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May 24, 2010

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

Notice of Oral *Ex Parte* Communication

RE: WT Docket No. 06-150, PS Docket No. 06-229, GN Docket No. 09-51, and WC Docket No. 05-25

Dear Ms. Dortch:

On May 21, 2010, Chris Murray, Erin Boone and Gerry Salemme of Clearwire Corporation met with Paul De Sa, Chief of the Office of Strategic Planning and Policy Analysis to discuss Clearwire's 4G mobile WiMAX service deployment to date and its upcoming launch plans, as highlighted in the attached presentation. During the meeting, Clearwire also addressed questions concerning Clearwire's microwave backhaul strategy, its purchase of special access, and the Commission's plans to auction the Upper 700 MHz D Block for commercial use. Clearwire encouraged the Commission to conduct a commercial auction of the 700 MHz D Block, and highlighted arguments previously filed in these dockets.

Pursuant to Section 1.1206(b)(2) of the Commission's Rules, notice of this *ex parte* communication is being filed electronically. If you have any questions regarding this matter, please do not hesitate to contact the undersigned at 202-351-5015.

Sincerely,

Chris Murray

cc: Paul De Sa

May 2010
FCC

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Clearwire 4G Customer Usage

Average Clearwire Mobile Tonnage	=	**7 GigaBytes/sub/mos**
Average 3G Data Card[1]	=	1.4 GigaBytes/mos
Average Smartphone Usage[2]	=	200 MByte/mos
Watch DVD quality movie on Netflix.com[3]	=	4.7 GigaBytes
Listen 30 minutes a day to Pandora[3]	=	1.2 GigaBytes/mos

4G has 4x to 8x greater usage than 3G

(1) Q3 2009 ComScore Data
(2) Nielsen Research Q4 2009
(3) Cisco Report

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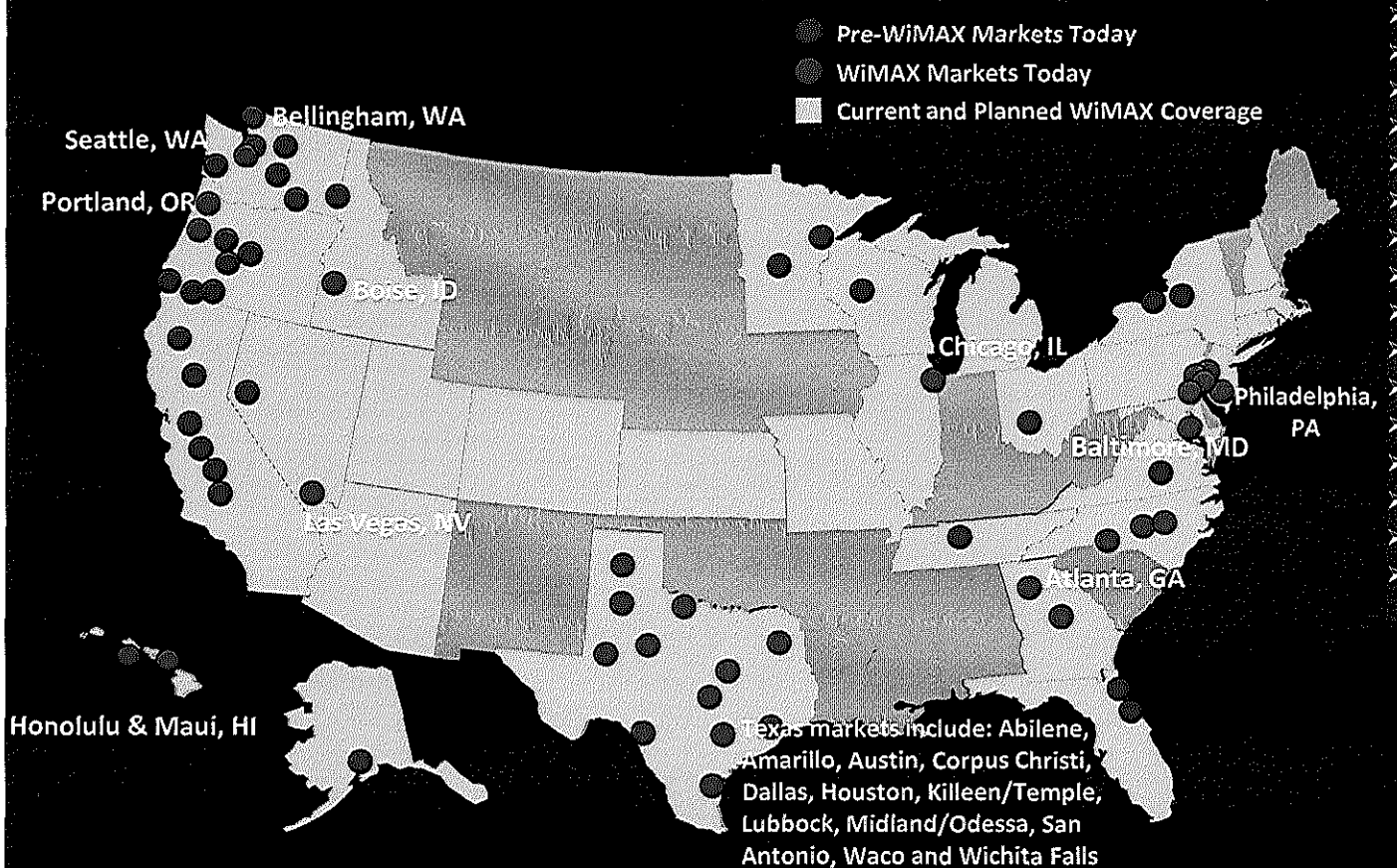
First National 4G Wireless Network



Launched Markets:

- Atlanta
- Austin
- Baltimore
- Chicago
- Dallas
- Harrisburg, PA
- Houston
- Lancaster, PA
- Las Vegas
- Milledgeville, GA
- Philadelphia
- Portland
- Reading, PA
- Salem, OR
- San Antonio
- York, PA
- 16 conversion markets including:
  - ✓ Boise
  - ✓ Seattle/Tacoma
  - ✓ Honolulu
  - ✓ Maui

Planned Launches:

2010

- Boston
- Cincinnati
- Cleveland
- Daytona, FL
- Denver
- Eugene, OR
- Grand Rapids, MI
- Kansas City, KS
- Los Angeles
- Merced, CA
- Miami
- Minneapolis
- Modesto, CA
- Nashville, TN
- New York City
- Orlando, FL
- Pittsburg
- Rochester, NY
- Salt Lake City, UT
- San Francisco Bay Area
- St. Louis, MO
- Stockton, CA
- Syracuse, NY
- Tampa, FL
- Tri-Cities, WA
- Visalia, CA
- Washington D.C.
- Wilmington, DE
- Yakima, WA

- 45.3Bn POPs at the end of Q1 2010
- 120MM POPs expected at the end of 2010

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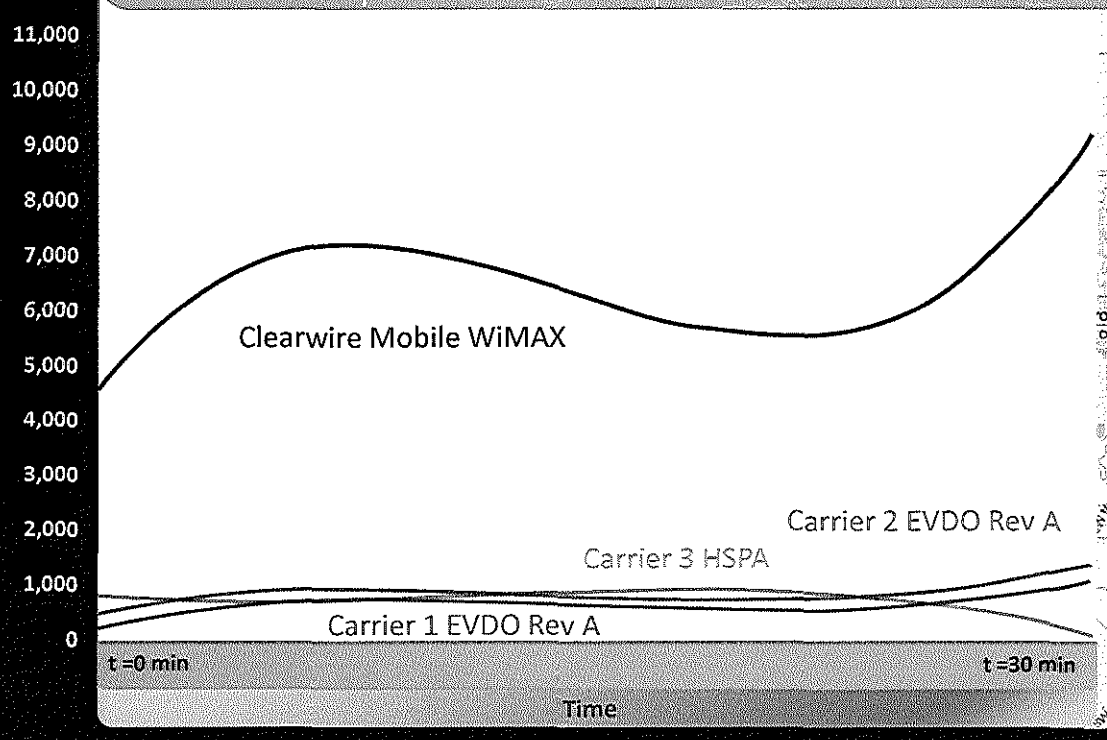
Source: Company filings

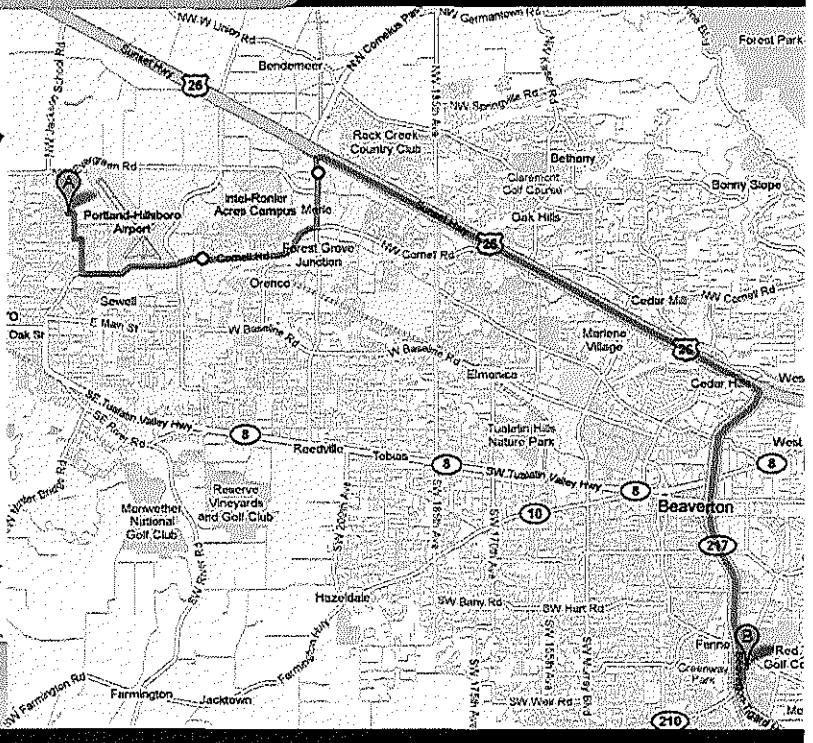
Positive 4G WiMAX User Experience

Illustrative market: Portland

	CLWR 802.16e	Carrier #1 EVDO - A	Carrier #2 EVDO - A	Carrier #3 HSPA
Peak Rates	19 Mbps	2.4 Mbps	2.5 Mbps	1.9 Mbps
Mean Rate	6.5 Mbps	0.7 Mbps	0.9 Mbps	0.9 Mbps
Mean Latency	83 ms	168 ms	201 ms	354 ms

Location: Portland, OR
Drive route: 17 miles
Drive time: 30 min
Average Vehicle Speed: 35 mph
Max Vehicle Speed: 55 mph





Note: Drive tests were conducted at off-peak hours to minimize loading effects

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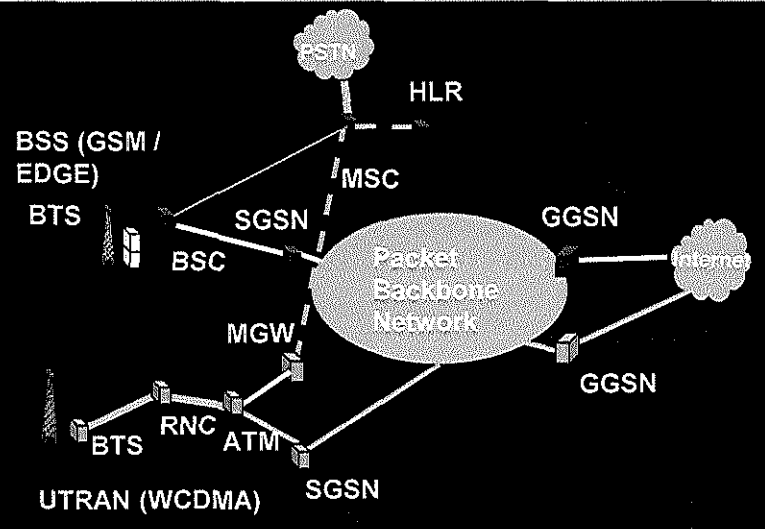
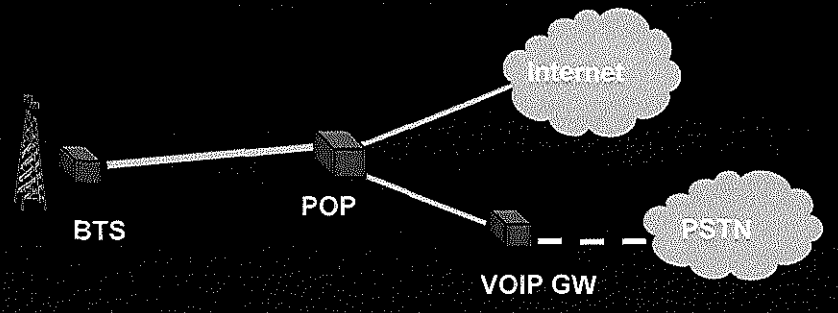
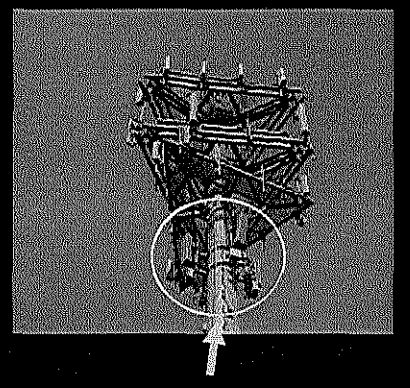
Clearwire Network – Simple and Efficient

Legacy Wireless: Data and Voice Network

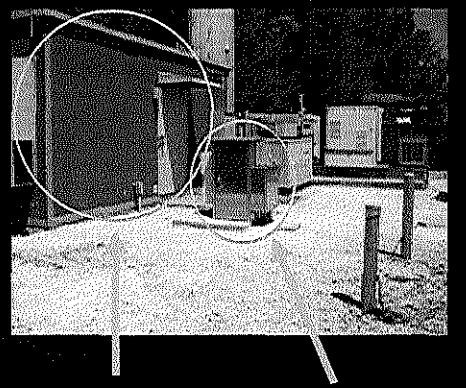


Clearwire: Data and Voice Network





Clearwire Base Station



Cellular Shelter

Clearwire Cabinet

	Clearwire	Cellular
Antennas per site	3	9
Tower Cabling	3 Cables	9 – 12 Coax runs
Ground Space	4'X3'	10'X12'

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Network Cost Comparison

	Clearwire 4G Network	Cellular Company Network
Cost per Site	$130K/Site	$200K-$220K/Site[4]
Backhaul	$100/month[1]	$800-$1,200/month[5]
Tower Lease	$1,300/month	$2,000/month[4]
Towers for Coverage [2]	500	~125[6]
Towers for Capacity [3]	500	~500[6]

Average Usage on Clearwire Network is Approximately 7GB[7]

(1) Clearwire deploys microwave backhaul
(2) Coverage required for 3M POPs
(3) Capacity Augmentation required to meet user demand
(4) Morgan Stanley Research
(5) Estimated DS3 or fiber monthly lease amount
(6) Clearwire Estimates
(7) Company estimate of mobile retail monthly usage

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Network of Networks

Expanded Distribution

Sprint, Comcast, bright house NETWORKS, TIME WARNER CABLE

- Access to 100MM+ customers
- Additional revenues and cash flow
- Same margin as retail

Significant commercial relationships

intel, Google, Sprint

- Sprint
  - 3G/4G dual handsets
  - Leverage infrastructure and enterprise salesforce
- Intel
  - Embedded WiMAX chipsets
- Google
  - Open architecture devices
  - Advertising revenue sharing

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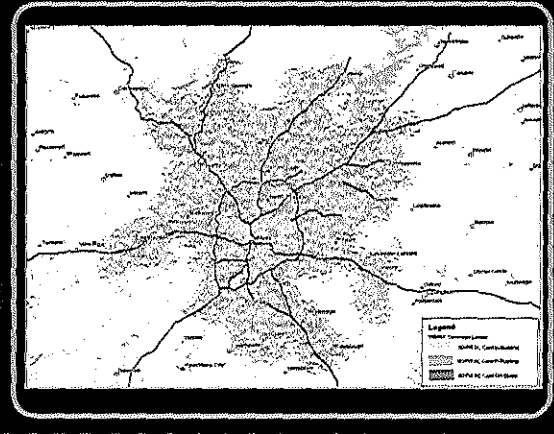
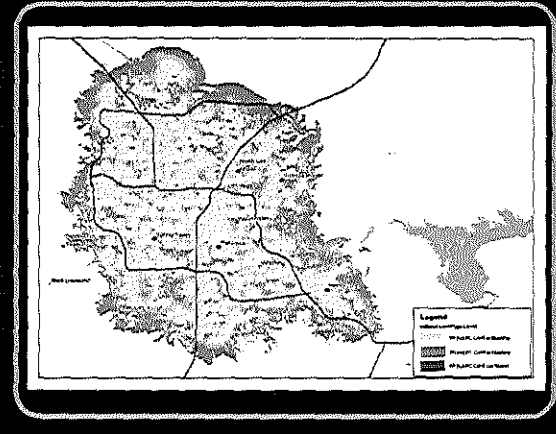
Path to Profitability

Portland

Atlanta



Las Vegas



The three oldest CLEAR markets have an average age of about 10 months through Q1'10

Q1'10 results for the three oldest CLEAR markets combined on a market level basis

CPGA $353 | **Gross Margin 47%** | **Penetration 2.7%**

On pace to reach positive market level EBITDA around 18 months

Note: Metrics represent combined figures for the three markets. Market level economics excludes corporate overheads.

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2009 Recap

Successful launch of CLEAR 4G service in 27 markets across the U.S., including major cities such as Chicago, Dallas, Las Vegas, Atlanta, Philadelphia, Seattle and Honolulu.

Total Covered 4G POPs exceeded 34 million at the end of 2009 with overall Covered POPs exceeding 44 million.

Added 87,000 net new subscribers during Q4 '09, largest net add quarter in Company's history, bringing total Clearwire's subscriber base to 688,000; CLEAR 4G subscribers doubled sequentially to end the year at 438,000.

2009 revenue increased 19% to $274.5 million compared with Pro Forma 2008 revenue.

4G wholesale partners have launched service in all CLEAR markets with the wholesale subscriber base at 46,000 from net adds in late 2009.

Raised $4.3Bn, including $1.6Bn of new equity investment from Sprint, Comcast, Time Warner Cable, Intel, Eagle River and Bright House Networks priced at $7.33/share, and refinancing of 12% Senior Secured Notes which extended maturity to late 2015.

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Q1 2010 Recap

Total Ending Subscribers of 971,000, Up 94% Year Over Year

Total Net Subscriber Additions of 283,000 - Greater than Full Year 2009

Wholesale Subscriber Base Triples During the First Quarter 2010

First Quarter Revenue of $107 Million – Up 72% Year Over Year

4G wholesale partners have launched service in all CLEAR markets, ending the quarter with 157,000 wholesale subscribers[1]

Two new Smartphones by End of Year 2010 – HTC and Samsung

(1) Includes non-launched markets

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2010 Expectations

	2009	2010
4G POPs	34M	120M
Subscribers	688K	Tripling 2009 Ending Subscribers
Retail ARPU	$39.65	Above $41.00
Retail CPGA	$565	Consistent with 2009
Total Net Cash Spending	N/A	$2.8Bn to $3.2Bn

Note: Guidance given May 5, 2010

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