

**INSTRUCTIONS
AS TO USE OF
CLEARWIRE CORPORATION
SUBSCRIPTION RIGHTS CERTIFICATES**

**CONSULT THE INFORMATION AGENT, YOUR BANK OR BROKER
AS TO ANY QUESTIONS**

The following instructions relate to a rights offering (the “Rights Offering”) by Clearwire Corporation, a Delaware corporation (“Clearwire”), to the holders of record (the “Recordholders”) of its Class A common stock, par value \$0.0001 per share (the “Class A Common Stock”), and the holders of record of warrants and employee equity incentives, as required by their terms, as described in the Clearwire prospectus dated December 21, 2009 (the “Prospectus”). Recordholders of Class A Common Stock (or warrants or employee equity incentives, as required by its terms) as of 5:00 p.m., New York City time, on December 17, 2009 (the “Record Date”) are receiving transferable subscription rights (the “Rights”) to subscribe for and purchase shares of Class A Common Stock. An aggregate of 93,903,300 underlying shares of Class A Common Stock are being offered by the Prospectus. Each Recordholder will receive one Right for each share of Class A Common Stock (or warrant or employee equity incentive, as required by its terms) owned of record as of 5:00 p.m., New York City time, on the Record Date. The Rights will expire, if not exercised, at 5:00 p.m., New York City time, on June 21, 2010, unless extended in the sole discretion of Clearwire, subject to its receipt of prior written consent from certain equityholders, if required (as it may be extended, the “Expiration Date”). After the Expiration Date, unexercised Rights will be null and void. Clearwire will not be obligated to honor any purported exercise of Rights received by American Stock Transfer & Trust Company, LLC (the “Subscription Agent”) after 5:00 p.m., New York City time, on the Expiration Date, regardless of when the documents relating to such exercise were sent, except pursuant to the Guaranteed Delivery Procedures described below. Clearwire may extend the Expiration Date by giving oral or written notice to the Subscription Agent on or before the Expiration Date, followed by a press release no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled Expiration Date. The Class A Common Stock is traded on the NASDAQ Global Select Market (“NASDAQ”) under the symbol “CLWR.” The Rights are transferable, and have been approved for listing on NASDAQ under the symbol “CLWRR.” The Rights will be evidenced by Rights certificates (the “Rights Certificates”), which will be transferable until the close of business on the last NASDAQ trading day preceding the Expiration Date, at which time they will cease to have value.

No fractional shares of Class A Common Stock will be issued. If your Rights would allow you to purchase a fractional share, you may exercise your Rights only by rounding down to the nearest whole share of Class A Common Stock or by paying for any lesser number of whole underlying shares.

Each Right entitles the holder thereof to purchase 0.4336 shares of Class A Common Stock (the “Subscription Privilege”) at the cash price of \$7.33 per share (the “Subscription Price”).

The number of Rights to which you are entitled is printed on the face of your Rights Certificate. You should indicate your wishes with regard to the exercise of your Rights by completing the appropriate portions of your Rights Certificate and returning the certificate to the Subscription Agent in the envelope provided, in accordance with these instructions and the terms set forth in the Prospectus.

YOUR RIGHTS CERTIFICATES, OR NOTICE OF GUARANTEED DELIVERY, AND SUBSCRIPTION PRICE PAYMENT, INCLUDING FINAL CLEARANCE OF ANY CHECKS, MUST BE RECEIVED BY THE SUBSCRIPTION AGENT, BY 5:00 P.M., NEW YORK CITY TIME, ON THE EXPIRATION DATE. ONCE A HOLDER OF RIGHTS HAS EXERCISED ITS SUBSCRIPTION PRIVILEGE, SUCH EXERCISE MAY NOT BE REVOKED. RIGHTS NOT EXERCISED PRIOR TO THE EXPIRATION DATE OF THE RIGHTS OFFERING WILL EXPIRE WITHOUT ANY VALUE.

1. Method of Subscription — Exercise of Rights.

To exercise Rights, complete your Rights Certificate and send your properly completed and executed Rights Certificate evidencing such Rights with any signatures required to be guaranteed so guaranteed, together with payment in full of the Subscription Price for each share of Class A Common Stock subscribed for pursuant to the Subscription Privilege, to the Subscription Agent, by 5:00 p.m., New York City time, on the Expiration Date. Payment of the Subscription Price will be held in

a segregated bank account to be maintained by the Subscription Agent. All payments must be made in U.S. dollars for the full number of shares of Class A Common Stock being subscribed for (a) by cashier's or certified check drawn upon a U.S. bank payable to American Stock Transfer & Trust Company, LLC, as Subscription Agent, or (b) by wire transfer of immediately available funds, to the account maintained by the Subscription Agent for purposes of accepting subscriptions in the Rights Offering at ABA No. 021000021, further credit to Account Number 323-890113 (the "Subscription Account"). Any wire transfer should clearly indicate the identity of the subscriber who is paying the Subscription Price by wire transfer and the Rights Certificate number. Additionally for wire transfers, send your Rights Certificate via overnight courier to be delivered on the next business day following the day of the wire transfer to the Subscription Agent. Payments will be deemed to have been received upon (i) receipt by the Subscription Agent of a cashier's or certified check drawn upon a U.S. bank payable to the Subscription Agent or (ii) receipt of collected funds in the Subscription Account designated above. Personal checks will not be accepted. You are responsible for any wire transfer fees.

The Rights Certificate and payment of the Subscription Price (other than wire transfers), or, if applicable, the Notice of Guaranteed Delivery (as defined below) must be delivered to the Subscription Agent by one of the methods described below:

If delivering by mail:

American Stock Transfer & Trust Company, LLC
Operations Center
Attn: Reorganization Department
59 Maiden Lane
New York, New York 10038

If delivering by hand or courier:

American Stock Transfer & Trust Company, LLC
Operations Center
Attn: Reorganization Department
6201 15th Avenue
Brooklyn, New York 11219

By Facsimile Transmission:

(For Notices of Guaranteed Delivery Only)
(718) 234-5001

Telephone Number for Confirmation:

(877) 248-6417
(718) 921-8317

Delivery to an address or by a method other than those above does not constitute valid delivery.

For questions or information relating to the Rights Offering, please contact the Information Agent, Georgeson, Inc., at (800) 279-6913.

By making arrangements with your bank or broker for the delivery of funds on your behalf you may also request such bank or broker to exercise the Rights Certificate on your behalf. Alternatively, you may cause a written guarantee substantially in the form of Exhibit A to these instructions (the "Notice of Guaranteed Delivery"), from an "Eligible Guarantor Institution," as such term is defined in Rule 17Ad-15 of the Securities Exchange Act of 1934, as amended, such as a member firm of a registered national securities exchange or a member of the Financial Industry Regulatory Authority, Inc., or a commercial bank or trust company having an office or correspondent in the U.S., subject to standards and procedures adopted by the Subscription Agent (each, an "Eligible Institution"), to be received by the Subscription Agent on or prior to the Expiration Date together with payment in full of the applicable Subscription Price. Such Notice of Guaranteed Delivery must state your name, the number of Rights represented by the Rights Certificate held by you, the number of shares of Class A Common Stock being subscribed for pursuant to the Subscription Privilege and that you will guarantee the delivery to the Subscription Agent of any properly completed and executed Rights Certificate evidencing such Rights within three (3) business days following the date of the Notice of Guaranteed Delivery. If this procedure is followed, the properly completed Rights Certificate evidencing the Rights being exercised, with any signatures required to be guaranteed so guaranteed, must be received by the Subscription Agent within three (3) business days following the date of the Notice of Guaranteed Delivery. The Notice of Guaranteed Delivery may be delivered to the Subscription Agent in the same manner as Rights Certificates at the address set forth above, or may be transmitted to the Subscription Agent by facsimile transmission (Facsimile No. (718) 234-5001). Additional copies of the Notice of Guaranteed Delivery may be obtained upon request from the Subscription Agent at the address set forth above, or by calling Georgeson Inc., the Information Agent, at (800) 279-6913.

If the aggregate Subscription Price paid by you is insufficient to purchase the number of shares of Class A Common Stock subscribed for, or if no number of shares of Class A Common Stock to be purchased is specified, then you will be deemed to have exercised the Subscription Privilege to purchase shares of Class A Common Stock to the full extent of the payment tendered.

If the aggregate Subscription Price paid by you exceeds the amount necessary to purchase the number of shares of Class A Common Stock for which you have indicated an intention to subscribe, then any remaining amount shall be returned to you by mail without interest or deduction as soon as practicable after the Expiration Date and after all prorations and adjustments contemplated by the terms of the Rights Offering have been effected.

2. Issuance of Class A Common Stock.

As soon as practicable after you exercise your Rights and deliver payment along with your Rights Certificates to the Subscription Agent, the Subscription Agent will mail to each exercising Rights holder certificates representing shares of Class A Common Stock purchased pursuant to the Subscription Privilege. See the Section of the Prospectus entitled “The Rights Offering.”

3. Sale or Transfer of Rights.

(a) *Sale of Rights Through a Commercial Bank or Broker.* To sell Rights evidenced by a Rights Certificate through your commercial bank or broker, sign Form 2 of your Rights Certificate leaving the rest of the Form blank (your broker will add the buyer’s name later). You must have your signature on Form 2 guaranteed in Form 5 by an Eligible Institution and deliver your Rights Certificate and the accompanying envelope to your commercial bank or broker. Your Rights Certificate should be delivered to your commercial bank or broker in ample time for it to be exercised. If Form 2 is completed without designating a transferee, the Subscription Agent may thereafter treat the bearer of the Rights Certificate as the absolute owner of all of the Rights evidenced by such Rights Certificate for all purposes, and the Subscription Agent shall not be affected by any notice to the contrary. Because your commercial bank or broker cannot issue Rights Certificates, if you wish to sell less than all of the Rights evidenced by a Rights Certificate, either you or your commercial bank or broker must instruct the Subscription Agent as to the action to be taken with respect to the Rights not sold, or you or your commercial bank or broker must first have your Rights Certificate divided into Rights Certificates of appropriate denominations by following the instructions in Section 4 of these instructions. The Rights Certificates evidencing the number of Rights you intend to sell can then be transferred by your commercial bank or broker in accordance with the instructions in this Section 3(a).

(b) *Transfer of Rights to a Designated Transferee.* To transfer your Rights to a transferee other than a commercial bank or broker, you must complete Form 2 in its entirety, execute the Rights Certificate and have your signature guaranteed in Form 5 by an Eligible Institution. A Rights Certificate that has been properly transferred in its entirety may be exercised by a new holder without having a new Rights Certificate issued. In order to exercise, or otherwise take action with respect to, such a transferred Rights Certificate, the new holder should deliver the Rights Certificate, together with payment of the applicable Subscription Price and complete separate instructions signed by the new holder, to the Subscription Agent in ample time to permit the Subscription Agent to take the desired action. Because only the Subscription Agent can issue Rights Certificates, if you wish to transfer less than all of the Rights evidenced by your Rights Certificate to a designated transferee, you must instruct the Subscription Agent as to the action to be taken with respect to the Rights not sold or transferred, or you must divide your Rights Certificate into Rights Certificates of appropriate smaller denominations by following the instructions in Section 4 below. The Rights Certificate evidencing the number of Rights you intend to transfer can then be transferred by following the instructions in this Section 3(b).

(c) Rights holders wishing to transfer a portion of their Rights (or all of their Rights in separate portions) should allow a sufficient amount of time prior to the Expiration Date for (i) the transfer instructions to be received and processed by the Subscription Agent, (ii) a new Rights Certificate to be issued and transmitted to the transferee or transferees with respect to transferred Rights and to the transferor with respect to retained Rights, if any, and (iii) the Rights evidenced by such new Rights Certificates to be exercised or sold by the recipients thereof. The Subscription Agent will facilitate transfers of Rights Certificates only until 5:00 p.m., New York City time, on June 14, 2010, the fifth business day before the Expiration Date.

(d) Neither Clearwire nor the Subscription Agent shall have any liability to a transferee or transferor of Rights if Rights Certificates or any other required documents are not received in time for exercise or sale prior to the Expiration Date.

(e) *Commissions, Fees and Expenses.* Clearwire will pay all fees charged by the Subscription Agent, other than fees associated with the sale or transfer of Rights, and the fees charged by the Information Agent. You are responsible for paying any other commissions, fees, taxes or other expenses incurred in connection with the exercise of the Rights. Neither we nor the Subscription Agent nor the Information Agent will pay such expenses. Clearwire has agreed to indemnify the Subscription Agent from certain liabilities that they may incur in connection with the issuance of the Rights and the shares of Class A Common Stock if you exercise your Rights.

4. Division of Rights Certificate into Smaller Denominations.

To have a Rights Certificate divided into smaller denominations, send your Rights Certificate, together with complete separate instructions (including specification of the denominations into which you wish your Rights to be divided) signed by you, to the Subscription Agent, allowing a sufficient amount of time for new Rights Certificates to be issued and returned so that they can be used prior to the Expiration Date. Alternatively, you may ask a commercial bank or broker to effect such actions on your behalf. The Subscription Agent will facilitate subdivisions of Rights Certificates only until 5:00 p.m., New York City time, on June 14, 2010, five business days prior to the Expiration Date. Your signature must be guaranteed in Form 5 by an Eligible Institution if any of the new Rights Certificates are to be issued in a name other than that in which the old Rights Certificate was issued. As a result of delays in the mail, the time of the transmittal, the necessary processing time and other factors, you or your transferee may not receive such new Rights Certificates in time to enable the Rights holder to complete a sale or exercise by the Expiration Date. Neither Clearwire nor the Subscription Agent nor the Information Agent will be liable to either a transferor or transferee for any such delays.

5. Execution.

(a) *Execution by Registered Holder.* The signature on the Rights Certificate must correspond with the name of the registered holder exactly as it appears on the face of the Rights Certificate without any alteration or change whatsoever. Persons who sign the Rights Certificate in a representative or other fiduciary capacity must indicate their capacity when signing and, unless waived by the Subscription Agent in its sole and absolute discretion, must present to the Subscription Agent satisfactory evidence of their authority to so act.

(b) *Execution by Person Other than Registered Holder.* If the Rights Certificate is executed by a person other than the holder named on the face of the Rights Certificate, proper evidence of authority of the person executing the Rights Certificate must accompany the same unless the Subscription Agent, in its discretion, dispenses with proof of authority.

(c) *Signature Guarantees.* Your signature must be guaranteed in Form 5 by an Eligible Institution, unless you are an Eligible Institution or your Rights Certificate provides that shares are to be delivered to you as record holder of those Rights.

6. Method of Delivery.

The method of delivery of Rights Certificates and payment of the Subscription Price to the Subscription Agent will be at the election and risk of the Rights holder. If sent by mail, it is recommended that such certificates and payments be sent by overnight courier or by registered mail, properly insured, with return receipt requested, and that a sufficient number of days be allowed to ensure delivery to the Subscription Agent and the clearance of payment prior to 5:00 p.m., New York City time, on the Expiration Date.

7. Special Provisions Relating to the Delivery of Rights Through the Depository Trust Company.

In the case of Rights that are held of record through the Depository Trust Company (the "Book-Entry Transfer Facility"), exercises of the Subscription Privilege may be effected by instructing the Book-Entry Transfer Facility to transfer Rights from the Book-Entry Transfer Facility account of such holder to the Book-Entry Transfer Facility account of the Subscription Agent, together with certification as to the aggregate number of Rights exercised and the number of shares of Class A Common Stock thereby subscribed for pursuant to the Subscription Privilege by each beneficial owner of Rights on whose behalf such nominee is acting, and payment of your Subscription Price for each share of Class A Common Stock subscribed for pursuant to the Subscription Privilege.

**FORM OF NOTICE OF GUARANTEED DELIVERY
FOR
SUBSCRIPTION RIGHTS CERTIFICATES
ISSUED BY
CLEARWIRE CORPORATION**

This form, or one substantially equivalent to this form, must be used to exercise the transferable subscription rights (the “Rights”) pursuant to the rights offering (the “Rights Offering”), as described in the prospectus dated December 21, 2009 (the “Prospectus”) of Clearwire Corporation, a Delaware corporation (“Clearwire”), if a holder of Rights cannot deliver the certificate(s) evidencing the Rights (the “Rights Certificate(s)”), to the subscription agent listed below (the “Subscription Agent”) at or prior to 5:00 p.m., New York City time, on June 21, 2010, unless such time is extended by Clearwire as described in the Prospectus (as it may be extended, the “Expiration Date”). Such form must be delivered by hand or sent by telegram, facsimile transmission, first class mail or overnight courier to the Subscription Agent, and must be received by the Subscription Agent on or prior to the Expiration Date. See “The Rights Offering — Notice of Guaranteed Delivery” in the Prospectus.

Payment of the subscription price of \$7.33 per share (the “Subscription Price”) of Clearwire Class A common stock, par value \$0.0001 per share (“Class A Common Stock”) subscribed for upon exercise of such Rights must be received by the Subscription Agent in the manner specified in the section of the Prospectus entitled “The Rights Offering” at or prior to 5:00 p.m., New York City time, on the Expiration Date even if the Rights Certificate(s) evidencing such Rights is (are) being delivered pursuant to the guaranteed delivery procedures thereof. See “The Rights Offering — Notice of Guaranteed Delivery” in the Prospectus.

The Subscription Agent is American Stock Transfer & Trust Company, LLC.

If delivering by mail:

American Stock Transfer & Trust Company, LLC
Operations Center
Attn: Reorganization Department
59 Maiden Lane
New York, New York 10038

If delivering by hand or courier:

American Stock Transfer & Trust Company, LLC
Operations Center
Attn: Reorganization Department
6201 15th Avenue
Brooklyn, New York 11219

By Facsimile Transmission

(718) 234-5001

Telephone Number for Confirmation:

(877) 248-6417

(718) 921-8317

If you have any questions or require additional copies of relevant documents, please contact the information agent, Geogeson Inc., at (800) 279-6913

**DELIVERY OF THIS INSTRUMENT TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE OR
TRANSMISSION OF THIS INSTRUMENT VIA FACSIMILE OTHER THAN AS SET FORTH ABOVE DOES
NOT CONSTITUTE A VALID DELIVERY.**

Ladies and Gentlemen:

Ladies and Gentlemen:

The undersigned hereby represents that the undersigned is the holder of Rights Certificate(s) representing _____ Right(s) and that such Rights Certificate(s) cannot be delivered to the Subscription Agent prior to 5:00 p.m., New York City time, on the Expiration Date. Upon the terms and subject to the conditions set forth in the Prospectus, receipt of which is hereby acknowledged, the undersigned hereby elects to exercise his/her/its Rights to subscribe for _____ share(s) of Class A Common Stock underlying the Rights represented by such Rights Certificate(s).

The undersigned understands that payment of the Subscription Price for each share of Class A Common Stock subscribed for pursuant to his/her/its Rights must be received by the Subscription Agent at or prior to 5:00 p.m., New York City time, on the Expiration Date and represents that such payment, in the aggregate amount of \$ _____ either (check appropriate box):

- is being delivered to the Subscription Agent herewith
- or
- has been delivered separately to the Subscription Agent in the manner set forth below (check appropriate box and complete information relating thereto):
- Wire transfer of funds

Name of transferor institution: _____

Date of transfer: _____

Confirmation number (if available): _____

- Certified check
- Bank draft (cashier's check)

Name of maker: _____

Date of check or draft: _____

Check or draft: _____

Bank on which check is drawn or issuer: _____

Signature(s) _____ Address _____

Names _____
(Please Type or Print)

Address _____

Area Code and Tel. No.(s) _____

Rights Certificate No(s) (if available) _____

GUARANTEE OF DELIVERY
(Not To Be Used for Rights Certificate Signature Guarantee)

The undersigned, an "Eligible Guarantor Institution," as such term is defined in Rule 17Ad-15 of the Securities Exchange Act of 1934, as amended, guarantees that the undersigned will deliver to the Subscription Agent the certificates representing the Rights being exercised hereby, with any required signature guarantee and any other required documents, all within three (3) business days after the date hereof.

Dated: _____

Authorized Signature: _____

Name of Firm: _____

Address: _____

Area Code and Telephone Number: _____

The institution that completes this form must communicate the guarantee to the Subscription Agent and must deliver the Rights Certificate(s) to the Subscription Agent within the time period shown in the Prospectus. Failure to do so could result in a financial loss to such institution.

**LETTER TO STOCKHOLDERS WHO ARE
RECORD HOLDERS**

CLEARWIRE CORPORATION

Class A Common Stock, par value \$0.0001 per share

**Offered Pursuant to Subscription Rights
Distributed to Stockholders
of Clearwire Corporation**

December 21, 2009

Dear Stockholder:

This letter is being distributed by Clearwire Corporation (“Clearwire”) to all holders of record of shares of its Class A common stock, par value \$0.0001 per share (the “Class A Common Stock”), and holders of record of warrants and employee equity incentives, as required by their terms, at 5:00 p.m., New York City time, on December 17, 2009 (the “Record Date”), in connection with a distribution in a rights offering (the “Rights Offering”) of transferable subscription rights (the “Rights”) to subscribe for and purchase shares of Class A Common Stock. The Rights and the Class A Common Stock are described in Clearwire’s prospectus dated December 21, 2009 (the “Prospectus”).

In the Rights Offering, Clearwire is offering an aggregate of 93,903,300 shares of Class A Common Stock, as described in the Prospectus.

The Rights will expire, if not exercised, at 5:00 p.m., New York City time, on June 21, 2010, unless extended in the sole discretion of Clearwire (as it may be extended, the “Expiration Date”), subject to consent rights of certain stockholders, as described in the Prospectus.

As described in the accompanying Prospectus, you will receive one Right for each share of Class A Common Stock (or warrant or employee equity incentive, as required by its terms) owned of record as of 5:00 p.m., New York City time, on the Record Date.

Each Right entitles you to purchase 0.4336 shares of Class A Common Stock at the cash price of \$7.33 per share (the “Subscription Price”).

The Class A Common Stock is traded on the NASDAQ Global Select Market (“NASDAQ”) under the symbol “CLWR.” The Rights are transferable, and have been approved for listing on NASDAQ under the symbol “CLWRR.” The Rights will be evidenced by Rights certificates (the “Rights Certificates”), which will be transferable until the close of business on the last NASDAQ trading day preceding the Expiration Date, at which time they will cease to have value.

Enclosed are copies of the following documents:

1. Prospectus;
2. Rights Certificate;
3. Instructions as to the Use of Clearwire Corporation Subscription Rights Certificates (including a Notice of Guaranteed Delivery for Rights Certificates Issued by Clearwire Corporation); and
4. A return envelope addressed to American Stock Transfer & Trust Company, LLC, the Subscription Agent.

Your prompt action is requested. To exercise the Rights, you must complete properly and sign the Rights Certificate (or the Notice of Guaranteed Delivery if you are following the Guaranteed Delivery Procedures) and forward it, with payment of the Subscription Price in full for each share of Class A Common Stock subscribed for, to the Subscription Agent, as indicated in the Prospectus in the Section entitled “The Rights Offering.” The Subscription Agent must receive the Rights Certificate or Notice of Guaranteed Delivery with payment in full of the Subscription Price, including final clearance of any checks, prior to 5:00 p.m., New York City time, on the Expiration Date. **FAILURE TO RETURN THE PROPERLY COMPLETED RIGHTS CERTIFICATE WITH THE CORRECT PAYMENT WILL RESULT IN YOUR NOT BEING ABLE TO EXERCISE YOUR RIGHTS.** A Rights holder cannot revoke the exercise of its Rights. Rights not exercised prior to the Expiration Date will expire.

Additional copies of the enclosed materials may be obtained from Georgeson Inc., the Information Agent. The Information Agent’s telephone number is (800) 279-6913. Any questions or requests for assistance concerning the Rights Offering should be directed to the Information Agent.

Very truly yours,

Clearwire Corporation

**LETTER TO NOMINEE HOLDERS WHOSE
CLIENTS ARE BENEFICIAL HOLDERS
CLEARWIRE CORPORATION**

**Class A Common Stock, par value \$0.0001 per share
Offered Pursuant to Subscription Rights
Distributed to Stockholders
of Clearwire Corporation**

December 21, 2009

To Security Dealers, Commercial Banks,
Trust Companies and Other Nominees:

This letter is being distributed to securities dealers, commercial banks, trust companies and other nominees in connection with the rights offering (the "Rights Offering") by Clearwire Corporation ("Clearwire") of shares of Clearwire Class A common stock, par value \$0.0001 per share (the "Class A Common Stock"), pursuant to transferable subscription rights (the "Rights") distributed to all holders of record ("Recordholders") of shares of Class A Common Stock, and holders of record of warrants and employee equity incentives, as required by their terms, at 5:00 p.m., New York City time, on December 17, 2009 (the "Record Date"). The Rights and Class A Common Stock are described in Clearwire's prospectus dated December 21, 2009 (the "Prospectus").

In the Rights Offering, Clearwire is offering an aggregate of 93,903,300 shares of Class A Common Stock, as described in the Prospectus.

The Rights will expire, if not exercised, prior to 5:00 p.m., New York City time, on June 21, 2010, unless extended in the sole discretion of Clearwire (as it may be extended, the "Expiration Date"), subject to consent rights of certain stockholders, as described in the Prospectus.

As described in the Prospectus, each beneficial owner of Class A Common Stock (and the beneficial owners of warrants and employee equity incentives, as required by their terms) registered in your name or in the name of your nominee is entitled to one Right for each share of Class A Common Stock (or warrant or employee equity incentive, as required by its terms) owned by such beneficial owner as of 5:00 p.m., New York City time, on the Record Date. Each Right entitles the holder thereof to purchase 0.4336 shares of Class A Common Stock at the cash price of \$7.33 per share (the "Subscription Price").

The Class A Common Stock is traded on the NASDAQ Global Select Market ("NASDAQ") under the symbol "CLWR." The Rights are transferable, and have been approved for listing on NASDAQ under the symbol "CLWRR." The Rights will be evidenced by Rights certificates (the "Rights Certificates"), which will be transferable until the close of business on the last NASDAQ trading day preceding the Expiration Date, at which time they will cease to have value.

We are asking persons who hold shares of Class A Common Stock beneficially and who have received the Rights distributable with respect to those shares through a broker, dealer, commercial bank, trust company or other nominee, as well as persons who hold certificates of Class A Common Stock directly and prefer to have such institutions effect transactions relating to the Rights on their behalf, to contact the appropriate institution or nominee and request it to effect the transactions for them. In addition, we are asking beneficial owners who wish to obtain a separate Rights Certificate to contact the appropriate nominee as soon as possible and request that a separate Rights Certificate be issued.

Clearwire will pay all fees charged by the Subscription Agent, other than fees associated with the sale or transfer of Rights, and the fees charged by the Information Agent. You are responsible for paying any other commissions, fees, taxes or other expenses incurred in connection with the exercise of the Rights. Neither we nor the Subscription Agent nor the Information Agent will pay such expenses.

Enclosed are copies of the following documents:

1. Prospectus;
2. Instructions as to Use of Clearwire Corporation Subscription Rights Certificates (including a Notice of Guaranteed Delivery for Rights Certificates Issued by Clearwire Corporation);
3. A form of letter which may be sent to your clients for whose accounts you hold shares of Class A Common Stock registered in your name or the name of your nominee, with an attached form of instruction;
4. Notice of Guaranteed Delivery for Rights Certificates Issued by Clearwire Corporation; and
5. A return envelope addressed to American Stock Transfer & Trust Company, LLC, the Subscription Agent.

Your prompt action is requested. To exercise Rights, you should deliver the properly completed and signed Rights Certificate (or Notice of Guaranteed Delivery if you are following the Guaranteed Delivery Procedures), with payment of the Subscription Price in full for each share of Class A Common Stock subscribed for, to the Subscription Agent, as indicated in the Prospectus. The Subscription Agent must receive the Rights Certificate or Notice of Guaranteed Delivery with payment of the Subscription Price, including final clearance of any checks, prior to 5:00 p.m., New York City time, on the Expiration Date. **FAILURE TO RETURN THE PROPERLY COMPLETED RIGHTS CERTIFICATE WITH THE CORRECT PAYMENT WILL RESULT IN YOUR NOT BEING ABLE TO EXERCISE YOUR RIGHTS.** A Rights holder cannot revoke the exercise of its Rights. Rights not exercised prior to the Expiration Date will expire.

Additional copies of the enclosed materials may be obtained from Georgeson Inc., the Information Agent. The Information Agent's telephone number is (800) 279-6913. Any questions or requests for assistance concerning the Rights Offering should be directed to the Information Agent.

Very truly yours,

Clearwire Corporation

NOTHING IN THE PROSPECTUS OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE YOU OR ANY PERSON AS AN AGENT OF CLEARWIRE CORPORATION, THE SUBSCRIPTION AGENT OR ANY OTHER PERSON MAKING OR DEEMED TO BE MAKING OFFERS OF THE SECURITIES ISSUABLE UPON VALID EXERCISE OF THE RIGHTS, OR AUTHORIZE YOU OR ANY OTHER PERSON TO MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE OFFERING EXCEPT FOR STATEMENTS MADE IN THE PROSPECTUS.

LETTER TO CLIENTS OF NOMINEE HOLDERS CLEARWIRE CORPORATION

Class A Common Stock, par value \$0.0001 per share

**Offered Pursuant to Subscription Rights
Distributed to Stockholders of
Clearwire Corporation**

December 21, 2009

To Our Clients:

Enclosed for your consideration is a prospectus dated December 21, 2009 (the "Prospectus") relating to the offering (the "Rights Offering") by Clearwire Corporation ("Clearwire") of shares of Clearwire Class A common stock, par value \$0.0001 per share (the "Class A Common Stock"), pursuant to transferable subscription rights (the "Rights") distributed to all holders of record of shares of Class A Common Stock, and holders of record of warrants and employee equity incentives, as required by their terms, at 5:00 p.m., New York City time, on December 17, 2009 (the "Record Date"). The Rights and the Class A Common Stock are described in the Prospectus.

In the Rights Offering, Clearwire is offering an aggregate of 93,903,300 shares of Class A Common Stock, as described in the Prospectus.

The Rights will expire, if not exercised, prior to 5:00 p.m., New York City time, June 21, 2010, unless extended in the sole discretion of Clearwire (as it may be extended, the "Expiration Date"), subject to consent rights of certain stockholders, as described in the Prospectus.

As described in the accompanying Prospectus, you will receive one Right for each share of Class A Common Stock (or warrant or employee equity incentive, as required by its terms) carried by us in your account as of 5:00 p.m., New York City time, on the Record Date.

Each Right entitles you to purchase 0.4336 shares of Class A Common Stock (the "Subscription Privilege") at the cash price of \$7.33 per share (the "Subscription Price").

The Class A Common Stock is traded on the NASDAQ Global Select Market ("NASDAQ") under the symbol "CLWR." The Rights are transferable, and have been approved for listing on NASDAQ under the symbol "CLWRR." The Rights will be evidenced by Rights certificates (the "Rights Certificates"), which will be transferable until the close of business on the last NASDAQ trading day preceding the Expiration Date, at which time they will cease to have value.

THE MATERIALS ENCLOSED ARE BEING FORWARDED TO YOU AS THE BENEFICIAL OWNER OF CLASS A COMMON STOCK CARRIED BY US IN YOUR ACCOUNT BUT NOT REGISTERED IN YOUR NAME. EXERCISES AND SALES OF RIGHTS MAY BE MADE ONLY BY US AS THE RECORD OWNER AND PURSUANT TO YOUR INSTRUCTIONS. Accordingly, we request instructions as to whether you wish us to elect to subscribe for any shares of Class A Common Stock to which you are entitled pursuant to the terms and subject to the conditions set forth in the enclosed Prospectus. However, we urge you to read the document carefully before instructing us to exercise your Rights.

If you wish to have us, on your behalf, exercise the Rights for any shares of Class A Common Stock to which you are entitled, please so instruct us by completing, executing and returning to us the instruction form attached hereto.

Your instructions to us should be forwarded as promptly as possible in order to permit us to exercise or sell Rights on your behalf in accordance with the provisions of the Rights Offering. The Rights Offering will expire at 5:00 p.m., New York City time, on the Expiration Date. Once you have exercised your Rights, such exercise may not be revoked.

Additional copies of the enclosed materials may be obtained from Georgeson Inc., the Information Agent. The Information Agent's telephone number is (800) 279-6913. Any questions or requests for assistance concerning the Rights Offering should be directed to the Information Agent.

Very truly yours,

BENEFICIAL OWNER ELECTION FORM

The undersigned acknowledges receipt of your letter and the enclosed materials relating to the grant of transferable rights (the "Rights") to purchase shares of Class A common stock, par value \$0.0001 per share (the "Class A Common Stock"), of Clearwire Corporation (the "Company").

This will instruct you whether to exercise Rights to purchase shares of Class A Common Stock held by you for the account of the undersigned, pursuant to the terms and subject to the conditions set forth in the Company's prospectus dated December 21, 2009, (the "Prospectus") and the related "Instructions as to Use of Clearwire Corporation Subscription Rights Certificates."

I (we) hereby instruct you as follows:

(CHECK THE APPLICABLE BOXES AND PROVIDE ALL REQUIRED INFORMATION)

Box 1. Please DO NOT EXERCISE RIGHTS for shares of Class A Common Stock.

Box 2. Please EXERCISE RIGHTS for shares of Class A Common Stock as set forth below:

A. Number of shares of Class A Common Stock Being Purchased:

$$\frac{\text{_____ Rights}}{\text{(No. of Rights)}} \times 0.4336 \text{ (Ratio)} = \frac{\text{_____}}{\text{(No. of shares of Class A Common Stock)}}$$

B. Total Payment Required (or amount provided with Notice Guaranteed Delivery):

$$\frac{\text{_____}}{\text{(No. of shares of Common Stock)}} \times \$7.33 \text{ (Exercise Price)} = \$ \frac{\text{_____}}{\text{(Payment)}}$$

I am (we are) making the total purchase price payment required in the following manner:

Box 3. Payment in the following amount is enclosed: \$ _____; or

Box 4. Please deduct payment of \$ _____ from the following account maintained by you as follows:

Type of Account	Account No.

(The total of Box 3 and Box 4 must equal the total payment specified on the line "B" above.)

I (we) on my (our) own behalf, or on behalf of any person(s) on whose behalf, or under whose directions, I am (we are) signing this form:

- irrevocably elect to purchase the number of shares of Class A Common Stock indicated above upon the terms and conditions specified in the Prospectus;
- agree that if I (we) fail to pay for the shares of Class A Common Stock I (we) have elected to purchase, you may exercise any remedies available to you under law; and
- understand that my (our) exercise of Rights may not be withdrawn.

Box 5. Please sell _____ of my (our) Rights.

Name of beneficial owner(s):

Signature of beneficial owner(s):

If you are signing in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, agent, officer of a corporation or another acting in a fiduciary or representative capacity, please provide the following information:

Name:

Capacity:

Address (including Zip Code):

Telephone Number:

NOMINEE HOLDER CERTIFICATION

The undersigned, a bank, broker, trustee, depository or other nominee holder of rights (the “Rights”) to purchase shares of Class A common stock, par value \$0.0001 per share (the “Class A Common Stock”), of Clearwire Corporation (the “Company”) pursuant to the rights offering described in the Company’s prospectus dated December 21, 2009 (the “Rights Offering”), hereby certifies to the Company and to American Stock Transfer & Trust Company, LLC, as subscription agent for the Rights Offering, and to Georgeson Inc., as information agent for the Rights Offering, that the undersigned has:

(1) exercised the number of Rights specified below on behalf of beneficial owners (which may include the undersigned); and

(2) listed separately below for each beneficial owner (without identifying the beneficial owner) the number of Rights each beneficial owner has elected to exercise.

The undersigned further certifies that each subscriber for whose account the undersigned is subscribing for shares of Class A Common Stock is a bona fide beneficial owner of Class A Common Stock as of the record date for the Rights Offering and that such beneficial ownership is reflected on the undersigned’s records. The undersigned agrees to provide the Company or its designee with such additional information as the Company deems reasonably necessary to verify the foregoing.

Number of Shares of Class A Common Stock Owned on the Record Date	Number of Rights Exercised
1.	
2.	
3.	
4.	
5.	
6.	
7.	
8.	
9.	

Provide the following information if applicable: Depository Trust Company (“DTC”) Participant Name: _____ DTC Participant Number: _____ DTC Basic Subscription Confirmation Number (s): _____ By: _____ Name: _____ Title: _____

**NOTICE OF GUARANTEED DELIVERY
FOR
SUBSCRIPTION RIGHTS CERTIFICATES
ISSUED BY
CLEARWIRE CORPORATION**

This form, or one substantially equivalent to this form, must be used to exercise the transferable subscription rights (the "Rights") pursuant to the rights offering (the "Rights Offering"), as described in the prospectus dated December 21, 2009 (the "Prospectus") of Clearwire Corporation, a Delaware corporation ("Clearwire"), if a holder of Rights cannot deliver the certificate(s) evidencing the Rights (the "Rights Certificate(s)"), to the subscription agent listed below (the "Subscription Agent") at or prior to 5:00 p.m., New York City time, on June 21, 2010, unless such time is extended by Clearwire as described in the Prospectus (as it may be extended, the "Expiration Date"). Such form must be delivered by hand or sent by telegram, facsimile transmission, first class mail or overnight courier to the Subscription Agent, and must be received by the Subscription Agent on or prior to the Expiration Date. See "The Rights Offering — Notice of Guaranteed Delivery" in the Prospectus.

Payment of the subscription price of \$7.33 per share (the "Subscription Price") of Clearwire Class A common stock, par value \$0.0001 per share ("Class A Common Stock") subscribed for upon exercise of such Rights must be received by the Subscription Agent in the manner specified in the section of the Prospectus entitled "The Rights Offering" at or prior to 5:00 p.m., New York City time, on the Expiration Date even if the Rights Certificate(s) evidencing such Rights is (are) being delivered pursuant to the guaranteed delivery procedures thereof. See "The Rights Offering — Notice of Guaranteed Delivery" in the Prospectus.

The Subscription Agent is American Stock Transfer & Trust Company, LLC.

If delivering by mail:

American Stock Transfer & Trust Company, LLC
Operations Center
Attn: Reorganization Department
59 Maiden Lane
New York, New York 10038

If delivering by hand or courier:

American Stock Transfer & Trust Company, LLC
Operations Center
Attn: Reorganization Department
6201 15th Avenue
Brooklyn, New York 11219

By Facsimile Transmission
(718) 234-5001

Telephone Number for Confirmation:
(877) 248-6417
(718) 921-8317

If you have any questions or require additional copies of relevant documents, please contact the information agent, Georgeson Inc., at (800) 279-6913

DELIVERY OF THIS INSTRUMENT TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE OR TRANSMISSION OF THIS INSTRUMENT VIA FACSIMILE OTHER THAN AS SET FORTH ABOVE DOES NOT CONSTITUTE A VALID DELIVERY.

Ladies and Gentlemen:

The undersigned hereby represents that the undersigned is the holder of Rights Certificate(s) representing _____ Right(s) and that such Rights Certificate(s) cannot be delivered to the Subscription Agent prior to 5:00 p.m., New York City time, on the Expiration Date. Upon the terms and subject to the conditions set forth in the Prospectus, receipt of which is hereby acknowledged, the undersigned hereby elects to exercise his/her/its Rights to subscribe for _____ share(s) of Class A Common Stock underlying the Rights represented by such Rights Certificate(s).

The undersigned understands that payment of the Subscription Price for each share of Class A Common Stock subscribed for pursuant to his/her/its Rights must be received by the Subscription Agent at or prior to 5:00 p.m., New York City time, on the Expiration Date and represents that such payment, in the aggregate amount of \$ _____ either (check appropriate box):

- is being delivered to the Subscription Agent herewith
- or
- has been delivered separately to the Subscription Agent in the manner set forth below (check appropriate box and complete information relating thereto):
- Wire transfer of funds

Name of transferor institution: _____

Date of transfer: _____

Confirmation number (if available): _____

- Certified check
- Bank draft (cashier's check)

Name of maker: _____

Date of check or draft: _____

Check or draft: _____

Bank on which check is drawn or issuer: _____

Signature(s) _____ Address _____

Names _____
(Please Type or Print)

Address _____

Area Code and Tel. No.(s) _____

Rights Certificate No(s) (if available) _____

GUARANTEE OF DELIVERY
(Not To Be Used for Rights Certificate Signature Guarantee)

The undersigned, an "Eligible Guarantor Institution," as such term is defined in Rule 17Ad-15 of the Securities Exchange Act of 1934, as amended, guarantees that the undersigned will deliver to the Subscription Agent the certificates representing the Rights being exercised hereby, with any required signature guarantee and any other required documents, all within three (3) business days after the date hereof.

Dated: _____

Authorized Signature: _____

Name of Firm: _____

Address: _____

Area Code and Telephone Number: _____

The institution that completes this form must communicate the guarantee to the Subscription Agent and must deliver the Rights Certificate(s) to the Subscription Agent within the time period shown in the Prospectus. Failure to do so could result in a financial loss to such institution.