

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
A	This return/report is for: <div><div><input type="checkbox"/> a multiemployer plan;</div><div><input checked="" type="checkbox"/> a single-employer plan;</div><div><input type="checkbox"/> a multiple-employer plan; or</div><div><input type="checkbox"/> a DFE (specify) ____</div></div>
B	This return/report is: <div><div><input type="checkbox"/> the first return/report;</div><div><input type="checkbox"/> the final return/report;</div><div><input type="checkbox"/> an amended return/report;</div><div><input type="checkbox"/> a short plan year return/report (less than 12 months).</div></div>
C	If the plan is a collectively-bargained plan, check here. ▶ <input type="checkbox"/>
D	Check box if filing under: <div><div><input checked="" type="checkbox"/> Form 5558;</div><div><input type="checkbox"/> automatic extension;</div><div><input type="checkbox"/> the DFVC program;</div><div><input type="checkbox"/> special extension (enter description)</div></div>

Part II	Basic Plan Information—enter all requested information	
1a	Name of plan CLEARWIRE CORPORATION 401(K) PLAN	1b Three-digit plan number (PN) ▶ 001
		1c Effective date of plan 10/01/1998
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) CLEARWIRE CORPORATION 4400 CARILLON POINT KIRKLAND, WA 98033	2b Employer Identification Number (EIN) 56-2408571 2c Sponsor's telephone number 425-216-7600 2d Business code (see instructions) 517000

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2010	GINA GOODRICH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2010	STEVE EDNIE
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") CLEARWIRE CORPORATION 4400 CARILLON POINT KIRKLAND, WA 98033	3b Administrator's EIN 56-2408571 3c Administrator's telephone number 425-216-7600
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name CLEARWIRE CORPORATION	4b EIN 26-3791581 4c PN 001
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5 Total number of participants at the beginning of the plan year	5	1894
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	2908
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	619
d Subtotal. Add lines 6a , 6b , and 6c	6d	3527
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	3
f Total. Add lines 6d and 6e	6f	3530
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	3205
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	611

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2F 2G 2J 2K 2T 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (1) <input checked="" type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information – Small Plan) (3) <input type="checkbox"/> A (Insurance Information) (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input checked="" type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> G (Financial Transaction Schedules)
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SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning **01/01/2009** and ending **12/31/2009**

A Name of plan CLEARWIRE CORPORATION 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 CLEARWIRE CORPORATION	D Employer Identification Number (EIN) 56-2408571	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FID.INV.INST.OPS.CO.
04-2647786
(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 65 37 60	RECORDKEEPER	22525	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ABF LG CAP VAL INV - STATE STREET B 04-1867445	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MANAGERS BOND FUND - PNC GLOBAL INV 04-2871943	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
NB PARTNERS TRUST - STATE STREET BA ONE LINCOLN STREET BOSTON, MA 02111	0.35%	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NORTHERN SM CAP VAL - NORTHERN TRUS P.O. BOX 75986 CHICAGO, IL 60675-5986	0.35%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RAINIER SM/MID CAP - US BANCORP FUN 39-0281260	0.35%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ROYCE VALUE PLUS SER - BOSTON FINAN 04-2526037	0.45%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
RS PARTNERS A - BOSTON FINANCIAL DA 04-2526037	0.55%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
WFA C&B MDCP VAL INV - BOSTON FINAN 04-2526037	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
WFA SM CAP VAL INV - BOSTON FINANCI 04-2526037	0.35%	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

<div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009					
A Name of plan CLEARWIRE CORPORATION 401(K) PLAN				B Three-digit plan number (PN) ▶ 001	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 CLEARWIRE CORPORATION				D Employer Identification Number (EIN) 56-2408571	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: FID MGD INC PORT					
b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY					
c EIN-PN 04-3022712-024		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1626277	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end	

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
A Name of plan CLEARWIRE CORPORATION 401(K) PLAN	B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 CLEARWIRE CORPORATION	D Employer Identification Number (EIN) 56-2408571

Part I	Asset and Liability Statement
---------------	--------------------------------------

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	171789	336624
(9) Value of interest in common/collective trusts.....	1c(9)	761831	1626277
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	9080182	22709092
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	10013802	24671993

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	10013802	24671993
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2520212	
(B) Participants	2a(1)(B)	7282344	
(C) Others (including rollovers)	2a(1)(C)	2179350	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		11981906

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	9053	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		9053

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	394647	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		394647

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		29073
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		4198141
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		16612820

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1930520	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1930520
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		1287
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	22822	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		22822
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1954629

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		14658191
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: CLARK NUBER

(2) EIN: 91-1194016

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>CLEARWIRE CORPORATION 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CLEARWIRE CORPORATION</u>	D Employer Identification Number (EIN) <u>56-2408571</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
11 a Does the ESOP hold any preferred stock?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	<input type="checkbox"/> Yes	<input type="checkbox"/> No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	<input type="checkbox"/> Yes	<input type="checkbox"/> No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

CLEARWIRE CORPORATION 401(k) PLAN

Financial Statements and Supplemental Schedule
with Independent Auditors' Report

December 31, 2009 and 2008

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Independent Auditors' Report***To the Plan Administrator
Clearwire Corporation 401(k) Plan
Kirkland, Washington***

We were engaged to audit the accompanying statements of net assets available for plan benefits of Clearwire Corporation 401(k) Plan (the Plan) as of December 31, 2009 and 2008, and the related statement of changes in net assets available for plan benefits and supplemental schedule as of and for the year ended December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. The plan administrator has informed us that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2009 and 2008 and for the year ended December 31, 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information in the Plan's financial statements and supplemental schedule that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Certified Public Accountants
September 29, 2010

CLEARWIRE CORPORATION 401(k) PLAN

***Statements of Net Assets Available for Plan Benefits
December 31, 2009 and 2008***

	<u>2009</u>	<u>2008</u>
Assets:		
Investments:		
Mutual funds	\$ 22,709,092	\$ 9,080,182
Collective trust fund	1,626,277	761,831
Participant loans	<u>336,624</u>	<u>171,789</u>
Total investments	24,671,993	10,013,802
Contributions receivable:		
Employee	347,807	310
Employer match	<u>126,119</u>	<u>155</u>
Total contributions receivable	<u>473,926</u>	<u>465</u>
Net Assets Available for Plan Benefits at Fair Value	25,145,919	10,014,267
Adjustment from fair value to contract value for the fully benefit-responsive collective trust fund	<u>30,241</u>	<u>41,095</u>
Net Assets Available for Plan Benefits	<u>\$ 25,176,160</u>	<u>\$ 10,055,362</u>

See accompanying notes to financial statements.

CLEARWIRE CORPORATION 401(k) PLAN

***Statement of Changes in Net Assets Available for Plan Benefits
For the Year Ended December 31, 2009***

Additions to Net Assets:

Contributions:

Employee	\$ 7,629,841
Employer match	2,646,176
Employee rollover	<u>2,179,350</u>

Total contributions	<u>12,455,367</u>
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Investment income:

Net appreciation in fair value of investments	4,198,142
Interest and dividend income	412,865
Interest on participant loans	<u>9,053</u>

Total investment income	<u>4,620,060</u>
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Total Additions to Net Assets	<u>17,075,427</u>
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Deductions from Net Assets:

Benefits paid to participants	1,930,520
Deemed distributions of participant loans	1,287
Administrative expenses	<u>22,822</u>

Total Deductions from Net Assets	<u>1,954,629</u>
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Net Increase in Net Assets Available for Plan Benefits	<u>15,120,798</u>
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Net Assets Available for Plan Benefits:

Beginning of year	<u>10,055,362</u>
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End of Year	<u><u>\$ 25,176,160</u></u>
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See accompanying notes to financial statements.

CLEARWIRE CORPORATION 401(k) PLAN

Notes to Financial Statements

Note 1 - Description of the Plan

The following description of the Clearwire Corporation 401(k) Plan (the Plan) provides general information only. Participants should refer to the Plan document for complete information regarding the Plan's definitions, benefits, eligibility and other matters.

General - The Plan is a defined contribution plan that was established effective October 1, 1998 for the benefit of employees of Clearwire Corporation (the Sponsor). All employees are eligible to participate in the Plan on their date of hire. The Plan adopted an automatic enrollment provision, under which new participants are set up with a 3% pre-tax deferral unless they formally waive participation or elect a different participation level. Effective November 1, 2009, the Plan was amended to remove the automatic enrollment feature of the plan. Employees may enter the Plan on the first day of each month.

Contributions - Participants may contribute to the Plan through voluntary deferrals of eligible compensation. The Plan excludes bonuses, commissions, severance pay and stock compensation from eligible compensation. Participants may contribute 1% to 60% of their eligible compensation to the Plan, not to exceed annual limitations prescribed by the Internal Revenue Service (IRS). Participants that have attained the age 50 before the end of the plan year are eligible to make catch-up contributions. Participants are also allowed to rollover contributions from other qualified employer-sponsored retirement plans. The Plan was amended subsequent to December 31, 2009 to allow for participants to make after-tax contributions (Roth).

The Sponsor makes a fixed non-discretionary matching contribution on a per pay period basis. The match is 50% of employee contributions not to exceed 6% of eligible compensation.

Participant Accounts - Participant contributions to the Plan are voluntary. Participants are allowed to direct the investment of all contributions into various investment options that offer a diversity of investment risk and return. Each participant's account is credited with any contributions made to the account, increases or decreases in the market value of investments, and any loans and loan repayments. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Allocation Provisions - Dividend income, interest income and net realized and unrealized investment gain or loss of each fund shall be allocated to the accounts of each participant based on the participant's proportionate share of the various investment funds held in their investment account.

Vesting - Participants are immediately vested in their salary deferral contributions plus actual earnings thereon. Vesting in the Plan sponsor's fixed non-discretionary matching contributions is based on years of continuous service as follows:

<u>Years of Service</u>	<u>Vested Percentage</u>
1	33%
2	66%
3	100%

CLEARWIRE CORPORATION 401(k) PLAN

Notes to Financial Statements

Note 1 - Continued

Forfeitures - Forfeitures of terminated participants' non-vested accounts are retained in the Plan and will first be used to pay administrative expenses. Any remaining amounts will be used to reduce future employer contributions. The Sponsor utilized forfeited accounts to pay administrative expenses of \$9,200 and \$110,000 to reduce the fixed non-discretionary matching contributions during the plan year ended December 31, 2009. At December 31, 2009 and 2008, there were \$195,942 and \$145,815 in unallocated forfeitures, respectively.

Benefit Payments - Upon termination of service, retirement, death, disability, a participant or beneficiary may elect to receive a lump-sum distribution equal to the value of the participant's vested interest in his or her account. Participants may also elect to receive a distribution of all or any portion of their vested account balance prior to termination of employment (in-service withdrawals) upon attainment of age 59 ½. The Plan also allows for hardship withdrawals.

Participant Loans - The Plan allows participants to borrow from their accounts using their vested balance as collateral for the loans. A participant may have only one loan outstanding at any given time. The maximum amount that a participant may borrow is equal to the lesser of 50% of their entire vested account balance or \$50,000, reduced by the highest outstanding loan balance in the participants prior twelve month period. The minimum amount required to be borrowed is \$1,000. Loan terms range from one to five years unless it is used to acquire a principal residence which may not extend beyond ten years from the date of the loan. The loans bear interest at a rate commensurate with local prevailing rates as determined by the plan administrator and shall remain fixed throughout the duration of the loan. Principal and interest are paid through payroll deductions.

Administrative Expenses - Several of the investment fund options are subject to investment and administrative fees based on a percentage of invested assets, as disclosed in the fund's prospectus. All such fees are charged directly against the fund's investment performance and thus are not separately disclosed in the accompanying financial statements. Participant loan accounts are assessed a separate fee for the administration of loans and repayments thereof. All other administrative expenses related to the Plan are paid by either the Plan or Sponsor.

Subsequent Events - The Plan's management has evaluated subsequent events through September 29, 2010, the date on which the Plan's financial statements were available to be issued.

Note 2 - Significant Accounting Policies

Basis of Accounting - The financial statements of the Plan have been prepared on the accrual basis of accounting. In accordance with generally accepted accounting principles (GAAP), investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for plan benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan's statements of net assets available for plan benefits present the fair value of the collective trust fund as well as an adjustment of the fully benefit-responsive collective trust fund from fair value to contract value. The statement of changes in net assets available for plan benefits is prepared on the contract basis.

CLEARWIRE CORPORATION 401(k) PLAN

Notes to Financial Statements

Note 2 - Continued

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from those estimates.

Benefits Paid to Benefits - Benefits paid to participants are recorded when paid. As of December 31, 2009 and 2008, there were no benefit payments that had been requested but not paid.

Investment Valuation and Income Recognition - The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

Purchases and sales are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation in fair value of investments represents the change in fair value of assets from one period to the next and includes realized gains and losses on investments.

Risks and Uncertainties - The Plan provides for various investment options. Investment securities are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for plan benefits and the statement of changes in net assets available for plan benefits.

Note 3 - Fair Value Measurements

The Financial Accounting Standards Board (FASB) issued guidance for fair value measurements. This guidance establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy are described as follows:

Level 1: Unadjusted quoted prices available in active markets for identical assets or liabilities;

Level 2: Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; or

Level 3: Unobservable inputs that are significant to the fair value measurement.

A financial instrument's level within the fair value hierarchy is based upon the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

CLEARWIRE CORPORATION 401(k) PLAN

Notes to Financial Statements

Note 3 - Continued

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Mutual Funds - Valued at quoted market prices in active markets, which represent the net asset value (NAV) of shares held by the Plan at year-end.

Collective Trust Fund - Valued using the NAV provided by the fund's trustee. The NAV is based on the fair value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of units outstanding at the valuation date. The fund is traded on a private market that is not active; however, the unit price is based primarily on observable market data of the fund's underlying assets.

Participant Loans - Valued at their outstanding balance, which approximates fair value.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008 (Levels 1, 2, and 3 are defined above):

<i>Fair Value Measurements as of December 31, 2009</i>				
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Mutual funds:				
Large cap funds	\$ 4,580,380	\$ -	\$ -	\$ 4,580,380
Mid cap funds	2,197,583			2,197,583
Small cap funds	1,341,000			1,341,000
International funds	2,345,036			2,345,036
Target date and balanced funds	10,118,254			10,118,254
Bond funds	2,126,839			2,126,839
Total mutual funds	22,709,092			22,709,092
Collective trust fund:				
Stable value fixed income fund		1,626,277		1,626,277
Participant loans			336,624	336,624
	<u>\$ 22,709,092</u>	<u>\$ 1,626,277</u>	<u>\$ 336,624</u>	<u>\$ 24,671,993</u>
<i>Fair Value Measurements as of December 31, 2008</i>				
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Mutual funds	\$ 9,080,182	\$ -	\$ -	\$ 9,080,182
Collective trust fund		761,831		761,831
Participant loans			171,789	171,789
	<u>\$ 9,080,182</u>	<u>\$ 761,831</u>	<u>\$ 171,789</u>	<u>\$ 10,013,802</u>

CLEARWIRE CORPORATION 401(k) PLAN

Notes to Financial Statements

Note 3 - Continued

A reconciliation of the beginning and ending balances for fair value measurements made using significant unobservable inputs (Level 3) is as follows for the year ended December 31, 2009:

	<i>Participant Loans</i>
Balance as of January 1, 2009	\$ 171,789
Issuances, repayments, and settlements, net	<u>164,835</u>
Balance as of December 31, 2009	<u>\$ 336,624</u>

Note 4 - Investments

The following presents investments that represent 5% or more of the Plan's net assets as of December 31:

	<u>2009</u>	<u>2008</u>
Mutual Funds:		
Fidelity Diversified International Fund	\$ 2,345,036	\$ 1,268,271
Fidelity Blue Chip Growth Fund	*	601,813
Spartan U.S. Equity Index Fund	*	541,844
Fidelity U.S. Bond Index Fund	1,603,867	593,402
Fidelity Freedom 2035 Fund	1,834,728	688,125
Fidelity Freedom 2030 Fund	1,758,610	554,507
Fidelity Freedom 2040 Fund	1,753,071	584,997
Collective Trust Fund:		
Fidelity Managed Income Portfolio	1,626,277	761,831

** Did not comprise 5% or more of net assets at December 31.*

Note 5 - Information Certified by the Trustee

The Sponsor has elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Under this provision of ERISA, certain information certified by a qualifying institution need not be subjected to independent audits. The Plan's management has obtained certification from the trustee, Fidelity Management Trust Company, that the following information provided by the trustee and included in the Plan's financial statements and supplemental schedule is complete and accurate:

- Fair value and, if applicable, contract value of investments as of December 31, 2009 and 2008;
- Investment income earned for the year ended December 31, 2009; and
- Investment transactions for the year ended December 31, 2009.

CLEARWIRE CORPORATION 401(k) PLAN

Notes to Financial Statements

Note 6 - Plan Termination

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become fully vested in their account balances.

Note 7 - Federal Income Taxes

The Sponsor adopted a plan under the IRS volume submitter program which received a favorable opinion letter dated March 31, 2008. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRS. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Note 8 - Party-In-Interest

The Plan invests in shares of mutual funds managed by an affiliate of the trustee. Transactions in such investments and fees charged by the affiliate directly to the funds for managing the investments qualify as party-in-interest transactions.

Note 9 - Reconciliation to Form 5500

The following is a reconciliation of net assets available for plan benefits per the financial statements to the Form 5500 as of December 31:

	<u>2009</u>	<u>2008</u>
Net assets available for plan benefits per the financial statements	\$ 25,176,160	\$ 10,055,362
Total contributions receivable	(473,926)	(465)
Adjustment from contract value to fair value for the fully benefit-responsive collective trust fund	<u>(30,241)</u>	<u>(41,095)</u>
Net Assets per the Form 5500	<u>\$ 24,671,993</u>	<u>\$ 10,013,802</u>

The following is a reconciliation of the net increase in net assets available for plan benefits per the financial statements to the Form 5500 for the year ended December 31, 2009:

Net increase in net assets per the financial statements	\$ 15,120,798
Total contributions receivable at December 31, 2009	(473,926)
Total contributions receivable at December 31, 2008	465
Change in the adjustment from contract value to fair value for the fully benefit-responsive collective trust fund from December 31, 2008 to December 31, 2009	<u>10,854</u>
Net Income per the Form 5500	<u>\$ 14,658,191</u>

SUPPLEMENTAL SCHEDULE

CLEARWIRE CORPORATION 401(k) PLAN

**Attachment to Form 5500, Schedule H, Line 4(i)
Schedule of Assets Held as of December 31, 2009**

Employer: Clearwire Corporation

EIN: 56-2408571

Plan #: 001

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	American Beacon	ABF Large Cap Value PA, 18,826 shares	**	\$ 309,129
	Neuberger Berman	NB Partners Trust, 10,901 shares	**	200,253
	Rainier Investment	Rainier Small/Mid Cap, 19,044 shares	**	498,196
	Northern	Northern Small Cap Value, 9,259 shares	**	113,796
	Managers	Managers Bond Fund, 21,521 shares	**	522,972
	Wells Fargo	WFA Small Cap Value, 22,051 shares	**	604,850
	Wells Fargo	WFA C&B Midcap Value, 10,661 shares	**	143,496
	RS Investments	RS Partners A, 5,010 shares	**	129,548
	Royce	Royce Value Plus Series, 43,844 shares	**	492,806
*	Fidelity Funds	Fidelity Leveraged Co Stk Fund, 33,066 shares	**	757,863
*	Fidelity Funds	Fidelity Balanced Fund, 27,541 shares	**	450,571
*	Fidelity Funds	Fidelity Cap Appreciation Fund, 18,769 shares	**	402,230
*	Fidelity Funds	Fidelity Blue Chip Growth Fund, 30,752 shares	**	1,167,076
*	Fidelity Funds	Fidelity Growth Strategies Fund, 49,049 shares	**	798,028
*	Fidelity Funds	Fidelity Diversified International Fund, 83,751 shares	**	2,345,036
*	Fidelity Funds	Fidelity Dividend Growth Fund, 44,271 shares	**	1,047,886
*	Fidelity Funds	Fidelity Freedom Income Fund, 13,400 shares	**	143,914
*	Fidelity Funds	Fidelity Freedom 2000 Fund, 8,808 shares	**	99,972
*	Fidelity Funds	Fidelity Freedom 2010 Fund, 15,955 shares	**	199,598
*	Fidelity Funds	Fidelity Freedom 2020 Fund, 54,556 shares	**	684,681
*	Fidelity Funds	Fidelity Freedom 2030 Fund, 141,938 shares	**	1,758,610
*	Fidelity Funds	Spartan Total Mkt Index Fund, 6,690 shares	**	211,216
*	Fidelity Funds	Fidelity Managed Income Portfolio, 1,656,518 shares	**	1,626,277
*	Fidelity Funds	Spartan U.S. Equity Index Fund, 26,048 shares	**	1,027,097
*	Fidelity Funds	Fidelity U.S. Bond Index Fund, 145,015 shares	**	1,603,867
*	Fidelity Funds	Fidelity Large Cap Value Fund, 22,125 shares	**	215,493
*	Fidelity Funds	Fidelity Freedom 2040 Fund, 244,842 shares	**	1,753,071
*	Fidelity Funds	Fidelity Freedom 2005 Fund, 5,718 shares	**	57,356
*	Fidelity Funds	Fidelity Freedom 2015 Fund, 33,478 shares	**	348,844
*	Fidelity Funds	Fidelity Freedom 2025 Fund, 105,279 shares	**	1,093,854
*	Fidelity Funds	Fidelity Freedom 2035 Fund, 178,823 shares	**	1,834,728
*	Fidelity Funds	Fidelity Freedom 2045 Fund, 122,190 shares	**	1,034,952
*	Fidelity Funds	Fidelity Freedom 2050 Fund, 78,815 shares	**	658,103
*	Participant Loans	Rates at 5.0%	-0-	336,624
				\$ 24,671,993

* Party-in-interest as defined by section 3(14) of ERISA.

** Historical cost information omitted with respect to assets held for investment purposes on participant-directed individual account balances.

See independent auditors' report.

CLEARWIRE CORPORATION 401(k) PLAN

Financial Statements and Supplemental Schedule
with Independent Auditors' Report

December 31, 2009 and 2008

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Independent Auditors' Report***To the Plan Administrator
Clearwire Corporation 401(k) Plan
Kirkland, Washington***

We were engaged to audit the accompanying statements of net assets available for plan benefits of Clearwire Corporation 401(k) Plan (the Plan) as of December 31, 2009 and 2008, and the related statement of changes in net assets available for plan benefits and supplemental schedule as of and for the year ended December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. The plan administrator has informed us that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2009 and 2008 and for the year ended December 31, 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information in the Plan's financial statements and supplemental schedule that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Certified Public Accountants
September 29, 2010

CLEARWIRE CORPORATION 401(k) PLAN

***Statements of Net Assets Available for Plan Benefits
December 31, 2009 and 2008***

	<u>2009</u>	<u>2008</u>
Assets:		
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See accompanying notes to financial statements.

CLEARWIRE CORPORATION 401(k) PLAN

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For the Year Ended December 31, 2009***

Additions to Net Assets:

Contributions:

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Employer match	2,646,176
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Total investment income	<u>4,620,060</u>
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Total Additions to Net Assets	<u>17,075,427</u>
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Total Deductions from Net Assets	<u>1,954,629</u>
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Net Increase in Net Assets Available for Plan Benefits	<u>15,120,798</u>
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Net Assets Available for Plan Benefits:

Beginning of year	<u>10,055,362</u>
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End of Year	<u><u>\$ 25,176,160</u></u>
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Vesting - Participants are immediately vested in their salary deferral contributions plus actual earnings thereon. Vesting in the Plan sponsor's fixed non-discretionary matching contributions is based on years of continuous service as follows:

<u><i>Years of Service</i></u>	<u><i>Vested Percentage</i></u>
1	33%
2	66%
3	100%

CLEARWIRE CORPORATION 401(k) PLAN

Notes to Financial Statements

Note 1 - Continued

Forfeitures - Forfeitures of terminated participants' non-vested accounts are retained in the Plan and will first be used to pay administrative expenses. Any remaining amounts will be used to reduce future employer contributions. The Sponsor utilized forfeited accounts to pay administrative expenses of \$9,200 and \$110,000 to reduce the fixed non-discretionary matching contributions during the plan year ended December 31, 2009. At December 31, 2009 and 2008, there were \$195,942 and \$145,815 in unallocated forfeitures, respectively.

Benefit Payments - Upon termination of service, retirement, death, disability, a participant or beneficiary may elect to receive a lump-sum distribution equal to the value of the participant's vested interest in his or her account. Participants may also elect to receive a distribution of all or any portion of their vested account balance prior to termination of employment (in-service withdrawals) upon attainment of age 59 ½. The Plan also allows for hardship withdrawals.

Participant Loans - The Plan allows participants to borrow from their accounts using their vested balance as collateral for the loans. A participant may have only one loan outstanding at any given time. The maximum amount that a participant may borrow is equal to the lesser of 50% of their entire vested account balance or \$50,000, reduced by the highest outstanding loan balance in the participants prior twelve month period. The minimum amount required to be borrowed is \$1,000. Loan terms range from one to five years unless it is used to acquire a principal residence which may not extend beyond ten years from the date of the loan. The loans bear interest at a rate commensurate with local prevailing rates as determined by the plan administrator and shall remain fixed throughout the duration of the loan. Principal and interest are paid through payroll deductions.

Administrative Expenses - Several of the investment fund options are subject to investment and administrative fees based on a percentage of invested assets, as disclosed in the fund's prospectus. All such fees are charged directly against the fund's investment performance and thus are not separately disclosed in the accompanying financial statements. Participant loan accounts are assessed a separate fee for the administration of loans and repayments thereof. All other administrative expenses related to the Plan are paid by either the Plan or Sponsor.

Subsequent Events - The Plan's management has evaluated subsequent events through September 29, 2010, the date on which the Plan's financial statements were available to be issued.

Note 2 - Significant Accounting Policies

Basis of Accounting - The financial statements of the Plan have been prepared on the accrual basis of accounting. In accordance with generally accepted accounting principles (GAAP), investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for plan benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan's statements of net assets available for plan benefits present the fair value of the collective trust fund as well as an adjustment of the fully benefit-responsive collective trust fund from fair value to contract value. The statement of changes in net assets available for plan benefits is prepared on the contract basis.

CLEARWIRE CORPORATION 401(k) PLAN

Notes to Financial Statements

Note 2 - Continued

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from those estimates.

Benefits Paid to Benefits - Benefits paid to participants are recorded when paid. As of December 31, 2009 and 2008, there were no benefit payments that had been requested but not paid.

Investment Valuation and Income Recognition - The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

Purchases and sales are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation in fair value of investments represents the change in fair value of assets from one period to the next and includes realized gains and losses on investments.

Risks and Uncertainties - The Plan provides for various investment options. Investment securities are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for plan benefits and the statement of changes in net assets available for plan benefits.

Note 3 - Fair Value Measurements

The Financial Accounting Standards Board (FASB) issued guidance for fair value measurements. This guidance establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy are described as follows:

Level 1: Unadjusted quoted prices available in active markets for identical assets or liabilities;

Level 2: Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; or

Level 3: Unobservable inputs that are significant to the fair value measurement.

A financial instrument's level within the fair value hierarchy is based upon the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

CLEARWIRE CORPORATION 401(k) PLAN

Notes to Financial Statements

Note 3 - Continued

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Mutual Funds - Valued at quoted market prices in active markets, which represent the net asset value (NAV) of shares held by the Plan at year-end.

Collective Trust Fund - Valued using the NAV provided by the fund's trustee. The NAV is based on the fair value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of units outstanding at the valuation date. The fund is traded on a private market that is not active; however, the unit price is based primarily on observable market data of the fund's underlying assets.

Participant Loans - Valued at their outstanding balance, which approximates fair value.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008 (Levels 1, 2, and 3 are defined above):

<i>Fair Value Measurements as of December 31, 2009</i>				
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Mutual funds:				
Large cap funds	\$ 4,580,380	\$ -	\$ -	\$ 4,580,380
Mid cap funds	2,197,583			2,197,583
Small cap funds	1,341,000			1,341,000
International funds	2,345,036			2,345,036
Target date and balanced funds	10,118,254			10,118,254
Bond funds	2,126,839			2,126,839
Total mutual funds	22,709,092			22,709,092
Collective trust fund:				
Stable value fixed income fund		1,626,277		1,626,277
Participant loans			336,624	336,624
	\$ 22,709,092	\$ 1,626,277	\$ 336,624	\$ 24,671,993
<i>Fair Value Measurements as of December 31, 2008</i>				
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Mutual funds	\$ 9,080,182	\$ -	\$ -	\$ 9,080,182
Collective trust fund		761,831		761,831
Participant loans			171,789	171,789
	\$ 9,080,182	\$ 761,831	\$ 171,789	\$ 10,013,802

CLEARWIRE CORPORATION 401(k) PLAN

Notes to Financial Statements

Note 3 - Continued

A reconciliation of the beginning and ending balances for fair value measurements made using significant unobservable inputs (Level 3) is as follows for the year ended December 31, 2009:

	<i>Participant Loans</i>
Balance as of January 1, 2009	\$ 171,789
Issuances, repayments, and settlements, net	<u>164,835</u>
Balance as of December 31, 2009	<u>\$ 336,624</u>

Note 4 - Investments

The following presents investments that represent 5% or more of the Plan's net assets as of December 31:

	<u>2009</u>	<u>2008</u>
Mutual Funds:		
Fidelity Diversified International Fund	\$ 2,345,036	\$ 1,268,271
Fidelity Blue Chip Growth Fund	*	601,813
Spartan U.S. Equity Index Fund	*	541,844
Fidelity U.S. Bond Index Fund	1,603,867	593,402
Fidelity Freedom 2035 Fund	1,834,728	688,125
Fidelity Freedom 2030 Fund	1,758,610	554,507
Fidelity Freedom 2040 Fund	1,753,071	584,997
Collective Trust Fund:		
Fidelity Managed Income Portfolio	1,626,277	761,831

** Did not comprise 5% or more of net assets at December 31.*

Note 5 - Information Certified by the Trustee

The Sponsor has elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Under this provision of ERISA, certain information certified by a qualifying institution need not be subjected to independent audits. The Plan's management has obtained certification from the trustee, Fidelity Management Trust Company, that the following information provided by the trustee and included in the Plan's financial statements and supplemental schedule is complete and accurate:

- Fair value and, if applicable, contract value of investments as of December 31, 2009 and 2008;
- Investment income earned for the year ended December 31, 2009; and
- Investment transactions for the year ended December 31, 2009.

CLEARWIRE CORPORATION 401(k) PLAN

Notes to Financial Statements

Note 6 - Plan Termination

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become fully vested in their account balances.

Note 7 - Federal Income Taxes

The Sponsor adopted a plan under the IRS volume submitter program which received a favorable opinion letter dated March 31, 2008. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRS. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Note 8 - Party-In-Interest

The Plan invests in shares of mutual funds managed by an affiliate of the trustee. Transactions in such investments and fees charged by the affiliate directly to the funds for managing the investments qualify as party-in-interest transactions.

Note 9 - Reconciliation to Form 5500

The following is a reconciliation of net assets available for plan benefits per the financial statements to the Form 5500 as of December 31:

	<u>2009</u>	<u>2008</u>
Net assets available for plan benefits per the financial statements	\$ 25,176,160	\$ 10,055,362
Total contributions receivable	(473,926)	(465)
Adjustment from contract value to fair value for the fully benefit-responsive collective trust fund	<u>(30,241)</u>	<u>(41,095)</u>
Net Assets per the Form 5500	<u>\$ 24,671,993</u>	<u>\$ 10,013,802</u>

The following is a reconciliation of the net increase in net assets available for plan benefits per the financial statements to the Form 5500 for the year ended December 31, 2009:

Net increase in net assets per the financial statements	\$ 15,120,798
Total contributions receivable at December 31, 2009	(473,926)
Total contributions receivable at December 31, 2008	465
Change in the adjustment from contract value to fair value for the fully benefit-responsive collective trust fund from December 31, 2008 to December 31, 2009	<u>10,854</u>
Net Income per the Form 5500	<u>\$ 14,658,191</u>

SUPPLEMENTAL SCHEDULE

CLEARWIRE CORPORATION 401(k) PLAN

**Attachment to Form 5500, Schedule H, Line 4(i)
Schedule of Assets Held as of December 31, 2009**

Employer: Clearwire Corporation

EIN: 56-2408571

Plan #: 001

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	American Beacon	ABF Large Cap Value PA, 18,826 shares	**	\$ 309,129
	Neuberger Berman	NB Partners Trust, 10,901 shares	**	200,253
	Rainier Investment	Rainier Small/Mid Cap, 19,044 shares	**	498,196
	Northern	Northern Small Cap Value, 9,259 shares	**	113,796
	Managers	Managers Bond Fund, 21,521 shares	**	522,972
	Wells Fargo	WFA Small Cap Value, 22,051 shares	**	604,850
	Wells Fargo	WFA C&B Midcap Value, 10,661 shares	**	143,496
	RS Investments	RS Partners A, 5,010 shares	**	129,548
	Royce	Royce Value Plus Series, 43,844 shares	**	492,806
*	Fidelity Funds	Fidelity Leveraged Co Stk Fund, 33,066 shares	**	757,863
*	Fidelity Funds	Fidelity Balanced Fund, 27,541 shares	**	450,571
*	Fidelity Funds	Fidelity Cap Appreciation Fund, 18,769 shares	**	402,230
*	Fidelity Funds	Fidelity Blue Chip Growth Fund, 30,752 shares	**	1,167,076
*	Fidelity Funds	Fidelity Growth Strategies Fund, 49,049 shares	**	798,028
*	Fidelity Funds	Fidelity Diversified International Fund, 83,751 shares	**	2,345,036
*	Fidelity Funds	Fidelity Dividend Growth Fund, 44,271 shares	**	1,047,886
*	Fidelity Funds	Fidelity Freedom Income Fund, 13,400 shares	**	143,914
*	Fidelity Funds	Fidelity Freedom 2000 Fund, 8,808 shares	**	99,972
*	Fidelity Funds	Fidelity Freedom 2010 Fund, 15,955 shares	**	199,598
*	Fidelity Funds	Fidelity Freedom 2020 Fund, 54,556 shares	**	684,681
*	Fidelity Funds	Fidelity Freedom 2030 Fund, 141,938 shares	**	1,758,610
*	Fidelity Funds	Spartan Total Mkt Index Fund, 6,690 shares	**	211,216
*	Fidelity Funds	Fidelity Managed Income Portfolio, 1,656,518 shares	**	1,626,277
*	Fidelity Funds	Spartan U.S. Equity Index Fund, 26,048 shares	**	1,027,097
*	Fidelity Funds	Fidelity U.S. Bond Index Fund, 145,015 shares	**	1,603,867
*	Fidelity Funds	Fidelity Large Cap Value Fund, 22,125 shares	**	215,493
*	Fidelity Funds	Fidelity Freedom 2040 Fund, 244,842 shares	**	1,753,071
*	Fidelity Funds	Fidelity Freedom 2005 Fund, 5,718 shares	**	57,356
*	Fidelity Funds	Fidelity Freedom 2015 Fund, 33,478 shares	**	348,844
*	Fidelity Funds	Fidelity Freedom 2025 Fund, 105,279 shares	**	1,093,854
*	Fidelity Funds	Fidelity Freedom 2035 Fund, 178,823 shares	**	1,834,728
*	Fidelity Funds	Fidelity Freedom 2045 Fund, 122,190 shares	**	1,034,952
*	Fidelity Funds	Fidelity Freedom 2050 Fund, 78,815 shares	**	658,103
*	Participant Loans	Rates at 5.0%	-0-	336,624
				\$ 24,671,993

* Party-in-interest as defined by section 3(14) of ERISA.

** Historical cost information omitted with respect to assets held for investment purposes on participant-directed individual account balances.

See independent auditors' report.

CLEARWIRE CORPORATION 401(k) PLAN

Financial Statements and Supplemental Schedule
with Independent Auditors' Report

December 31, 2009 and 2008

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Independent Auditors' Report***To the Plan Administrator
Clearwire Corporation 401(k) Plan
Kirkland, Washington***

We were engaged to audit the accompanying statements of net assets available for plan benefits of Clearwire Corporation 401(k) Plan (the Plan) as of December 31, 2009 and 2008, and the related statement of changes in net assets available for plan benefits and supplemental schedule as of and for the year ended December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. The plan administrator has informed us that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2009 and 2008 and for the year ended December 31, 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information in the Plan's financial statements and supplemental schedule that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Certified Public Accountants
September 29, 2010

CLEARWIRE CORPORATION 401(k) PLAN

***Statements of Net Assets Available for Plan Benefits
December 31, 2009 and 2008***

	<u>2009</u>	<u>2008</u>
Assets:		
Investments:		
Mutual funds	\$ 22,709,092	\$ 9,080,182
Collective trust fund	1,626,277	761,831
Participant loans	<u>336,624</u>	<u>171,789</u>
Total investments	24,671,993	10,013,802
Contributions receivable:		
Employee	347,807	310
Employer match	<u>126,119</u>	<u>155</u>
Total contributions receivable	<u>473,926</u>	<u>465</u>
Net Assets Available for Plan Benefits at Fair Value	25,145,919	10,014,267
Adjustment from fair value to contract value for the fully benefit-responsive collective trust fund	<u>30,241</u>	<u>41,095</u>
Net Assets Available for Plan Benefits	<u>\$ 25,176,160</u>	<u>\$ 10,055,362</u>

See accompanying notes to financial statements.

CLEARWIRE CORPORATION 401(k) PLAN

***Statement of Changes in Net Assets Available for Plan Benefits
For the Year Ended December 31, 2009***

Additions to Net Assets:

Contributions:

Employee	\$ 7,629,841
Employer match	2,646,176
Employee rollover	<u>2,179,350</u>

Total contributions 12,455,367

Investment income:

Net appreciation in fair value of investments	4,198,142
Interest and dividend income	412,865
Interest on participant loans	<u>9,053</u>

Total investment income 4,620,060

Total Additions to Net Assets 17,075,427

Deductions from Net Assets:

Benefits paid to participants	1,930,520
Deemed distributions of participant loans	1,287
Administrative expenses	<u>22,822</u>

Total Deductions from Net Assets 1,954,629

Net Increase in Net Assets Available for Plan Benefits 15,120,798

Net Assets Available for Plan Benefits:

Beginning of year 10,055,362

End of Year \$ 25,176,160

See accompanying notes to financial statements.

CLEARWIRE CORPORATION 401(k) PLAN

Notes to Financial Statements

Note 1 - Description of the Plan

The following description of the Clearwire Corporation 401(k) Plan (the Plan) provides general information only. Participants should refer to the Plan document for complete information regarding the Plan's definitions, benefits, eligibility and other matters.

General - The Plan is a defined contribution plan that was established effective October 1, 1998 for the benefit of employees of Clearwire Corporation (the Sponsor). All employees are eligible to participate in the Plan on their date of hire. The Plan adopted an automatic enrollment provision, under which new participants are set up with a 3% pre-tax deferral unless they formally waive participation or elect a different participation level. Effective November 1, 2009, the Plan was amended to remove the automatic enrollment feature of the plan. Employees may enter the Plan on the first day of each month.

Contributions - Participants may contribute to the Plan through voluntary deferrals of eligible compensation. The Plan excludes bonuses, commissions, severance pay and stock compensation from eligible compensation. Participants may contribute 1% to 60% of their eligible compensation to the Plan, not to exceed annual limitations prescribed by the Internal Revenue Service (IRS). Participants that have attained the age 50 before the end of the plan year are eligible to make catch-up contributions. Participants are also allowed to rollover contributions from other qualified employer-sponsored retirement plans. The Plan was amended subsequent to December 31, 2009 to allow for participants to make after-tax contributions (Roth).

The Sponsor makes a fixed non-discretionary matching contribution on a per pay period basis. The match is 50% of employee contributions not to exceed 6% of eligible compensation.

Participant Accounts - Participant contributions to the Plan are voluntary. Participants are allowed to direct the investment of all contributions into various investment options that offer a diversity of investment risk and return. Each participant's account is credited with any contributions made to the account, increases or decreases in the market value of investments, and any loans and loan repayments. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Allocation Provisions - Dividend income, interest income and net realized and unrealized investment gain or loss of each fund shall be allocated to the accounts of each participant based on the participant's proportionate share of the various investment funds held in their investment account.

Vesting - Participants are immediately vested in their salary deferral contributions plus actual earnings thereon. Vesting in the Plan sponsor's fixed non-discretionary matching contributions is based on years of continuous service as follows:

<u><i>Years of Service</i></u>	<u><i>Vested Percentage</i></u>
1	33%
2	66%
3	100%

CLEARWIRE CORPORATION 401(k) PLAN

Notes to Financial Statements

Note 1 - Continued

Forfeitures - Forfeitures of terminated participants' non-vested accounts are retained in the Plan and will first be used to pay administrative expenses. Any remaining amounts will be used to reduce future employer contributions. The Sponsor utilized forfeited accounts to pay administrative expenses of \$9,200 and \$110,000 to reduce the fixed non-discretionary matching contributions during the plan year ended December 31, 2009. At December 31, 2009 and 2008, there were \$195,942 and \$145,815 in unallocated forfeitures, respectively.

Benefit Payments - Upon termination of service, retirement, death, disability, a participant or beneficiary may elect to receive a lump-sum distribution equal to the value of the participant's vested interest in his or her account. Participants may also elect to receive a distribution of all or any portion of their vested account balance prior to termination of employment (in-service withdrawals) upon attainment of age 59 ½. The Plan also allows for hardship withdrawals.

Participant Loans - The Plan allows participants to borrow from their accounts using their vested balance as collateral for the loans. A participant may have only one loan outstanding at any given time. The maximum amount that a participant may borrow is equal to the lesser of 50% of their entire vested account balance or \$50,000, reduced by the highest outstanding loan balance in the participants prior twelve month period. The minimum amount required to be borrowed is \$1,000. Loan terms range from one to five years unless it is used to acquire a principal residence which may not extend beyond ten years from the date of the loan. The loans bear interest at a rate commensurate with local prevailing rates as determined by the plan administrator and shall remain fixed throughout the duration of the loan. Principal and interest are paid through payroll deductions.

Administrative Expenses - Several of the investment fund options are subject to investment and administrative fees based on a percentage of invested assets, as disclosed in the fund's prospectus. All such fees are charged directly against the fund's investment performance and thus are not separately disclosed in the accompanying financial statements. Participant loan accounts are assessed a separate fee for the administration of loans and repayments thereof. All other administrative expenses related to the Plan are paid by either the Plan or Sponsor.

Subsequent Events - The Plan's management has evaluated subsequent events through September 29, 2010, the date on which the Plan's financial statements were available to be issued.

Note 2 - Significant Accounting Policies

Basis of Accounting - The financial statements of the Plan have been prepared on the accrual basis of accounting. In accordance with generally accepted accounting principles (GAAP), investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for plan benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan's statements of net assets available for plan benefits present the fair value of the collective trust fund as well as an adjustment of the fully benefit-responsive collective trust fund from fair value to contract value. The statement of changes in net assets available for plan benefits is prepared on the contract basis.

CLEARWIRE CORPORATION 401(k) PLAN

Notes to Financial Statements

Note 2 - Continued

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from those estimates.

Benefits Paid to Benefits - Benefits paid to participants are recorded when paid. As of December 31, 2009 and 2008, there were no benefit payments that had been requested but not paid.

Investment Valuation and Income Recognition - The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

Purchases and sales are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation in fair value of investments represents the change in fair value of assets from one period to the next and includes realized gains and losses on investments.

Risks and Uncertainties - The Plan provides for various investment options. Investment securities are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for plan benefits and the statement of changes in net assets available for plan benefits.

Note 3 - Fair Value Measurements

The Financial Accounting Standards Board (FASB) issued guidance for fair value measurements. This guidance establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

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CLEARWIRE CORPORATION 401(k) PLAN

Notes to Financial Statements

Note 3 - Continued

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

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The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008 (Levels 1, 2, and 3 are defined above):

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CLEARWIRE CORPORATION 401(k) PLAN

Notes to Financial Statements

Note 3 - Continued

A reconciliation of the beginning and ending balances for fair value measurements made using significant unobservable inputs (Level 3) is as follows for the year ended December 31, 2009:

	<i>Participant Loans</i>
Balance as of January 1, 2009	\$ 171,789
Issuances, repayments, and settlements, net	<u>164,835</u>
Balance as of December 31, 2009	<u>\$ 336,624</u>

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	<u>2009</u>	<u>2008</u>
Mutual Funds:		
Fidelity Diversified International Fund	\$ 2,345,036	\$ 1,268,271
Fidelity Blue Chip Growth Fund	*	601,813
Spartan U.S. Equity Index Fund	*	541,844
Fidelity U.S. Bond Index Fund	1,603,867	593,402
Fidelity Freedom 2035 Fund	1,834,728	688,125
Fidelity Freedom 2030 Fund	1,758,610	554,507
Fidelity Freedom 2040 Fund	1,753,071	584,997
Collective Trust Fund:		
Fidelity Managed Income Portfolio	1,626,277	761,831

** Did not comprise 5% or more of net assets at December 31.*

Note 5 - Information Certified by the Trustee

The Sponsor has elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Under this provision of ERISA, certain information certified by a qualifying institution need not be subjected to independent audits. The Plan's management has obtained certification from the trustee, Fidelity Management Trust Company, that the following information provided by the trustee and included in the Plan's financial statements and supplemental schedule is complete and accurate:

- Fair value and, if applicable, contract value of investments as of December 31, 2009 and 2008;
- Investment income earned for the year ended December 31, 2009; and
- Investment transactions for the year ended December 31, 2009.

CLEARWIRE CORPORATION 401(k) PLAN

Notes to Financial Statements

Note 6 - Plan Termination

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become fully vested in their account balances.

Note 7 - Federal Income Taxes

The Sponsor adopted a plan under the IRS volume submitter program which received a favorable opinion letter dated March 31, 2008. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRS. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Note 8 - Party-In-Interest

The Plan invests in shares of mutual funds managed by an affiliate of the trustee. Transactions in such investments and fees charged by the affiliate directly to the funds for managing the investments qualify as party-in-interest transactions.

Note 9 - Reconciliation to Form 5500

The following is a reconciliation of net assets available for plan benefits per the financial statements to the Form 5500 as of December 31:

	<u>2009</u>	<u>2008</u>
Net assets available for plan benefits per the financial statements	\$ 25,176,160	\$ 10,055,362
Total contributions receivable	(473,926)	(465)
Adjustment from contract value to fair value for the fully benefit-responsive collective trust fund	<u>(30,241)</u>	<u>(41,095)</u>
Net Assets per the Form 5500	<u>\$ 24,671,993</u>	<u>\$ 10,013,802</u>

The following is a reconciliation of the net increase in net assets available for plan benefits per the financial statements to the Form 5500 for the year ended December 31, 2009:

Net increase in net assets per the financial statements	\$ 15,120,798
Total contributions receivable at December 31, 2009	(473,926)
Total contributions receivable at December 31, 2008	465
Change in the adjustment from contract value to fair value for the fully benefit-responsive collective trust fund from December 31, 2008 to December 31, 2009	<u>10,854</u>
Net Income per the Form 5500	<u>\$ 14,658,191</u>

SUPPLEMENTAL SCHEDULE

CLEARWIRE CORPORATION 401(k) PLAN

**Attachment to Form 5500, Schedule H, Line 4(i)
Schedule of Assets Held as of December 31, 2009**

Employer: Clearwire Corporation

EIN: 56-2408571

Plan #: 001

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	American Beacon	ABF Large Cap Value PA, 18,826 shares	**	\$ 309,129
	Neuberger Berman	NB Partners Trust, 10,901 shares	**	200,253
	Rainier Investment	Rainier Small/Mid Cap, 19,044 shares	**	498,196
	Northern	Northern Small Cap Value, 9,259 shares	**	113,796
	Managers	Managers Bond Fund, 21,521 shares	**	522,972
	Wells Fargo	WFA Small Cap Value, 22,051 shares	**	604,850
	Wells Fargo	WFA C&B Midcap Value, 10,661 shares	**	143,496
	RS Investments	RS Partners A, 5,010 shares	**	129,548
	Royce	Royce Value Plus Series, 43,844 shares	**	492,806
*	Fidelity Funds	Fidelity Leveraged Co Stk Fund, 33,066 shares	**	757,863
*	Fidelity Funds	Fidelity Balanced Fund, 27,541 shares	**	450,571
*	Fidelity Funds	Fidelity Cap Appreciation Fund, 18,769 shares	**	402,230
*	Fidelity Funds	Fidelity Blue Chip Growth Fund, 30,752 shares	**	1,167,076
*	Fidelity Funds	Fidelity Growth Strategies Fund, 49,049 shares	**	798,028
*	Fidelity Funds	Fidelity Diversified International Fund, 83,751 shares	**	2,345,036
*	Fidelity Funds	Fidelity Dividend Growth Fund, 44,271 shares	**	1,047,886
*	Fidelity Funds	Fidelity Freedom Income Fund, 13,400 shares	**	143,914
*	Fidelity Funds	Fidelity Freedom 2000 Fund, 8,808 shares	**	99,972
*	Fidelity Funds	Fidelity Freedom 2010 Fund, 15,955 shares	**	199,598
*	Fidelity Funds	Fidelity Freedom 2020 Fund, 54,556 shares	**	684,681
*	Fidelity Funds	Fidelity Freedom 2030 Fund, 141,938 shares	**	1,758,610
*	Fidelity Funds	Spartan Total Mkt Index Fund, 6,690 shares	**	211,216
*	Fidelity Funds	Fidelity Managed Income Portfolio, 1,656,518 shares	**	1,626,277
*	Fidelity Funds	Spartan U.S. Equity Index Fund, 26,048 shares	**	1,027,097
*	Fidelity Funds	Fidelity U.S. Bond Index Fund, 145,015 shares	**	1,603,867
*	Fidelity Funds	Fidelity Large Cap Value Fund, 22,125 shares	**	215,493
*	Fidelity Funds	Fidelity Freedom 2040 Fund, 244,842 shares	**	1,753,071
*	Fidelity Funds	Fidelity Freedom 2005 Fund, 5,718 shares	**	57,356
*	Fidelity Funds	Fidelity Freedom 2015 Fund, 33,478 shares	**	348,844
*	Fidelity Funds	Fidelity Freedom 2025 Fund, 105,279 shares	**	1,093,854
*	Fidelity Funds	Fidelity Freedom 2035 Fund, 178,823 shares	**	1,834,728
*	Fidelity Funds	Fidelity Freedom 2045 Fund, 122,190 shares	**	1,034,952
*	Fidelity Funds	Fidelity Freedom 2050 Fund, 78,815 shares	**	658,103
*	Participant Loans	Rates at 5.0%	-0-	336,624
				\$ 24,671,993

* Party-in-interest as defined by section 3(14) of ERISA.

** Historical cost information omitted with respect to assets held for investment purposes on participant-directed individual account balances.

See independent auditors' report.