

**AURELIUS CAPITAL MANAGEMENT, LP**

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April 9, 2013

*BY FEDERAL EXPRESS AND EMAIL*

The Board of Directors of Clearwire Corporation  
c/o Broady R. Hodder, General Counsel  
Clearwire Corporation  
1475 120<sup>th</sup> Avenue NE  
Bellevue, WA 98005

Re: Financing Proposal

Ladies and Gentlemen:

Annex A to this letter outlines our proposal, on behalf of entities managed by us, to provide \$80 million of financing to Clearwire. This financing would be on terms substantially the same as the financing being provided by Sprint, except that our notes would be exchangeable for Clearwire stock at \$2.00 per share rather than \$1.50 per share.

We recognize that the \$80 million we propose to invest in Clearwire is less than the \$480 million of remaining availability under the Sprint financing. We believe the \$400 million differential could readily be obtained through a combination of the \$240 million of financing proposed by Crest Financial Limited last week and an additional \$160 million that we trust others would welcome providing on the terms we propose herein.

Even before counting interest, our proposed financing would provide us with an absolute return of 48.5% using the Sprint merger price of \$2.97 per Clearwire share; 65.0% using the \$3.30 per share prevailing in the market; and a far higher absolute return using the fair value of the Clearwire stock. We would normally refrain from proposing such lucrative terms for fear of offending the issuer, but given the terms on which you have allowed Sprint to invest, we trust no offense will be taken.

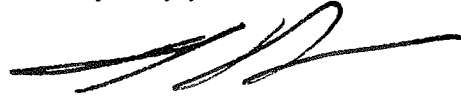
Although we are hopeful that you will accept our proposal, we encourage you to conduct an energetic, even-handed and transparent search for capital on still more-favorable terms than what we have proposed. Since Sprint has already put its best foot forward, it should not be permitted to participate in any resulting financing (except to the extent required by its existing preemptive rights). Given that Sprint is Clearwire's controlling shareholder, allowing Sprint to participate in the competitive capital raise would disincentivize capital sources from doing the work needed to put their best foot forward and would thereby result in a less attractive financing

for Clearwire. Sprint has had its chance; it is time to see what the capital markets are prepared to do.

In order to allow sufficient time to complete definitive documentation prior to the May draw date contained in the Sprint financing, we urge the Board to accept our proposal within two weeks.

Please direct any response to myself and my colleague Dennis Prieto (dprieto@aurelius-capital.com). We look forward to hearing from you.

Very truly yours,

A handwritten signature in black ink, appearing to read 'M. Brodsky', with a long horizontal stroke extending to the right.

Mark D. Brodsky

cc: Dennis Prieto

Annex A

**SUMMARY OF TERMS FOR PROPOSED AURELIUS FINANCING**

**APRIL 9, 2013**

This is a summary of the principal terms of a proposed financing (the “**Aurelius Financing**”) to be provided to Clearwire Corporation and its subsidiaries by entities managed by Aurelius Capital Management, LP (“**Aurelius**”). This proposal is revocable and does not constitute a binding obligation. Aurelius will be bound only if and as reflected in definitive agreements. Aurelius encourages Clearwire to accept this proposal within two weeks, with a view to completing definitive agreements within two weeks thereafter.

The Aurelius Financing would be on terms substantially similar to the exchangeable note financing provided by Sprint Nextel Corporation (the “**Sprint Financing**”), except as provided below:

	<b>Sprint Financing</b>	<b>Aurelius Financing</b>
Financing Amount	\$480 million in remaining availability.	Aurelius would provide \$80 million. We are confident this financing can be significantly increased by extending it to other participants. The Aurelius Financing would be in addition to the \$240 million financing proposed by Crest.
Draw Procedure	Clearwire may elect to draw in monthly installments of \$80 million through October 1, 2013.	Clearwire may draw on the Aurelius Financing in whole or in part each month through and including August 2013.  The Aurelius Financing must be drawn upon in full before any further draws are made on the Sprint Financing.
Exchange Rate	Equivalent to a price of \$1.50 per Clearwire share, subject to anti-dilution protections.	Equivalent to a price of \$2.00 per Clearwire share, subject to anti-dilution protections.