internet service providers an unparalleled platform to provide advanced wireless broadband services to their customers. In addition, through its subsidiary, PacketVideo, NextWave is the world's largest independent provider of embedded multimedia software for mobile phones. NextWave also recently acquired GO Networks Inc., a Mountain View, CA-based company that develops advanced mobile WiFi network solutions for commercial and municipal applications.

<sup>4</sup> NextWave also holds nationwide spectrum in the 3.5 GHz band in Germany through a majority-controlled joint venture.

million persons (“POPs”) across the United States.<sup>5</sup> NextWave is also engaged in efforts within various IEEE committees, including 802.11 and 802.16, to develop contention-based protocols for the WiFi and WiMAX standards to enable both technologies to coexist in non-exclusively licensed bands.

NextWave is initially focusing its technology development and deployment efforts on time division duplexing (“TDD”) technology, and currently is trialing its TDD-compatible network in Henderson, NV. Air interface standards based on TDD technology (such as WiFi, WiMAX, etc.) have proven to be remarkably efficient and commercially successful in the provision of broadband Internet access and other IP-based services. Advancements in TDD technology – in particular, WiMAX – have further increased the spectral efficiency of TDD systems through the use of adaptive modulation, adaptive antenna systems and multiple-input, multiple-output (“MIMO”) enhancements, while also fully supporting high-speed mobility. For NextWave and other companies involved in the development and deployment of TDD-based broadband network infrastructure and services, access to additional TDD spectrum allocations below 3 GHz is a paramount concern.<sup>6</sup>

## **B. Application.**

NextWave requests authorization to operate broadband radiofrequency facilities and provide broadband services in the 2.1 GHz band on a nationwide, shared basis, pursuant to the same terms, conditions and technical requirements that the Commission adopted for the 3.65

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<sup>5</sup> NextWave’s spectrum portfolio includes 20 MHz or more of spectrum covering 136.4 million POPs; 10 MHz of spectrum covering an additional 96 million POPs; and 30 MHz or more of spectrum covering a number of markets, including licenses covering 11.9 million POPs in New York.

<sup>6</sup> As the Spectrum Policy Task Force pointed out four years ago, “most prime spectrum has already been assigned to one or more parties, and it is becoming increasingly difficult to find spectrum that can be made available either for new services or to expand existing ones.” Federal Communications Commission Spectrum Policy Task Force, Report, ET Docket No. 02-135, at 14 (November 2002) *available at* [http://hraunfoss.fcc.gov/edocs\\_public/attachmatch/DOC-228542A1.pdf](http://hraunfoss.fcc.gov/edocs_public/attachmatch/DOC-228542A1.pdf) (“*SPTF Report*”).

GHz band (modified, as necessary, to meet any unique requirements that apply to the 2.1 GHz band). The hallmarks of the 3.65 GHz licensing scheme are set forth in the *3.65 GHz Order*<sup>7</sup>, codified at Part 90, Subpart Z of the Commission's rules.<sup>8</sup> Under such a scheme, NextWave and other users would be granted a nationwide, non-exclusive license to use the 2.1 GHz band on a co-primary basis. To alleviate potential interference problems that could arise if multiple parties were authorized to use the 2.1 GHz band, fixed and base stations would have to be registered in a common database to be established by the Commission. In addition, all devices using the band would be required to employ a contention-based protocol.<sup>9</sup> Other technical requirements, such as power limits, out of band emission limits, etc., will need to be developed to meet the specific needs of the 2.1 GHz band, particularly in light of the immediate adjacency of the paired AWS licenses.

2.1 GHz incumbent primary BRS and Fixed Service ("FS") microwave link operations could be relocated in accordance with the procedures adopted by the Commission in the *AWS Ninth Report and Order*, modified as required to overlay the multiple licensee scheme proposed herein.<sup>10</sup> These procedures basically require relocation on a system-by-system, link-by-link basis, based upon predicted interference between the planned base station deployments of the new 2.1 GHz band entrants and the incumbent operating systems, which should be relatively

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<sup>7</sup> *Wireless Operations in the 3650-3700 MHz Band*, Report and Order and Memorandum Opinion and Order, 20 FCC Rcd. 6502 (2005) ("*3.65 GHz Order*").

<sup>8</sup> 47 C.F.R. § 90.1301 *et seq.*

<sup>9</sup> NextWave notes that the working groups for IEEE 802.11 and 802.16 currently are in the process of developing contention-based protocols for the WiFi and WiMAX standards that should permit both technologies to coexist on a contention-based basis in the 3.65 GHz band. There is no reason to believe that the revised standards that include the contention-based protocol can not also be applied to the 2.1 GHz band.

<sup>10</sup> *Amendment of Part 2 of the Commission's Rules to Allocate Spectrum Below 3 GHz for Mobile and Fixed Services to Support the Introduction of New Advanced Wireless Services, including Third*

simple to superimpose upon the non-exclusive license construct set forth in the instant application.<sup>11</sup>

## **II. A GRANT OF NEXTWAVE'S APPLICATION WOULD FURTHER IMPORTANT PUBLIC INTEREST OBJECTIVES**

A grant of the instant application would further numerous Commission objectives and result in substantial public benefits. First, granting the instant application would help alleviate the need for spectrum below 3 GHz. This would benefit not just NextWave, but all parties interested in providing broadband services across the United States, as they could file applications subject to the same terms and conditions set forth herein. Opening access to the 2.1 GHz spectrum in this manner would facilitate the rapid deployment of advanced services and technologies to all Americans, including those in rural and underserved areas.<sup>12</sup> Indeed, just as “the public interest is best served by establishing minimal regulatory barriers to encourage multiple entrants [so as] to stimulate the rapid expansion of broadband services [in the 3.65 GHz band],” so would the public interest be served by granting the instant application and allowing subsequent license applicants to enter the 2.1 GHz band under the same terms and conditions.<sup>13</sup>

Granting NextWave's application also would help alleviate the need for unpaired spectrum allocations, which is critical to the development of TDD, IP-based applications and

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*Generation Wireless Systems*, Ninth Report and Order and Order, 21 FCC Rcd. 4473 (2006) (“*AWS Ninth Report and Order*”).

<sup>11</sup> Just as under the current relocation procedures designed for AWS licensees, if the Commission elected to grant non-exclusive licenses to other parties under same terms and conditions outlined in the instant application, those non-exclusive 2.1 GHz licensees entering the band after relocation has been effected would be required to reimburse the first entrant their *pro rata* share of the relocation costs.

<sup>12</sup> See 47 U.S.C. § 157(a); Section 707 of the Telecommunications Act of 1996, Pub.L. 104-104, Title VII, § 707, Feb. 8, 1996, 110 Stat. 156.

<sup>13</sup> *3.65 GHz Order* at ¶ 15. See also *id.*, ¶ 16 (“[The 3.65 GHz band] streamlined licensing and registration process will provide additional spectrum to WISPs and other potential users suitable for backhaul and other broadband purposes such as community networks – at low entry costs and with minimal regulatory delay.”).

services.<sup>14</sup> Other than the unlicensed spectrum allocations at 900 MHz and 2.4 GHz – which have become notoriously overcrowded with Industrial, Scientific and Medical (“ISM”) devices and all manners of WiFi and other spread spectrum-based products – there are no available TDD-oriented spectrum allocations below 3 GHz that have not already been licensed (and even those allocations have been paltry compared to frequency division duplexing (“FDD”)-oriented allocations).<sup>15</sup> In adopting the AWS service rules for the 1710-1755 MHz and 2110-2155 MHz bands – wherein TDD operations are prohibited – the Commission asserted that it would “make every effort to provide spectrum opportunities for TDD systems in future allocation and spectrum proceedings.”<sup>16</sup> The Commission can fulfill that promise in the 2.1 GHz band, which already has been designated for AWS use,<sup>17</sup> by granting the instant application. Finally, granting NextWave’s application would avoid mutual exclusivity among applicants for licenses in the 2.1 GHz band because any party could obtain such a license.

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<sup>14</sup> The Broadband Task Force recommended that the Commission “assign spectrum that would allow potential licensees to acquire . . . unpaired spectrum for the deployment of technologies such as time division duplex (TDD), which do not require paired bands.” *Connected & On the Go Broadband Goes Wireless Report by the Wireless Broadband Access Task Force*, Report, GN Docket No. 04-163, 2005 FCC LEXIS 1488 at \*158-59 (rel. Feb. 2005) (“*Broadband Access Task Force Report*”).

<sup>15</sup> The only TDD-friendly spectrum allocations that may potentially become available are the Lower 700 MHz E Block at 722-728 MHz; the unassigned BRS Basic Trading Area licenses and unassigned EBS “White Space” spectrum (eligibility for which is limited to certain non-commercial entities); and whatever vacant TV spectrum may be opened for operation in the Commission’s so-called TV White Space proceeding (*Unlicensed Operation in the TV Broadcast Bands*, First Report and Order and Further Notice of Proposed Rule Making, 21 FCC Rcd. 12266 (2006)).

<sup>16</sup> *Service Rules for Advanced Wireless Services in the 1.7 GHz and 2.1 GHz Bands*, Report and Order, 18 FCC Rcd. 25162, ¶ 46 (2003).

<sup>17</sup> *See Amendment of Part 2 of the Commission’s Rules to Allocate Spectrum Below 3 GHz for Mobile and Fixed Services to Support the Introduction of New Advanced Wireless Services, Including Third Generation Wireless Systems*, Eighth Report and Order, Fifth Notice of Proposed Rule Making and Order, 20 FCC Rcd. 15866, ¶ 6 (2005) (“*AWS 8th R&O*”).

### III. THE COMMISSION HAS AUTHORITY TO GRANT NEXTWAVE'S APPLICATION

The Commission has broad authority under Sections 4, 303 and 307 of the Communications Act of 1934, as amended (the “Act”) to make spectrum allocations and adopt licensing rules that are consistent with the public interest.<sup>18</sup> Although, as indicated, the 2.1 GHz band has been designated for AWS use, the Commission has not proposed service rules or a scheme for assigning licenses in the band. Section 309(j) generally requires the use of competitive bidding when mutually exclusive applications are submitted for the same band.<sup>19</sup> NextWave’s application is mutually exclusive with the M2Z Application – in that M2Z seeks an exclusive use license, which is fundamentally incompatible with NextWave’s application. However, the basic construct of NextWave’s application would avoid mutual exclusivity with all other applicants seeking authority to operate under the same terms and conditions set forth in the NextWave application. As the Commission observed in the 3.65 GHz proceeding, “[i]nsofar as [such a] licensing scheme will not result in mutual exclusivity, the use of competitive bidding is not required.”<sup>20</sup>

M2Z asserts that the Commission has wide latitude under Section 309(j)(6)(E) of the Act to adopt licensing schemes other than competitive bidding to avoid mutual exclusivity.<sup>21</sup> The Congressional intent of that section was to ensure that the Commission would examine methods that would avoid mutual exclusivity through, to the extent feasible, sharing, coordination and

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<sup>18</sup> 47 U.S.C. §§ 154, 303 and 307.

<sup>19</sup> 47 U.S.C. § 309(j)(1).

<sup>20</sup> *3.65 GHz Order* ¶ 45.

<sup>21</sup> Section 309(j)(6)(E) states that the Commission’s authority to employ competitive bidding “shall [not] be construed to relieve the Commission of the obligation in the public interest to continue to use engineering solutions, negotiation, threshold qualifications, service regulations, and other means in order to avoid mutual exclusivity in application and licensing proceedings.” 47 U.S.C. § 309(j)(6)(E).

other arrangements that by definition allow *multiple* parties to use the *same* spectrum.<sup>22</sup> There is no evidence anywhere in the legislative history underlying Section 309(j)(6)(E) that this section was intended to avoid mutual exclusivity by simply giving spectrum to the party of the Commission's choice, irrespective of whether that choice was based upon a public interest finding. In contrast, granting the instant application would establish parameters under which NextWave, M2Z, and other users could operate in the 2.1 GHz band on a shared basis.

#### **IV. NEXTWAVE REQUESTS A WAIVER OF ANY RULES THAT WOULD PREVENT OR FRUSTRATE THE PROCESSING OF THE INSTANT APPLICATION**

In the *M2Z Application Notice*, the Wireless Telecommunications Bureau ("Bureau") indicated that additional applications for the 2155-2175 MHz band may be filed "while the M2Z application is pending" and that such filings can be made "using the Commission's Electronic Comment Filing System (ECFS) or by filing paper copies."<sup>23</sup> To the extent the Bureau's invitation to file competing applications is inadequate authority to manually submit the instant application, NextWave requests a waiver of the Commission's electronic filing rules and any other rules, to the extent necessary, to permit the processing of the instant application.

Section 1.915 of the Commission's rules requires that applications for wireless service licenses must be filed in accordance with the Commission's general application requirements, set

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<sup>22</sup> The legislative history of the Omnibus Budget Reconciliation Act of 1993, for example, states that Congress intended the Commission to use tools that avoid mutual exclusivity "when feasible and appropriate." See H.R. Rep. No. 103-111, 103d Cong., 1st. Sess., at 258-259 (1993). In that regard, the Report observed that "[t]he FCC has and currently uses certain tools to avoid mutually exclusive licensing situations, such as spectrum sharing arrangements . . .," and singled out as a "case in point" the Mobile Satellite Service ("MSS") proceeding (*Amendment of the Commission's Rules to Establish Rules and Policies Pertaining to a Mobile Satellite Service in the 1610-1626.5/2483.5-2500 MHz Frequency Bands*, Report and Order, 9 FCC Rcd. 5936 (1994)), which at the time involved a negotiated rulemaking wherein multiple MSS license applicants were seeking to reach agreement on a spectrum sharing plan (ultimately unattained) that would avoid mutual exclusivity among all applicants. *Id.*

<sup>23</sup> *M2Z Application Notice* at 2.

forth in Sections 1.913-1.917 of the Commission's rules. Among other things, these rules require electronic filing of license applications via the Commission's Universal Licensing System, except with respect to certain services enumerated in Section 1.913(d). As NextWave is not filing the instant application pursuant to any preexisting service designation, it is unable to precisely identify a service (or Radio Service Code) required to complete the FCC Form 601.<sup>24</sup> In addition, the unique nature of the instant application makes it impossible to precisely complete schedules for the FCC Form 601. NextWave has attached a partially completed FCC Form 601 and Schedule B in Appendix I, and will amend these forms, as necessary, to reflect any decision the Commission may take in response to the instant request.

Pursuant to Section 1.925 of the Commission's rules, the Commission may grant a request for waiver of specific rule requirements if: (i) the underlying purpose of the rule(s) would not be served or would be frustrated by its application to the facts underlying the waiver request; or (ii) in view of the unique or unusual factual circumstances underlying the waiver request, application of the rule(s) would be inequitable, unduly burdensome or contrary to the public interest, or the applicant has no reasonable alternative. The facts underlying the instant request support a waiver grant under either prong of this standard.

The Commission adopted mandatory electronic filing of applications for licenses in services that are licensed by auction, while continuing to permit manual filing for most other license applications, to provide a streamlined, "quick and economical process" to file wireless services applications and to ensure that such licensing information made publicly available in a

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<sup>24</sup> For the sole purpose of ensuring manual processing of the instant application, NextWave used the Radio Service Code for BRS on the attached FCC Form 601, and submitted an application fee based upon the BRS fee schedule. NextWave has taken this approach only because that is the approach taken by the M2Z Application, which the Bureau deemed sufficient to accept that application for filing. Out of an abundance of caution, however, NextWave is simultaneously filing the instant application via the Commission's Electronic Comment Filing System, pursuant to the *M2Z Application Notice*.

speedy and easily retrievable manner.<sup>25</sup> With respect to the instant application, the efficiencies of streamlining cannot be achieved because NextWave lacks the requisite information to fully and accurately complete the electronic filing process. Further, NextWave will be filing a copy of the instant application electronically in WT Docket No. 07-16, thus ensuring speedy public access to its contents. Regarding the second prong of the waiver standard, the unique factual circumstances of seeking authority to operate under uncodified operating parameters – and the fact that the Bureau has invited manual application filings – would render application of the electronic filing rule, and FCC Form 601 and related schedule filing requirements, inequitable.

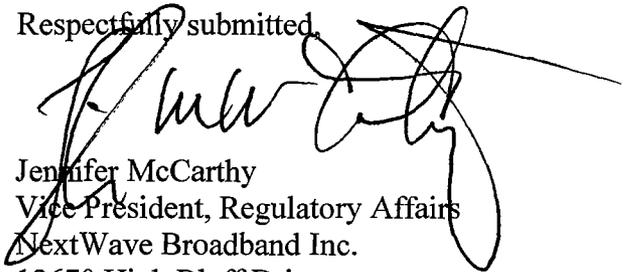
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<sup>25</sup> *Biennial Regulatory Review – Amendment of Parts 0, 1, 13, 22, 24, 26, 27, 80, 87, 90, 95, 97, and 101 of the Commission’s Rules to Facilitate the Development and Use of the Universal Licensing System in the Wireless Telecommunications Services*, Report and Order, 13 FCC Rcd. 21027, ¶ 20 (1998).

**V. CONCLUSION**

For all the reasons stated herein, the Bureau should accept and grant NextWave's application.

Respectfully submitted,



Jennifer McCarthy  
Vice President, Regulatory Affairs  
NextWave Broadband Inc.  
12670 High Bluff Drive  
San Diego, CA 92130  
(858) 480-3441

March 2, 2007

# **APPENDIX I**

1) Radio Service Code: <b>BR</b>	1a) Existing Radio Service Code:
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**General Information**

2) (Select only one) ( <u>NE</u> ) <b>NE</b> - New <b>RO</b> - Renewal Only <b>AU</b> - Administrative Update <b>NT</b> - Required Notifications <b>MD</b> - Modification <b>RM</b> - Renewal/Modification <b>WD</b> - Withdrawal of Application <b>EX</b> - Requests for Extension of Time <b>AM</b> - Amendment <b>CA</b> - Cancellation of License <b>DU</b> - Duplicate License <b>RL</b> - Registered Location/Link	
3a) If this application is for a <u>D</u> evelopmental License, <u>D</u> emonstration License, or a <u>S</u> pecial Temporary Authorization (STA), enter the code and attach the required exhibit as described in the instructions. Otherwise enter ' <u>N</u> ' (Not Applicable).	( <u>N</u> ) <u>D</u> <u>M</u> <u>S</u> <u>N/A</u>
3b) If this application is for Special Temporary Authority due to an emergency situation, enter 'Y'; otherwise enter 'N'. Refer to Rule 1.915 for an explanation of situations considered to be an emergency.	( ) <u>Yes</u> <u>No</u>
4) If this application is for an Amendment or Withdrawal, enter the file number of the pending application currently on file with the FCC.	File Number
5) If this application is for a Modification, Renewal Only, Renewal/Modification, Cancellation of License, Duplicate License, or Administrative Update, enter the call sign of the existing FCC license. If this is a request for Registered Location/Link, enter the FCC call sign assigned to the geographic license.	Call Sign
6) If this application is for a New, Amendment, Renewal Only, or Renewal/Modification, enter the requested authorization expiration date (this item is optional).	MM      DD ____ / ____
7) Is this application "major" as defined in §1.929 of the Commission's Rules when read in conjunction with the applicable radio service rules found in Parts 22 and 90 of the Commission's Rules? (NOTE: This question only applies to certain site-specific applications. See the instructions for applicability and full text of §1.929).	( ) <u>Yes</u> <u>No</u>
8) Are attachments (other than associated schedules) being filed with this application?	( <u>Y</u> ) <u>Yes</u> <u>No</u>

**Fees, Waivers, and Exemptions**

9) Is the Applicant exempt from FCC application fees?	( <u>N</u> ) <u>Yes</u> <u>No</u>
10) Is the Applicant exempt from FCC regulatory fees?	( <u>N</u> ) <u>Yes</u> <u>No</u>
11a) Does this application include a request for a Waiver of the Commission's Rule(s)? If 'Yes', attach an exhibit providing rule number(s) and explaining circumstances.	( <u>Y</u> ) <u>Yes</u> <u>No</u>
11b) If 11a is 'Y', enter the number of rule sections involved.	Number of Rule Section(s): <u>at least 1</u>
12) Are the frequencies or parameters requested in this filing covered by grandfathered privileges, previously approved by waiver, or functionally integrated with an existing station?	( <u>N</u> ) <u>Yes</u> <u>No</u>

**Applicant Information**

13) FCC Registration Number (FRN): <b>0012613519</b>			
14) Applicant/Licensee Legal Entity Type: (Select One) ( ) Individual ( ) Unincorporated Association ( ) Trust ( ) Government Entity ( <input checked="" type="checkbox"/> ) Corporation ( ) Limited Liability Company ( ) General Partnership ( ) Limited Partnership ( ) Limited Liability Partnership ( ) Consortium ( ) Other:			
15) If the Licensee name is being updated, is the update a result from the sale (or transfer of control) of the license(s) to another party and for which proper Commission approval has not been received or proper notification not provided?			( ) <u>Yes</u> <u>No</u>
16) First Name (if individual):	MI:	Last Name:	Suffix:
17) Legal Entity Name (if other than individual): <b>NextWave Broadband Inc.</b>			
18) Attention To: <b>Jennifer McCarthy</b>			
19) P.O. Box:	And/Or	20) Street Address: <b>12670 High Bluff Drive</b>	
21) City: <b>San Diego</b>	22) State: <b>CA</b>	23) Zip Code: <b>92130</b>	
24) Telephone Number: <b>858-480-3441</b>		25) FAX: <b>858-480-3105</b>	
26) E-Mail Address: <b>jmccarthy@nextwave.com</b>			

**27) Demographics (Optional):**

<b>Race:</b> ( ) American Indian or Alaska Native ( ) Asian ( ) Black or African-American ( ) Native Hawaiian or Other Pacific Islander ( ) White	<b>Ethnicity:</b> ( ) Hispanic or Latino ( ) Not Hispanic or Latino	<b>Gender:</b> ( ) Male ( ) Female
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**Real Party in Interest**

28) Name of Real Party in Interest of Applicant (If different from Applicant):	29) FCC Registration Number (FRN) of Real Party in Interest:
--	--

**Contact Information (If different from the Applicant)****( ) Check here if same as Applicant.**

30) First Name: <b>Jennifer</b>	MI:	Last Name: <b>McCarthy</b>	Suffix:
31) Company Name: <b>NextWave Broadband Inc.</b>			
32) Attention To:			
33) P.O. Box:	And /Or	34) Street Address: <b>12670 High Bluff Drive</b>	
35) City: <b>San Diego</b>	36) State: <b>CA</b>	37) Zip Code: <b>92130</b>	
38) Telephone Number: <b>858-480-3441</b>		39) FAX: <b>858-480-3105</b>	
40) E-Mail Address: <b>jmccarthy@nextwave.com</b>			

**Regulatory Status**

41) This filing is for authorization to provide or use the following type(s) of radio service offering (enter all that apply):

 Common Carrier  Non-Common Carrier  Private, internal communications  Broadcast Services  Band Manager**Type of Radio Service**

42) This filing is for authorization to provide the following type(s) of radio service (choose all that apply):

 Fixed  Mobile  Radiolocation  Satellite (sound)  Broadcast Services43) Does the Applicant propose to provide service interconnected to the public telephone network?  Yes  No**Alien Ownership Questions (If any answer is 'Y', provide an attachment explaining the circumstances)**44) Is the Applicant a foreign government or the representative of any foreign government?  Yes  No45) Is the Applicant an alien or the representative of an alien?  Yes  No46) Is the Applicant a corporation organized under the laws of any foreign government?  Yes  No47) Is the Applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?  Yes  No48a) Is the Applicant directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?  Yes  No48b) If the answer to 48a is 'Y', has the Applicant received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this filing?  Yes  No

If the answer to 48b is 'Y', attach an exhibit that identifies the citation(s) of the applicable declaratory ruling(s) by DA/FCC number of the FCC Record citation, if available, release date, and any other identifying information

If the answer to 48b is 'N', attach to this filing a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b) (4) of the Communications Act.

**Basic Qualification Questions**49) Has the Applicant or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?  Yes  No50) Has the Applicant or any party to this application, or any party directly or indirectly controlling the Applicant, ever been convicted of a felony by any state or federal court?  Yes  No51) Has any court finally adjudged the Applicant or any party directly or indirectly controlling the Applicant guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?  Yes  No

If the answer to any of 49-51 is 'Y', attach an exhibit explaining the circumstances.

**Aeronautical Advisory Station (Unicom) Certification**52)  I certify that the station will be located on property of the airport to be served, and, in cases where the airport does not have a control tower, RCO, or FAA flight service station, that I have notified the owner of the airport and all aviation service organizations located at the airport within ten days prior to application.**Broadband Radio Service and Educational Broadband Service Cable Cross-Ownership**53a) Will the requested facilities be used to provide multichannel video programming service? NA  Yes  No53b) If the answer to question 53a is 'Y', does Applicant operate, control or have an attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic service area of the requested facilities?  Yes  No**Note:** If the answer to question 53b is 'Y', attach an exhibit explaining how the Applicant complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission Rule(s) is being requested, Item 11a must be answered 'Y'.**Broadband Radio Service and Educational Broadband Service (Part 27)**54) (For EBS only) Does the Applicant comply with the programming requirements contained in Section 27.1203 of the Commission's Rules? NA  Yes  No**Note:** If the answer to item 54 is 'N', attach an exhibit explaining how the Applicant complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission Rule(s) is being requested, Item 11a must be answered 'Y'.55) (For BRS and EBS) Does the Applicant comply with Sections 27.50, 27.55, and 27.1221 of the Commission's Rules?  Yes  No**Note:** If the answer to item 55 is 'N', attach an exhibit justifying a waiver of that rule(s). If a waiver of the Commission Rule(s) is being requested, Item 11a must be answered 'Y'.

**General Certification Statements**

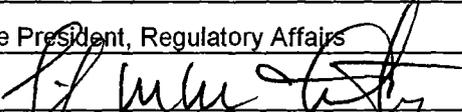
- 1) The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 2) The Applicant certifies that grant of this application would not cause the Applicant to be in violation of any pertinent cross-ownership or attribution rules.\*  
\*If the Applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 3) The Applicant certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 4) The Applicant certifies that neither the Applicant nor any other party to the application is subject to a denial of Federal benefits pursuant to §5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. This certification does not apply to applications filed in services exempted under §1.2002(c) of the rules, 47 CFR § 1.2002(c). See §1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 5) The Applicant certifies that it either (1) has current required ownership data on file with the Commission, (2) is filing updated ownership data simultaneously with this application, or (3) is not required to file ownership data under the Commission's Rules.
- 6) The Applicant certifies that the facilities, operations, and transmitters for which this authorization is hereby requested are either: (1) categorically excluded from routine environmental evaluation for RF exposure as set forth in 47 C.F.R. 1.1307(b); or, (2) have been found not to cause human exposure to levels of radiofrequency radiation in excess of the limits specified in 47 C.F.R. 1.1310 and 2.1093; or, (3) are the subject of one or more Environmental Assessments filed with the Commission.
- 7) The Applicant certifies that it has reviewed the appropriate Commission Rules defining eligibility to hold the requested license(s), and is eligible to hold the requested license(s).
- 8) The Applicant certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

**Signature**

56) Typed or Printed Name of Party Authorized to Sign

First Name: <b>Jennifer</b>	MI:	Last Name: <b>McCarthy</b>	Suffix:
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57) Title:  
**Vice President, Regulatory Affairs**

Signature:  58) Date:  
**3/1/07**

**FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.**

Upon grant of this license application, the Licensee may be subject to certain construction or coverage requirements. Failure to meet the construction or coverage requirements will result in termination of the license. Consult appropriate FCC regulations to determine the construction or coverage requirements that apply to the type of license requested in this application.

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, §1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, §312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, §503).**

## Schedule for Geographically Licensed Services

**FCC 601  
Schedule B**

Approved by OMB  
3060 - 0798  
See 601 Main Form Instructions  
for public burden estimate

**MARKET/CHANNEL BLOCK INFORMATION**

1) Market Designator	2) Market Name	3) Channel Block	4) Sub-Market Designator	5) Percentage of Bidding Credit	6) Open/Closed Bidding	7) I Am Seeking A Tribal Lands Bidding Credit In This Market
BTA 1-493	United States	2155-2175 MHz	NA	NA	NA	( ) Yes (X) No
						( ) Yes ( ) No
						( ) Yes ( ) No

**TRIBAL LANDS INFORMATION - Complete only when attaching the required certification(s) from the tribal government(s)**

8) Market Designator	9) Channel Block	10) Name of Tribal Lands	11) Area, in square kms, of tribal lands contained within designated market	12) Indicate with an "x" those tribal lands where Applicant has secured the required certification(s) from the tribal governments [attach certification(s)]	13) The amount of bidding credit as defined by FCC Rules (by Market)	14) Additional amount of bidding credit requested (attach justification)

15) Agreement Identifier: Action Requested:  Add  Delete

Type of Agreement:  Collusion-Based  Designated Entity  Other (Description of Type of Agreement) \_\_\_\_\_

Agreement Name:	NA
-----------------	----

**Party(ies) to Agreement(s)**

Action Requested:  Add  Delete

<input type="checkbox"/> Entity Name:	Legal Entity Name	FCC Registration Number (FRN):
<input type="checkbox"/> Individual Name:	First	MI Last Suffix
FCC Registration Number (FRN):		

Action Requested:  Add  Delete

<input type="checkbox"/> Entity Name:	Legal Entity Name	FCC Registration Number (FRN):
<input type="checkbox"/> Individual Name:	First	MI Last Suffix
FCC Registration Number (FRN):		

Action Requested:  Add  Delete

<input type="checkbox"/> Entity Name:	Legal Entity Name	FCC Registration Number (FRN):
<input type="checkbox"/> Individual Name:	First	MI Last Suffix
FCC Registration Number (FRN):		

**Designated Entity/Closed Bidding Agreement Info**

16) Have you entered into any agreements which would impact your Designated Entity or closed bidding status? If 'Y', attach an exhibit.	NA ( ) Yes No
---	---------------

**17) Additional Demographic Information (Not Required)**

Applicant Status:
<input type="checkbox"/> Minority Owned Business <input type="checkbox"/> Rural Telephone Company <input type="checkbox"/> Woman Owned Business

**Revenue and Asset Information**

18) Has any Revenue and Asset information changed for the Applicant, the Disclosable Interest Holder, or the Affiliate? If 'Y', explain why in an exhibit.	NA ( ) Yes No
--	---------------

**19) Revenue and Asset Information for the Applicant****Purpose (Check Modify and complete all changes different from previously filed FCC Form 175)**

<input type="checkbox"/> Modify      NA
---

**Gross Revenue Disclosure Most Recent Reportable Year**

20a) Were the Applicant and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.	NA ( ) Yes No
---	---------------

If 'Y', provide the following information.	
20b) Gross Revenues	\$ _____ (Format: 99,999.99)
20c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

**One Year Prior to Most Recent Reportable Year**

21a) Were the Applicant and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.	NA ( ) Yes No
---	---------------

If 'Y', provide the following information.	
21b) Gross Revenues	\$ _____ (Format: 99,999.99)
21c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

**Two Years Prior to Most Recent Reportable Year**

22a) Were the Applicant and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.	NA ( ) Yes No
---	---------------

If 'Y', provide the following information.	
22b) Gross Revenues	\$ _____ (Format: 99,999.99)
22c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

**Average Gross Revenue**

23) Average Gross Revenue of Reported Years: \$	NA	(Format: 99,999.99)
---	----	---------------------

**Asset Disclosure**

24) Total Assets as of Application Filing Deadline: \$	NA	(Format: 99,999.99)
--	----	---------------------

**Financial Statements**

25) Audited or Unaudited (Check One)	NA
<input type="checkbox"/> The Applicant used audited financial statements.	
<input type="checkbox"/> The Applicant used unaudited financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP) and certified by the Applicant's chief financial officer or the equivalent.	

**FCC 601  
Schedule B**

**26) Revenue and Asset Information for the Disclosable Interest Holder (DIH)  
Purpose (Select One)**

<input type="checkbox"/> Add	NA	<input type="checkbox"/> Modify	<input type="checkbox"/> Delete
------------------------------	----	---------------------------------	---------------------------------

**27) Disclosable Interest Holder**

<input type="checkbox"/> Entity Name: See FCC Form 602, File No. 0002846104				FCC Registration Number (FRN):
<input type="checkbox"/> Individual Name: First	MI	Last	Suffix	FCC Registration Number (FRN):

**Gross Revenue Disclosure Most Recent Reportable Year**

28a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.	( ) Yes <u>No</u>
---	-------------------

If 'Y', provide the following information.

28b) Gross Revenues	\$ _____	(Format: 99,999.99)
28c) Year End Date:	_____	(Date Format: MM/DD/YYYY)

**One Year Prior to Most Recent Reportable Year**

29a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.	( ) Yes <u>No</u>
---	-------------------

If 'Y', provide the following information.

29b) Gross Revenues	\$ _____	(Format: 99,999.99)
29c) Year End Date:	_____	(Date Format: MM/DD/YYYY)

**Two Years Prior to Most Recent Reportable Year**

30a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.	( ) Yes <u>No</u>
---	-------------------

If 'Y', provide the following information.

30b) Gross Revenues	\$ _____	(Format: 99,999.99)
30c) Year End Date:	_____	(Date Format: MM/DD/YYYY)

**Average Gross Revenue**

31) Average Gross Revenue of Reported Years: \$ _____ (Format: 99,999.99)
---

**Asset Disclosure**

32) Total Assets as of Application Filing Deadline: \$ _____ (Format: 99,999.99)
--

**Financial Statements**

33) Audited or Unaudited (Check One)	
<input type="checkbox"/>	The Disclosable Interest Holder used audited financial statements.
<input type="checkbox"/>	The Disclosable Interest Holder used unaudited financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP) and certified by the Applicant's chief financial officer or the equivalent.

**FCC 601  
Schedule B**

**34) Revenue and Asset Information for the Affiliate Purpose (Select One)**

<input type="checkbox"/> Add <b>NA</b>	<input type="checkbox"/> Modify	<input type="checkbox"/> Delete
--	---------------------------------	---------------------------------

**35) Affiliate**

<input type="checkbox"/> Entity Name:				FCC Registration Number (FRN):
<input type="checkbox"/> Individual Name: First	MI	Last	Suffix	FCC Registration Number (FRN):

**Gross Revenue Disclosure Most Recent Reportable Year**

36a) Were the Affiliate and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.	( ) <u>Yes</u> <u>No</u>
If 'Y', provide the following information.	
36b) Gross Revenues	\$ _____ (Format: 99,999.99)
36c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

**One Year Prior to Most Recent Reportable Year**

37a) Were the Affiliate and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.	( ) <u>Yes</u> <u>No</u>
If 'Y', provide the following information.	
37b) Gross Revenues	\$ _____ (Format: 99,999.99)
37c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

**Two Years Prior to Most Recent Reportable Year**

38a) Were the Affiliate and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.	( ) <u>Yes</u> <u>No</u>
If 'Y', provide the following information.	
38b) Gross Revenues	\$ _____ (Format: 99,999.99)
38c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

**Average Gross Revenue**

39) Average Gross Revenue of Reported Years: \$ _____ (Format: 99,999.99)
---

**Asset Disclosure**

40) Total Assets as of Application Filing Deadline: \$ _____ (Format: 99,999.99)
--

**Financial Statements**

41) Audited or Unaudited (Check One)
<input type="checkbox"/> The Affiliate used audited financial statements.
<input type="checkbox"/> The Affiliate used unaudited financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP) and certified by the Applicant's chief financial officer or the equivalent.

**FCC 601  
Schedule B**

**Closed Bidding/Designated Entity Eligibility**      NA

**Total Gross Revenues for Most Recent Reportable Year**

42a) Gross Revenues	\$ _____	(Format: 99,999.99)
42b) Year End Date:	_____	(Date Format: MM/DD/YYYY)

**Total Gross Revenues for One Year Prior to Most Recent Reportable Year**

43a) Gross Revenues:	\$ _____	(Format: 99,999.99)
43b) Year End Date:	_____	(Date Format: MM/DD/YYYY)

**Total Gross Revenues for Two Years Prior to Most Recent Reportable Year**

44a) Gross Revenues:	\$ _____	(Format: 99,999.99)
44b) Year End Date:	_____	(Date Format: MM/DD/YYYY)

**Total Aggregate Average Gross Revenues for Designated Entity**

45) Aggregate Average Gross Revenue:	\$ _____	(Format: 99,999.99)
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**Total Aggregate Average Gross Revenues for Closed Bidding**

46) Aggregate Average Gross Revenue:	\$ _____	(Format: 99,999.99)
--------------------------------------	----------	---------------------

**Total Assets Disclosure for Closed Bidding**

47) Total Assets:	\$ _____	(Format: 99,999.99)
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**Certifications** (By signing the Main Form, the Applicant certifies that the statements listed are true, complete, correct and made in good faith)

**For Applicants Claiming Eligibility as an Entrepreneur Under the General Rule**

Applicant certifies that they are eligible to obtain the licenses for which they apply.

**For Applicants Claiming Eligibility as a Publicly Traded Corporation**

Applicant certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

**For Applicants Claiming Eligibility using a Control Group Structure**

Applicant certifies that they are eligible to obtain the licenses for which they apply.

Applicant certifies that the Applicant's sole control group member is a pre-existing entity, if applicable.

**For Applicants Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium**

Applicant certifies that they are eligible to obtain the licenses for which they apply.

Applicant certifies that the Applicant's sole control group member is a pre-existing entity, if applicable.

**For Applicants Claiming Eligibility as a Rural Telephone Company**

Applicant certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

**For Applicants Claiming Tribal Lands Bidding Credit**

Applicant certifies that it will comply with the bidding credit buildout requirements and consult with the tribal government(s) regarding the siting of facilities and deployment of service on the tribal land(s) as set out in the applicable FCC rules.

**For Auction Applicants**

Applicant provided separate gross revenue information for itself, for each of Applicant's officers and directors; for each of Applicant's other controlling interests; for each of Applicant's affiliates; and for each affiliate of each of Applicant's officers, directors, and other controlling interests.

Applicant provided separate gross revenue and total asset information for itself, for each of Applicant's officers and directors; for each of Applicant's other controlling interest; for each of Applicant's affiliates; and for each affiliate of each Applicant's officers, directors, and other controlling interests.

**Filing Type**

1a)  Current Filing  Proposed Filing

1b) Is the purpose of this filing to report cellular cross-ownership holdings required pursuant to section 1.919 of the Commission's Rules?  Yes  No

If 'Yes', provide an exhibit with this filing that identifies the Rural Service Area market(s) involved, as well as the cellular licensee of which the filer has acquired direct or indirect ownership interest of 10% or greater.

**Filer Information**

2) First Name (if individual):	MI:	Last Name:	Suffix:
3) Filer Name (if entity): NextWave Broadband Inc.		4) FCC Registration Number (FRN): 12613519	

**5) Contact Information**

Name and Address: Jennifer McCarthy NextWave Broadband Inc.  12670 High Bluff Drive San Diego, CA 92130	Telephone Number: 858-480-3441
	Fax Number: 858-480-3105
	E-mail Address: jmccarthy@nextwave.com

**Related FCC Regulated Businesses of Filer**

6a) Name of all FCC-Regulated Businesses owned by Filer (use additional sheets, if necessary):	6b) Principal Business:	6c) FCC Registration Number (FRN):	6d) Percent of Interest Held:
AWS Wireless Inc.	Telecommunications	0015022023	100.00
GWireless, LLC	Telecommunications	0015825326	100.00
NW Spectrum Co.	Telecommunications	0015082522	100.00
WCS Wireless License Subsidiary, LLC	Telecommunications	0009850488	100.00

**Signature**

**7) Typed or Printed Name of Party Authorized to Sign**

First Name: Jennifer	MI:	Last Name: McCarthy	Suffix:
Title: Vice President, Regulatory Affairs			
Signature: Jennifer McCarthy			Date: 2/11/2006

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)) AND/ OR FORFEITURE (U.S. Code, Title 47, Section 503).**

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Allen	MI: B	Last Name: Salmasi	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number(FRN): 0012826277	
4) Disclosable Interest Holder's Address: 75 Holly Hill Lane, Suite 200 Greenwich, CT 06830			
5) Type of Interest in Filer ( ) (refer to Instructions for a list of codes): Indirect Ownership Interest in Filer Officer Director Key Management Personnel	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): Individual		7) Percent of Interest Held in Filer: 28.60
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes): Common Stock: Voting		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
AWS Wireless Inc.	Telecommunications	0015022023	28.60
GWireless, LLC	Telecommunications	0015825326	28.60
NextWave Wireless, Inc.	Telecommunications	0015331671	28.60

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
NW Spectrum Co.	Telecommunications	0015082522	28.60
WCS Wireless License Subsidiary, LLC	Telecommunications	0009850488	28.60

Reference  
 Copyright

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual): Douglas	MI: F	Last Name: Manchester	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number(FRN): 0009545484	
4) Disclosable Interest Holder's Address: Manchester Financial Group LP, One Market Place, 33rd Floor San Diego, CA 92101			
5) Type of Interest in Filer ( ) (refer to Instructions for a list of codes): Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): Individual		7) Percent of Interest Held in Filer: 11.60
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes): Common Stock: Voting		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States	

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
AWS Wireless Inc.	Telecommunications	0015022023	11.60
GWireless, LLC	Telecommunications	0015825326	11.60
NextWave Wireless, Inc.	Telecommunications	0015331671	11.60

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
NW Spectrum Co.	Telecommunications	0015082522	11.60
WCS Wireless License Subsidiary, LLC	Telecommunications	0009850488	11.60

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Manchester Financial Group LP		3) FCC Registration Number(FRN): 0014109219	
4) Disclosable Interest Holder's Address: One Market Place, 33rd Floor San Diego, CA 92101			
5) Type of Interest in Filer ( ) (refer to instructions for a list of codes): Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): Limited Partnership	7) Percent of Interest Held in Filer: 11.60	
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes): Common Stock: Voting	9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation:  United States, California		

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
AWS Wireless Inc.	Telecommunications	0015022023	11.60
GWireless, LLC	Telecommunications	0015825326	11.60
NextWave Wireless, Inc.	Telecommunications	0015331671	11.60

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
NW Spectrum Co.	Telecommunications	0015082522	11.60
WCS Wireless License Subsidiary, LLC	Telecommunications	0009850488	11.60

Reference Copy

**Schedule for Disclosable Interest Holders**

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Navation, Inc.		3) FCC Registration Number(FRN): 0012814406	
4) Disclosable Interest Holder's Address: C/O Bill Norden, Brown Raysman Millstein Felder Steiner LLP 900 3rd Ave., 23rd Floor New York, NY 10022			
5) Type of Interest in Filer ( ) (refer to Instructions for a list of codes):  Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes):  Corporation		7) Percent of Interest Held in Filer:  18.40
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes):  Common Stock: Voting	9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation:  United States, Delaware		

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
AWS Wireless Inc.	Telecommunications	0015022023	18.40
GWireless, LLC	Telecommunications	0015825326	18.40
NextVWave Wireless Inc.	Telecommunications	0015331671	18.40

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
NW Spectrum Co.	Telecommunications	0015082522	18.40
WCS Wireless License Subsidiary, LLC	Telecommunications	0009850488	18.40

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 Wireless Spectrum Co.

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): NextWave Wireless Inc.		3) FCC Registration Number(FRN): 0015331671	
4) Disclosable Interest Holder's Address: 12670 High Bluff Drive San Diego, CA 92130			
5) Type of Interest in Filer ( ) (refer to Instructions for a list of codes): Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): Corporation	7) Percent of Interest Held in Filer: 100.00	
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes): Membership Shares	9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation:  United States- Delaware		

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
AWS Wireless Inc.	Telecommunications	0015022023	100.00
GWireless, LLC	Telecommunications	0015825326	100.00
NW Spectrum Co.	Telecommunications	0015082522	100.00

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
WCS Wireless License Subsidiary, LLC	Telecommunications	0009850488	100.00

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Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): NextWave Wireless LLC		3) FCC Registration Number(FRN): 0012978300	
4) Disclosable Interest Holder's Address: 11500 S. Eastern Avenue, Suite 150 Henderson, NV 89052			
5) Type of Interest in Filer ( ) (refer to Instructions for a list of codes): Direct Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): Limited Liability Company		7) Percent of Interest Held in Filer: 100.00
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes): Common Stock: Voting		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation:  United States, Delaware	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
AWS Wireless Inc.	Telecommunications	0015022023	100.00
GWireless, LLC	Telecommunications	0015825326	100.00
NW Spectrum Co.	Telecommunications	0015082522	100.00

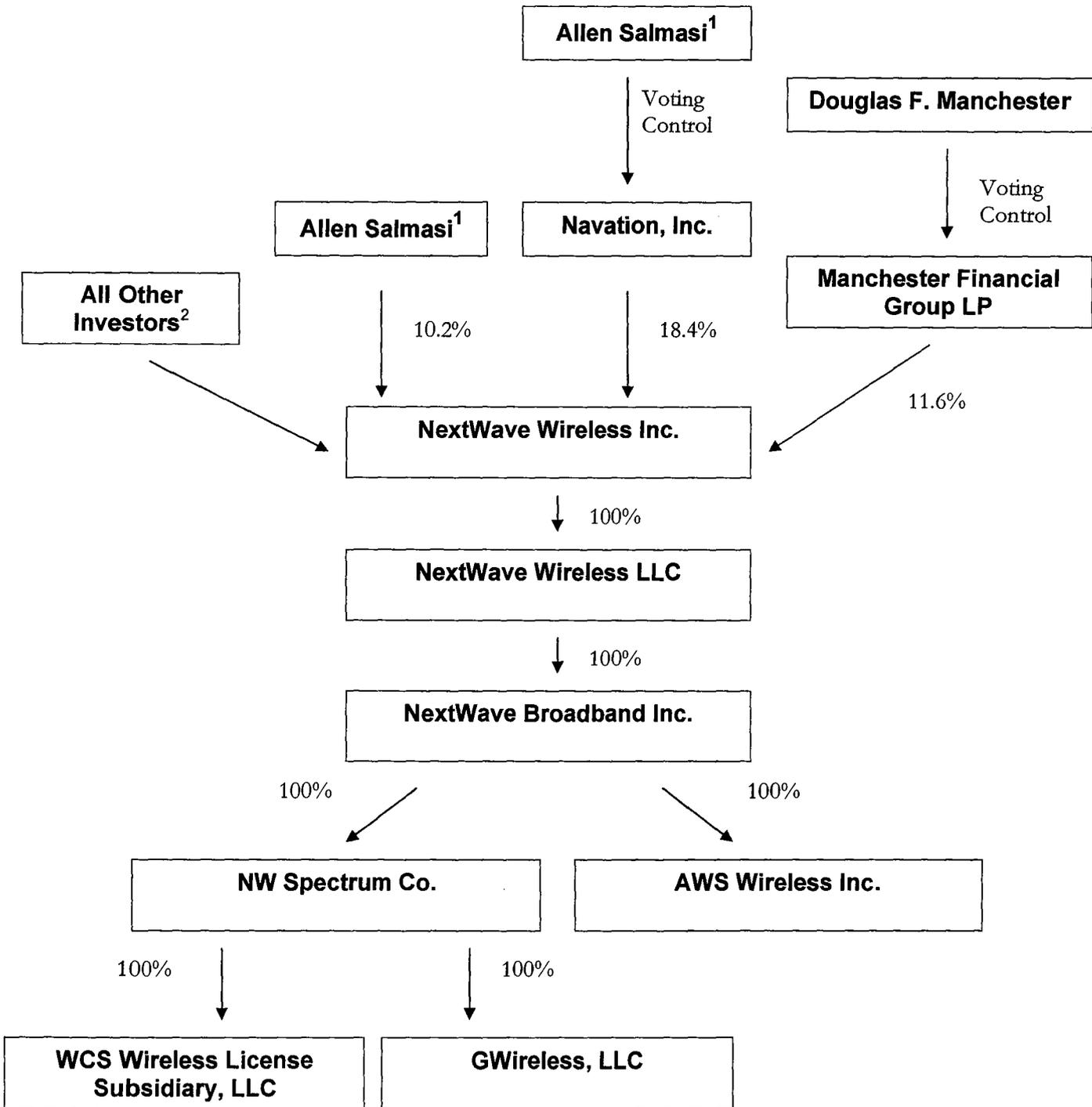
10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
WCS Wireless License Subsidiary, LLC	Telecommunications	0009850488	100.00

Reference Copy

Attachment(s):

Type	Description	Date Entered
1	Indirect Ownership Exhibit	200612

FCC Form 602, Ownership Disclosure



**Notes:**

1. Allen Salmasi holds a 10.2% direct ownership interest in NextWave Wireless Inc. In addition, Mr. Salmasi and his wife co-exercise a controlling ownership interest in Navation, Inc., which in turn holds an 18.4% direct ownership interest in NextWave Wireless Inc.
2. There are more than 1400 interest holders of record whose individual ownership interest in NextWave Wireless Inc. is below 10%.

## CERTIFICATE OF SERVICE

I, Aaron Eisenberg, certify on this 2nd day of March, 2007, a copy of the foregoing APPLICATION has been served, as a courtesy, by U.S. Postal Service First Class Mail, postage pre-paid, to the following:

Milo Medin  
Chairman  
M2Z Networks, Inc.  
2800 Sand Hill Road  
Suite 150  
Menlo Park, CA 94025

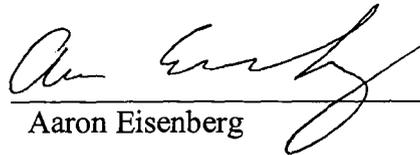
Uzoma C. Onyeije  
Vice President Regulatory Affairs  
M2Z Networks, Inc.  
2000 North 14th Street  
Suite 600  
Arlington, VA 22201

Pantelis Michalopoulos  
Brendan Kasper  
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Washington, DC 20036

Joel D. Taubenblatt\*  
Division Chief  
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Federal Communications Commission  
445 12th Street, S.W.  
Washington, DC 20554

*Counsel to M2Z Networks, Inc.*

Best Copy and Printing, Inc.  
Portals II  
445 12<sup>th</sup> Street, SW  
Room CY-B402  
Washington, D.C. 20554

  
Aaron Eisenberg

\* Service by E-Mail only.

**CERTIFICATE OF SERVICE**

I, Aaron Eisenberg, certify on this 2nd day of March, 2007, a copy of the foregoing PETITION TO DENY has been served by U.S. Postal Service First Class Mail, postage pre-paid, to the following:

Milo Medin  
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/s/Aaron Eisenberg  
Aaron Eisenberg

\* By electronic mail only.