



July 24, 2008

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

RE: WT Docket No. 08-94
Applications of Sprint Nextel Corporation and Clearwire Corporation For Consent to
Transfer Control of Licenses and Authorizations
Lead File Nos. 0003462540 and 0003368272

Dear Ms. Dortch:

Xanadoo, LLC (“Xanadoo”) currently offers wireless high-speed Internet access in Lubbock, Abilene and Wichita Falls, Texas, Lawton, Oklahoma, and Springfield and Decatur, Illinois using 2.5 GHz frequencies held pursuant to FCC-authorized licenses or leases. We began initial construction of our wireless networks in 2006 and now cover almost 1 million people. We currently hold 2.5 GHz licenses and leases covering over 8 million people, and therefore anticipate further expansion in our networks and the areas we serve throughout the coming decade.

As a spectrum holder and Internet service provider in the 2.5 GHz frequency band, Xanadoo has a keen interest in the above-referenced docket. We are submitting this letter to express our belief that the proposed new Clearwire transaction could result in public interest benefits that argue for Commission approval of the proposed transaction.

The new Clearwire applications indicate that upon Commission approval and closing of the proposed transaction, new Clearwire plans to construct and operate a nearly nationwide 2.5 GHz advanced wireless broadband network using open-standard 4G WiMAX technology based on the IEEE 802.16(e) standard. WiMAX technology dramatically enhances the speed of today’s 3G wireless networks. Xanadoo has recently launched service in Springfield and Decatur, Illinois utilizing WiMAX technology from Cisco. We anticipate upgrading our networks in Texas and Oklahoma to WiMAX over the course of the next twelve months. We believe industry activity that leads to more widespread commercial availability of WiMAX equipment and further development of a WiMAX ecosystem will accelerate popular acceptance of WiMAX. This will benefit wireless service providers who are planning future broadband deployment utilizing WiMAX technology.

Xanadoo understands that new Clearwire has committed to making their WiMAX network a true open access network, and that they will not limit access to their network by subscribers who are customers of

other WiMAX service providers. Such a commitment will ensure that Xanadoo's subscribers will be able to access the Internet using their WiMAX enabled communications devices even when they are not in Xanadoo's network coverage areas.

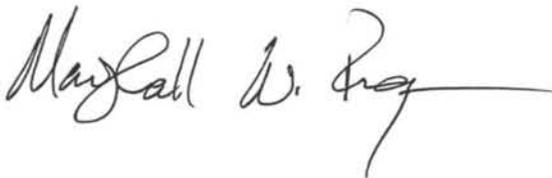
Xanadoo also believes that the areas within the footprint of our 2.5 GHz frequencies are likely complementary to the metropolitan areas that new Clearwire is committing to build over the next five years. Complementary deployment of WiMAX networks by new Clearwire in major markets and by Xanadoo and others in smaller and rural markets will ensure that American consumers and businesses will have access to seamless advanced WiMAX Internet access at 2.5 GHz sooner than would otherwise be possible.

Finally, Xanadoo is painfully aware of the capital constraints currently facing entrepreneurial wireless broadband network operators seeking to introduce competitive broadband wireless services to American consumers and businesses. Like Clearwire, Xanadoo will have to raise significant amounts of new capital in order to complete the construction of WiMAX networks utilizing our 2.5 GHz licenses and leases. Sprint and Clearwire have been able to secure substantial capital commitments from Comcast, Intel, Time Warner and Google based upon the opportunities a nationwide mobile WiMAX network will enable. Xanadoo is hopeful that the commitment of these strategic investors will help persuade financial markets to make available the capital that will be required to build WiMAX networks on a fully nationwide basis.

For the reasons set forth above, we urge the Commission to approve new Clearwire's proposed transaction.

Respectfully Submitted,

Xanadoo, LLC



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