

**CONSENT TO ACTION OF THE MEMBER
OF
CLEAR WIRELESS LLC**

This action is taken by the sole Member of Clear Wireless LLC (the "Company") a Nevada limited liability company, pursuant to the authority granted under the Limited Liability Company Agreement and by Chapter 86 of the Nevada Statutes.

DELEGATION OF AUTHORITY

For efficient administration of the Company's affairs, the Member is executing this document to appoint certain officers to assist in the administration of the Company's affairs. The Member retains the right to manage the affairs of the Company as provided in the Company's LLC Agreement. The Member shall have the right to revoke this Delegation of Authority at any time, or to overrule any decision of any officer. This Delegation of Authority is dated NOVEMBER 17, 2009.

1. Appointment of Officers. The Member hereby removes all of the previously appointed officers and the persons set forth on Exhibit A attached hereto and incorporated herein by this reference are hereby appointed to serve as officers of the Company in the office set forth opposite his or her name.

2. Ratification of Past Actions. The Member hereby ratifies, approves and confirms all acts taken by the officers in managing the affairs of the Company, including but not limited to the previous execution of documents on behalf of the Company by officers being appointed in this Delegation of Authority, provided that such actions were within approval limits for such positions.

The Member of the Company hereby approves this Consent to action of the Member regarding Delegation of Authority dated effective NOVEMBER 17, 2009.

MEMBER:

CLEAR WIRE COMMUNICATIONS LLC

By 

Print Name and Title BROADY R. HODDER
SVP LEGAL, GENERAL COUNSEL

OFFICIAL FILE

I.C.G. DOCKET NO. 10-0526

Witness Paul McCarthy Exhibit No. 2

Date 10/2/10 Reporter S.P.C.

EXHIBIT A**OFFICERS**

Title	Name
Chief Executive Officer	William T. Morrow ✓
Chief Financial Officer	Erik Prusch ✓
Chief Commercial Officer	Michael Sievert ✓
Chief Information Officer	Kevin Hart ✓
Chief People Officer	Laurent Bentitou ✓
Chief Strategy Officer	David Maquera ✓
President, International	Barry West
Senior Vice President, Chief Technology Officer	John Saw ✓
Executive Vice President – Strategy, Policy External Affairs	R. Gerard Salemme ✓
Senior Vice President, General Counsel & Secretary	Broady Hodder
Senior Vice President, Finance & Treasurer	Hope Cochran
Senior Vice President, Corporate Development	Scott Hopper
Vice President, Tax	Steve Ednie
Vice President & Deputy General Counsel	Ross D. Vincenti
Vice President, Regulatory Affairs & Public Policy	Cathleen A. Massey
Assistant Secretary	Nadja Sodos-Wallace
Assistant Secretary	Frederick Williams
Assistant Secretary	Jillian Harrison

Management

William (Bill) T. Morrow, Chief Executive Officer (CEO)

Mr. Morrow is a seasoned telecom industry executive with a diversified background leading wireline and wireless communications companies in the U.S., Europe and Japan. Prior to joining Clearwire on March 9, 2009, he served as President and CEO of Pacific Gas and Electric Company, a subsidiary of PG&E, where he oversaw a business with over \$13 billion in annual revenue and more than 20,000 employees. During his tenure, he oversaw operations and successfully directed an overhaul aimed at improving the company's efficiency, supply chain and customer focus, generating operational efficiencies and improved customer satisfaction. Before joining PG&E, Mr. Morrow held several leadership positions at Vodafone, the number two wireless provider in the world with more than 133 million subscribers. At Vodafone, he served as CEO for Europe overseeing global marketing, global technology and the largest operating businesses in the company portfolio. Before being named CEO, he held market level responsibility as president of Vodafone K.K. in Tokyo, CEO of Vodafone Ltd in the UK, and was President of Japan Telecom, the third largest telecom company in Japan. Earlier in his career, he held several strategy and operations positions with Vodafone in the U.S. and Europe, and several international leadership positions with AirTouch. He began his career at Pacific Bell, where he held several technology and engineering positions, including responsibility for company-wide operations of packet data products.

David Maquera, Chief Strategy Officer

As SVP and chief strategy officer, David Maquera is responsible for Clearwire's technology development, strategic planning and implementation. Prior to joining Clearwire, Maquera most recently served as vice president of strategic development for Cricket Communications/Leap Wireless, Inc., where he was responsible for delivering strategic initiatives to successfully drive the company's growth. This included development of the wireless broadband product, strategic partnerships, and spectrum acquisitions. In his eight year tenure at Cricket/Leap, he also served as the company's CIO and as vice president of product engineering, developing and launching Cricket's first mobile data products. Before Cricket, he co-founded Backwire, Inc., a media and technology start-up which was later acquired by Leap. Earlier in his career, Maquera was a consultant with McKinsey & Company, Inc., and served ten years in the United States Navy, where he was an aviator and Desert Storm combat veteran. He is a graduate of the University of Pennsylvania and has an MBA from Harvard University. Maquera reports to CEO Bill Morrow.

R. Gerard Salemme, Executive Vice President — Strategy, Policy and External Affairs

As executive vice president, Gerard Salemme oversees Clearwire's spectrum strategy, acquisition and development, public policy agenda and local, state, federal, and international regulatory affairs and advocacy. Prior to assuming his current role at Clearwire, Salemme served as vice president and corporate secretary from November 2003 to April 2004. As the company's senior policy executive, Salemme brings more than 30 years of telecommunications, government

affairs, federal regulatory and public policy expertise to Clearwire. Salemmé has held key executive positions at XO Communications, AT&T Corp., McCaw Cellular, and GTE Corporation/Sprint Corporation. At AT&T, Salemmé directed the company's federal regulatory public policy organization, including participation in the FCC's narrowband and broadband PCS auctions. In addition, Salemmé has served as the senior telecommunications policy analyst for the U.S. House of Representatives Subcommittee on Telecommunications and Finance, as chief of staff to Congressman Ed Markey of Massachusetts, and as a lecturer of economics at the University of Massachusetts at Salem. He is currently a principal of ERH, a vice president of ERI, and a director of and consultant to ICO North America.

Laurent J. Bentitou, Chief People Officer

As chief people officer, Laurent J. Bentitou is responsible for the company's growing staffing and people needs. Prior to joining Clearwire in 2009, Bentitou served as vice president of human resources for T-Mobile USA, where he was responsible for all talent acquisition, development, learning and diversity hiring, as well as retention and mobility programs. Bentitou has more than fifteen years of professional experience having managed all aspects of staffing, recruiting and talent management for companies such as Home Depot and IBM.

Erik Prusch, Chief Financial Officer

As Chief Financial Officer, Erik Prusch is responsible for the company's accounting, finance, tax, reporting and investor relations functions. Throughout his career, he has successfully enabled businesses through periods of rapid growth, operational scaling, and expansion financing. Prusch was most recently President and Chief Executive Officer of Borland Software, where he also previously served as Chief Financial Officer, leading the restructuring of the company and returning the business to profitability. Prior to Borland, he was Vice President of Finance in Intuit's Turbo Tax division. Prior to Intuit, he served as Chief Financial Officer of Identix Incorporated, and also served as Vice President and Chief Financial Officer, Finance and Operations at Gateway Computers, Incorporated. He began his career at Touche Ross and PepsiCo. Prusch holds a B.A. from Yale University, and earned an M.B.A. from the Stern School of Business at New York University. Prusch reports to CEO Bill Morrow.

G. Michael Sievert, Chief Commercial Officer

Michael Sievert oversees wholesale and retail sales, marketing and customer care. He most recently served as co-founder and Chief Executive Officer of Switchbox Labs, which was acquired by Lenovo Group, Inc. earlier this year, and as Senior Vice President at Lenovo following the acquisition. Previously, Sievert was Corporate Vice President of the worldwide Windows group at Microsoft Corporation. Prior to Microsoft, he served as Executive Vice President and Chief Marketing Officer at AT&T Wireless, and Chief Sales and Marketing Officer at E*TRADE Financial. He began his career with management positions at Procter & Gamble and IBM.

Kevin T. Hart, Chief Information Officer

Kevin Hart oversees the company's IT operations and reports to Bill Morrow. Most recently, Hart served as Chief Information Officer for Level 3 Communications, one of the world's largest

IP communications providers. Before that, Hart was Vice President of Telecommunications, Media & Entertainment at Capgemini (formerly Ernst & Young) overseeing the overall growth and direction of the organization's communications operations support systems, billing/business support systems and the network management systems service offerings and delivery. Prior to joining Capgemini's management consulting practice, he held the positions of Director of Strategic Planning at International Paper and Manager of Operations at SBC Communications.

John Saw, Senior Vice President - Chief Technology Officer

John Saw, Ph.D brings nearly 20 years of experience developing wireless networks and architectures to Clearwire, including pioneering work in the development and rollout of TDMA, GSM, CDMA and fixed wireless cellular infrastructure and microwave products. In addition, he was instrumental in developing AT&T Wireless' digital wireless broadband product, one of the earliest OFDM-based wireless systems deployed that foreshadowed the subsequent development of the WiMAX 802.16 standards. Prior to assuming his current role, Saw served as Clearwire's vice president of engineering since joining the company as its second employee. Before Clearwire, Saw held key engineering and technology executive positions with Netro Corp (now SR Telecom), AT&T Wireless (now AT&T Inc.), and Nortel. Saw also holds five U.S. patents in wireless technologies.

Teresa Elder, President of Strategic Partnerships and Wholesale

Teresa Elder serves as the President of Strategic Partnerships and Wholesale overseeing Clearwire's wholesale business unit which includes services sold by the company's strategic investors using Clearwire's 4G WiMAX network. Most recently, Elder was CEO of Vodafone, Ireland – a wholly owned subsidiary of Vodafone Group, PLC. During her time at Vodafone, the Ireland subsidiary was the local market leader driving some of the highest ARPU and data usage rates in the world. Before joining Vodafone, Elder served as President, West of AT&T Broadband (now part of Comcast). In this role she was responsible for seven million customers, more than \$4 billion in revenue, and led a team of 15,000 employees. Prior to this, she held executive positions at MediaOne Group and AirTouch, now Verizon. Elder holds a B.S. in Business Administration from Creighton University, and an M.S. in Management from Stanford University.