

Clearwire Corp /DE  
Form SC 13D/A  
December 22, 2009

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13D/A**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

**(Amendment No. 3 )\***

**CLEARWIRE CORPORATION**

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

18538Q 105

(CUSIP Number)

Michael J. Egan

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December 21, 2009

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: o

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (the Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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CUSIP No. 18538Q 105 13D Page 2 of 33 Pages

NAME OF REPORTING PERSON:

1. Sprint Nextel Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. Not Applicable

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. Kansas

SOLE VOTING POWER:

7. NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY 531,724,348\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

531,724,348\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

531,724,348\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

\*\*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

73.0%\*

TYPE OF REPORTING PERSON:

14.

HC

\* See discussion in Items 4 through 6 of the Statement on Schedule 13D filed on December 5, 2008 (the Schedule 13D ). As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment No. 3 to Statement on Schedule 13D (the Amendment ) nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

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NAME OF REPORTING PERSON:

1. Sprint HoldCo, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. Delaware

SOLE VOTING POWER:

7. NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY 531,724,348\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

531,724,348\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

531,724,348\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

\*\*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

73.0%\*

TYPE OF REPORTING PERSON:

14.

OO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

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CUSIP No. 18538Q 105 13D Page 4 of 33 Pages

NAME OF REPORTING PERSON:

1. Comcast Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. Pennsylvania

SOLE VOTING POWER:

7. NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY 88,504,132\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

88,504,132\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

88,504,132\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

p\*\*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

31.0%\*

TYPE OF REPORTING PERSON:

14.

CO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

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CUSIP No. 18538Q 105 13D Page 5 of 33 Pages

NAME OF REPORTING PERSON:

1. Comcast Wireless Investment I, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

12,352,941\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

12,352,941\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

12,352,941\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

\*\*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

5.9%\*

TYPE OF REPORTING PERSON:

14.

CO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

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CUSIP No. 18538Q 105 13D Page 6 of 33 Pages

NAME OF REPORTING PERSON:

1. Comcast Wireless Investment II, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

12,352,941\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

12,352,941\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

12,352,941\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

p\*\*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

5.9%\*

TYPE OF REPORTING PERSON:

14.

CO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

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NAME OF REPORTING PERSON:

1. Comcast Wireless Investment III, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES

BENEFICIALLY OWNED BY 12,352,941\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

12,352,941\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

12,352,941\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

\*\*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

5.9%\*

TYPE OF REPORTING PERSON:

14.

CO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

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NAME OF REPORTING PERSON:

1. Comcast Wireless Investment IV, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8.

12,352,941\*

SOLE DISPOSITIVE POWER:

EACH REPORTING 9.

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

12,352,941\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

12,352,941\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

\*\*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

5.9%

TYPE OF REPORTING PERSON:

14.

CO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

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13D

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NAME OF REPORTING PERSON:

1. Comcast Wireless Investment V, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

12,352,941\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

12,352,941\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

12,352,941\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

\*\*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

5.9%

TYPE OF REPORTING PERSON:

14.

CO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

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13D

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NAME OF REPORTING PERSON:

1. Comcast Wireless Investment VI, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

26,739,427\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

26,739,427\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

26,739,427\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

\*\*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

12.0%\*

TYPE OF REPORTING PERSON:

14.

CO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

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CUSIP No. 18538Q 105

13D

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NAME OF REPORTING PERSON:

1. Time Warner Cable Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

46,404,782\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

46,404,782\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

46,404,782\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

\*\*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

19.1%\*

TYPE OF REPORTING PERSON:

14.

CO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

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CUSIP No. 18538Q 105

13D

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NAME OF REPORTING PERSON:

1. Time Warner Cable LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

46,404,782\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

46,404,782\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

46,404,782\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

\*\*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

19.1%\*

TYPE OF REPORTING PERSON:

14.

OO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

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CUSIP No. 18538Q 105

13D

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NAME OF REPORTING PERSON:

1. TWC Wireless Holdings I LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

15,468,261\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

15,468,261\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

15,468,261\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

p\*\*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

7.3%\*

TYPE OF REPORTING PERSON:

14.

OO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

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CUSIP No. 18538Q 105

13D

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NAME OF REPORTING PERSON:

1. TWC Wireless Holdings II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER:

7. NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY 15,468,261\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

15,468,261\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

15,468,261\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

7.3%\*

TYPE OF REPORTING PERSON:

14.

OO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

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CUSIP No. 18538Q 105

13D

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NAME OF REPORTING PERSON:

1. TWC Wireless Holdings III LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

15,468,260\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

15,468,260\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

15,468,260\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

\*\*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

7.3%\*

TYPE OF REPORTING PERSON:

14.

OO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

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NAME OF REPORTING PERSON:

1. Bright House Networks, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER:

7. NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY 8,474,440\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

8,474,440\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

8,474,440\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

\*\*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

4.1%\*

TYPE OF REPORTING PERSON:

14.

OO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

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13D

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NAME OF REPORTING PERSON:

1. BHN Spectrum Investments, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8.

8,474,440\*

SOLE DISPOSITIVE POWER:

EACH REPORTING 9.

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

8,474,440\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

8,474,440\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

p\*\*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

4.1%\*

TYPE OF REPORTING PERSON:

14.

OO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

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13D

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NAME OF REPORTING PERSON:

1. Newhouse Broadcasting Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. New York

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

8,474,440\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

8,474,440\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

8,474,440\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

\*\*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

4.1%\*

TYPE OF REPORTING PERSON:

14.

CO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

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13D

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NAME OF REPORTING PERSON:

1. Google Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC\*\*\*

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER:

7. NUMBER OF 29,411,765

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY \*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 29,411,765

WITH SHARED DISPOSITIVE POWER:

10.

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

29,411,765\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

\*\*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

15.0%\*

TYPE OF REPORTING PERSON:

14.

CO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

\*\*\* Google used working capital as its source of funds to acquire shares of the Issuer in connection with Google's initial investment and subsequent post-closing adjustment pursuant to the Transaction Agreement described in further detail below. Google did not participate in the Investment Transactions described in further detail below.

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NAME OF REPORTING PERSON:

1. Eagle River Holdings, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Washington

SOLE VOTING POWER:

7. NUMBER OF 39,639,803

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY \*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 39,639,803

WITH SHARED DISPOSITIVE POWER:

10.

\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

39,639,803\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

\*\*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

19.8%\*

TYPE OF REPORTING PERSON:

14.

OO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

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13D

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NAME OF REPORTING PERSON:

1. Craig O. McCaw

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. United States

SOLE VOTING POWER:

7. NUMBER OF 41,468,135

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY \*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 41,468,135

WITH SHARED DISPOSITIVE POWER:

10.

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

41,468,135\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

\*\*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

20.5%\*

TYPE OF REPORTING PERSON:

14.

IN

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

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NAME OF REPORTING PERSON:

1. CWCI, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Washington

SOLE VOTING POWER:

7.

NUMBER OF 111,666

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 111,666

WITH SHARED DISPOSITIVE POWER:

10.

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

111,666\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

\*\*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

Less than 1%\*

TYPE OF REPORTING PERSON:

14.

OO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

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This Amendment No. 3 (this Amendment ) amends and supplements the Statement on Schedule 13D which was jointly filed on December 5, 2008, as amended by Amendment No. 1 to the Statement on Schedule 13D which was jointly filed on February 27, 2009 and as amended by Amendment No. 2 to the Statement on Schedule 13D which was jointly filed on November 12, 2009 (as so amended, the Schedule 13D ) on behalf of Sprint Nextel Corporation, a Kansas corporation ( Sprint ), Sprint HoldCo, LLC, a Delaware limited liability company ( Sprint HoldCo ) and together with Sprint, the Sprint Entities ), Comcast Corporation, a Pennsylvania corporation ( Comcast ), Comcast Wireless Investment I, Inc., a Delaware corporation ( Comcast I ), Comcast Wireless Investment II, Inc., a Delaware corporation ( Comcast II ), Comcast Wireless Investment III, Inc., a Delaware corporation ( Comcast III ), Comcast Wireless Investment IV, Inc., a Delaware corporation ( Comcast IV ), Comcast Wireless Investment V, Inc., a Delaware corporation ( Comcast V ) and, collectively with Comcast, Comcast I, Comcast II, Comcast III and Comcast IV, the Comcast Entities ), Time Warner Cable Inc., a Delaware corporation ( TWC ), Time Warner Cable LLC, a Delaware limited liability company ( TWC LLC ), TWC Wireless Holdings I LLC, a Delaware limited liability company ( TWC I ), TWC Wireless Holdings II LLC, a Delaware limited liability company ( TWC II ), TWC Wireless Holdings III LLC, a Delaware limited liability company ( TWC III ) and, collectively with TWC, TWC LLC, TWC I and TWC II, the TWC Entities ), Bright House Networks, LLC, a Delaware limited liability company ( BHN ), BHN Spectrum Investments, LLC, a Delaware limited liability company ( BHN Spectrum ), Newhouse Broadcasting Corporation, a New York corporation ( NBCo ), and collectively with BHN and BHN Spectrum, the BHN Entities ), Google Inc., a Delaware corporation ( Google ), Eagle River Holdings, LLC, a Washington limited liability company ( ERH ), Craig O. McCaw, an individual ( Mr. McCaw ), and CWCI LLC, a Washington limited liability company ( CWCI ), and collectively with ERH and Mr. McCaw, the ERH Entities ), with respect to the Class A common stock, par value \$0.0001 per share (the Class A Common Stock ), of Clearwire Corporation, a Delaware corporation ( Clearwire ) or the Issuer ). We refer to the Sprint Entities, the Comcast Entities, the TWC Entities, the BHN Entities, Google and the ERH Entities collectively as the Reporting Persons and to each as a Reporting Person . All capitalized terms used in this Amendment and not defined herein have the meanings ascribed to such terms in the Schedule 13D.

## Item 2. Identity and Background.

Item 2 of the Schedule 13D is amended and supplemented as follows:

- (i) Comcast Wireless Investment VI, Inc., a Delaware corporation ( Comcast VI ), is hereby added as a Reporting Person, and for purpose of the Schedule 13D, shall be deemed, together with Comcast, Comcast I, Comcast II, Comcast III, Comcast IV and Comcast V, to be the Comcast Entities.
- (ii) The following information is hereby added with respect to Comcast VI below the corresponding information for Comcast V:

### Comcast VI

- |  |   |
|--|---|
| (a) Name of Person Filing                | Comcast VI  |
| (b) Address of Principal Business Office | One Comcast Center,<br>Philadelphia, PA 19103-2838  |
| (c) Principal Business                   | Wholly-owned subsidiary of Comcast formed for purposes of holding Comcast's indirect interest in the Issuer.  |
| (d) (e) Criminal and Civil Proceedings   | During the last five years, neither Comcast VI nor, to Comcast VI's knowledge, any of the individuals referred to in Appendix B-7, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction |



and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding violations with respect to such laws.

(f) Place of Organization Delaware

**Item 4. Purpose of Transaction.**

Item 4 of the Schedule 13D is amended and supplemented by adding the following to the end of the disclosure under the subheading Investment Agreement :

The First Investment Closing occurred on November 13, 2009 and the Second Investment Closing occurred on December 21, 2009. In connection with the Second Investment Closing, the first installment of the Transaction Fee was paid to each of Sprint, Comcast, TWC and BHN. Sprint received (i) half of such installment of the Transaction Fee payable to Sprint in Clearwire Communications Class B Common Interests valued at \$7.33 per unit, representing 1,117,253 Class B Common Interests, and an equal number of Clearwire Communications Voting Interests and (ii) the other half of such installment of the Transaction Fee payable to Sprint in cash, by wire transfer of immediately available funds. Immediately following the receipt by Sprint of Clearwire Communications Voting Interests, Sprint contributed to Clearwire its Clearwire Communications Voting Interests in exchange for an equal number of shares of Class B Common Stock. Comcast, TWC and BHN received their respective installments of their portions of such Transaction Fee in cash, by wire transfer of immediately available funds.

The remaining installment of the Transaction Fee will be payable in connection with the Third Investment Closing, which is targeted to be completed during the first quarter of 2010. The Third Investment Closing is subject to Clearwire's delivery of certain financial information to Sprint for use in its financial reporting and satisfaction of certain other customary closing conditions. Pursuant to the Investment Agreement, Sprint irrevocably elected to receive at least half of such installment of the Transaction Fee payable to Sprint in connection with the Third Investment Closing in Clearwire Communications Class B Common Interests valued at \$7.33 per unit, representing 170,533 Class B Common Interests, and an equal number of Clearwire Communications Voting Interests (the Sprint Third Closing Equity Fee ). Immediately following the receipt by Sprint of Clearwire Communications Voting Interests, Sprint will contribute to Clearwire its Clearwire Communications Voting Interests in exchange for an equal number of shares of Class B Common Stock.

**Item 5. Interest in Securities of the Issuer.**

Item 5(a), (b) and (c) of the Schedule 13D are hereby replaced in their entirety with the following:

(a)-(b) As of December 21, 2009 and after giving effect to (i) the Transactions, (ii) the Equityholders Agreement, (iii) the post-closing adjustment and (iv) the Investment Transactions (including the Sprint Third Closing Equity Fee), each Reporting Person may be deemed to have beneficial ownership (within the meaning of Rule 13d-3 under the Act) and shared power to vote or direct the vote of up to the amounts listed in the table below and may be deemed to constitute a group under Section 13(d) of the Act.

Reporting Person (1):	Class A	% of	Class B	% of	% Voting
	Common Stock	Class A	Common Stock	Class B	
(2)	(2)	(2)	(2)	(2)	(2)
Sprint Entities (3)	531,724,348	73.0%	531,724,348	71.5%	56.55%
Comcast (4)	88,504,132	31.0%	88,504,132	11.9%	9.4%
Comcast I (5)	12,352,941	5.9%	12,352,941	1.7%	1.3%
Comcast II (5)	12,352,941	5.9%	12,352,941	1.7%	1.3%
Comcast III (5)	12,352,941	5.9%	12,352,941	1.7%	1.3%

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Comcast IV (5)	12,352,941	5.9%	12,352,941	1.7%	1.3%
Comcast V (5)	12,352,941	5.9%	12,352,941	1.7%	1.3%
Comcast VI (6)	26,739,427	12.0%	26,739,427	3.6%	2.8%

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Reporting Person (1):	% of Class		Class B Common Stock	% of Class B	% Voting
	Class A Common Stock (2)	A (2)			
ERH (7)	39,639,803	19.8%	2,728,512	*	4.1%
Google (8)	29,411,765	15.0%			3.1%
TWC (9)	46,404,782	19.1%	46,404,782	6.2%	4.9%
TWC LLC (9)	46,404,782	19.1%	46,404,782	6.2%	4.9%
TWC I (10)	15,468,261	7.3%	15,468,261	2.1%	1.7%
TWC II (10)	15,468,261	7.3%	15,468,261	2.1%	1.7%
TWC III (10)	15,468,260	7.3%	15,468,260	2.1%	1.7%
Craig O. McCaw (11)	41,468,135	20.5%	2,728,512	*	4.1%
BHN Entities (12)	8,474,440	4.1%	8,474,440	1.1%	*

\* Less than 1%

(1) By virtue of the Equityholders Agreement entered into at the Closing, each of the Reporting Persons, together with the Intel Entities, Intel Capital, Intel Cayman, and Middlefield, may be deemed to be a member of a group under Section 13(d) of the Act, which may be deemed to beneficially own, have shared power to vote or direct the vote over and have shared

dispositive  
power over  
531,724,348  
shares of  
Class A  
Common Stock  
beneficially  
owned by the  
Sprint Entities,  
102,404,811  
shares of  
Class A  
Common Stock  
beneficially  
owned by Intel  
(which includes  
33,333,333  
shares of  
Class A  
Common Stock  
held by Intel  
Capital,  
3,333,333  
shares of  
Class A  
Common Stock  
held by Intel  
Cayman, 93,333  
shares of  
Class A  
Common Stock  
issuable on  
exercise of  
warrants held by  
Middlefield,  
58,823,530  
shares of  
Class B  
Common Stock  
issued to the  
Intel Entities  
upon Closing  
and as adjusted  
by the  
post-closing  
adjustment,  
6,531,290  
shares of  
Class B  
Common Stock  
issued to the

Intel Entities  
pursuant to the  
Investment  
Transactions  
and 289,992  
shares of  
Class B  
Common Stock  
to be issued to  
the Intel Entities  
pursuant to the  
Investment  
Transactions at  
the Third  
Investment  
Closing),  
88,504,132  
shares of  
Class A  
Common Stock  
beneficially  
owned by the  
Comcast  
Entities,  
39,639,803  
shares of  
Class A  
Common Stock  
beneficially  
owned by ERH  
(which includes  
988,333 shares  
of Class A  
Common Stock  
issuable on  
exercise of  
warrants issued  
to ERH),  
29,411,765  
shares of  
Class A  
Common Stock  
beneficially  
owned by  
Google,  
46,404,782  
shares of  
Class A  
Common Stock  
beneficially  
owned by the

TWC Entities  
and 8,474,440  
shares of  
Class A  
Common Stock  
beneficially  
owned by the  
BHN Entities.  
As described in  
Item 6 of the  
Schedule 13D,  
the  
Equityholders  
have entered  
into the  
Equityholders  
Agreement in  
connection with  
the completion  
of the  
Transactions  
which includes  
a voting  
agreement under  
which such  
Equityholders  
and their  
respective  
affiliates share  
the ability to  
elect a majority  
of the Issuer's  
directors. The  
persons listed in  
the table  
disclaim  
beneficial  
ownership of  
the shares of  
capital stock  
beneficially  
owned by such  
other  
Equityholders  
(other than the  
shares of capital  
stock  
beneficially  
owned by their  
affiliates).

(2) Shares of Class A Common Stock beneficially owned and the respective percentages of beneficial ownership of Class A Common Stock assumes the conversion of all shares of Class B Common Stock beneficially owned by such person or entity into Class A Common Stock, and the exercise of all options, warrants and other securities convertible into common stock beneficially owned by such person or entity currently exercisable or exercisable within 60 days of December 21, 2009. Shares issuable pursuant to the conversion of Class B Common Stock or the exercise of stock options and warrants exercisable within 60 days are deemed outstanding and held by the holder of such shares of

Class B  
Common Stock,  
options or  
warrants for  
computing the  
percentage of  
outstanding  
common stock  
beneficially  
owned by such  
person, but are  
not deemed  
outstanding for  
computing the  
percentage of  
outstanding  
common stock  
beneficially  
owned by any  
other person.  
The respective  
percentages of  
beneficial  
ownership of  
Class A  
Common Stock  
are based on  
196,776,715  
shares of  
Class A  
Common Stock  
outstanding on  
December 14,  
2009.

- (3) Consists of  
370,000,000  
shares of  
Class B  
Common Stock  
issued to Sprint  
HoldCo upon  
Closing,  
154,732,533  
shares of  
Class B  
Common Stock  
issued to Sprint  
HoldCo  
pursuant to the  
Investment

Transactions,  
and 6,991,815  
shares of  
Class B  
Common Stock  
to be issued to  
Sprint pursuant  
to the  
Investment  
Transactions at  
the Third  
Investment  
Closing  
(including the  
Sprint Third  
Closing Equity  
Fee). Pursuant  
to the  
Investment  
Agreement,  
Sprint intends to  
assign the right  
to purchase such  
equity interests  
at the Third  
Investment  
Closing to  
Sprint HoldCo.

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- (4) Consists of 61,764,705 shares of Class B Common Stock issued to the Comcast Entities upon Closing and as adjusted by the post-closing adjustment, 25,602,657 shares of Class B Common Stock issued to the Comcast Entities pursuant to the Investment Transactions and 1,136,770 shares of Class B Common Stock expected to be issued to the Comcast Entities pursuant to the Investment Transactions at the Third Investment Closing. Comcast IV purchased all 25,602,657 shares of Class B Common issued to the Comcast Entities pursuant to the Investment



Transactions and, pursuant to the Investment Agreement, Comcast intends to assign the right to purchase all of the equity interests issuable to Comcast at the Third Investment Closing to Comcast VI. By virtue of the fact that each of Comcast I, Comcast II, Comcast III, Comcast IV, Comcast V and Comcast VI is a wholly-owned subsidiary of Comcast, Comcast may be deemed to have shared voting and dispositive power with respect to the shares of Class B Common Stock owned by each of Comcast I, Comcast II, Comcast III, Comcast IV, Comcast V and Comcast VI.

- (5) Consists of 12,352,941 shares of Class B Common Stock issued to each of Comcast I,

Comcast II,  
Comcast III,  
Comcast IV and  
Comcast V  
upon Closing  
and as adjusted  
by the  
post-closing  
adjustment.

(6) Consists of  
25,602,657  
shares of  
Class B  
Common Stock  
issued to  
Comcast VI  
pursuant to the  
Investment  
Transactions  
and 1,136,770  
shares of  
Class B  
Common Stock  
expected to be  
issued to  
Comcast VI  
pursuant to the  
Investment  
Transactions at  
the Third  
Investment  
Closing.

(7) Consists of  
35,922,958  
shares of  
Class A  
Common Stock,  
988,333 shares  
of Class A  
Common Stock  
issuable on  
exercise of  
warrants,  
2,612,516  
shares of  
Class B  
Common Stock  
issued to ERH  
pursuant to the

Investment Transactions, and 115,996 shares of Class B Common Stock to be issued to ERH pursuant to the Investment Transactions at the Third Investment Closing. ERH is controlled by Mr. McCaw. The manager of ERH is Eagle River Inc., an entity controlled by and wholly-owned by Mr. McCaw.

- (8) Consists of 29,411,765 shares of Class A Common Stock issued to Google upon Closing and as adjusted by the post-closing adjustment.
- (9) Consists of 32,352,941 shares of Class B Common Stock issued to the TWC Entities upon Closing, as adjusted by the post-closing adjustment, 13,454,457 shares of Class B Common Stock

issued to the TWC Entities pursuant to the Investment Transactions, and 597,384 shares of Class B Common Stock to be issued to the TWC Entities pursuant to the Investment Transactions at the Third Investment Closing. Pursuant to the Investment Agreement, TWC intends to assign the right to purchase such equity interests at the Third Investment Closing equally to each of TWC I, TWC II and TWC III. By virtue of the fact that each of TWC I, TWC II and TWC III is a wholly-owned subsidiary of TWC and TWC LLC, TWC and TWC LLC may be deemed to have shared voting and dispositive power with respect to the shares of Class B Common Stock owned by each of TWC I, TWC

II and TWC III.

- (10) Consists of 10,784,314, 10,784,314, and 10,784,313 shares of Class B Common Stock issued to TWC I, TWC II, and TWC III, respectively, upon Closing and as adjusted by the post-closing adjustment, 4,484,819, 4,484,819, and 4,484,819 shares of Class B Common Stock issued to TWC I, TWC II, and TWC III, respectively, pursuant to the Investment Transactions, and 597,384 shares of Class B Common Stock to be issued to TWC pursuant to the Investment Transactions at the Third Investment Closing. Pursuant to the Investment Agreement, TWC intends to assign the right to purchase such equity interests at the Third

Investment  
Closing equally  
to each of TWC  
I, TWC II and  
TWC III.

- (11) Consists of  
options to  
purchase  
1,666,666  
shares of  
Class A  
Common Stock,  
111,666 shares  
of Class A  
Common Stock  
held by CWCI,  
35,922,958  
shares of  
Class A  
Common Stock  
issued to ERH,  
988,333 shares  
of Class A  
Common Stock  
issuable on  
exercise of  
warrants issued  
to ERH, a  
restricted stock  
unit grant of  
50,000 shares of  
Class A  
Common Stock,  
which grant  
expires on  
January 14,  
2012, 2,612,516  
shares of  
Class B  
Common Stock  
issued to ERH  
pursuant to the  
Investment  
Transactions,  
and 115,996  
shares of  
Class B  
Common Stock  
to be issued to  
ERH pursuant

to the  
Investment  
Transactions at  
the Third  
Investment  
Closing.  
Mr. McCaw  
owns all of the  
voting  
membership  
interests in ERH  
and also  
controls and  
wholly-owns  
Eagle River  
Inc., the  
manager of  
ERH.

- (12) Consists of  
5,882,353  
shares of  
Class B  
Common Stock  
issued to BHN  
Spectrum upon  
Closing and as
-

adjusted by the post-closing adjustment, 2,481,890 shares of Class B Common Stock issued to BHN Spectrum pursuant to the Investment Transactions and 110,197 shares of Class B Common Stock to be issued to BHN Spectrum pursuant to the Investment Transactions at the Third Investment Closing. Pursuant to the Investment Agreement, BHN intends to assign the right to purchase such equity interests at the Third Investment Closing to BHN Spectrum.

Except as set forth or incorporated herein or in the Appendices to the Schedule 13D, none of (i) the Reporting Persons, (ii) to the Sprint Entities' knowledge, the persons set forth on Appendix A-1 and A-2 of the Schedule 13D, (iii) to the Comcast Entities' knowledge, the persons set forth on Appendices B-1 through B-7 of the Schedule 13D, (iv) to the TWC Entities' knowledge, the persons set forth on Appendices C-1 through C-5 of the Schedule 13D, (v) to the BHN Entities' knowledge, the persons set forth on Appendices D-1 through D-3 of the Schedule 13D, and (vi) to Google's knowledge, the persons set forth on Appendix E of the Schedule 13D, beneficially owns any shares of Class A Common Stock as of December 21, 2009.

In addition to the beneficial ownership of the Reporting Persons described herein, the Intel Entities, Intel Capital, Intel Cayman and Middlefield may be deemed to be members of a group under Section 13(d) of the Act with the Reporting Persons by virtue of the Equityholders' Agreement and are reporting their adjusted ownership separately on an Amendment No. 3 to Statement on Schedule 13D dated on or about December 22, 2009 (the Intel 13D/A ). The



Intel 13D/A reports beneficial ownership of 102,404,811 shares of Class A Common Stock (which consists of 58,823,530 shares of Class B Common Stock issued to the Intel Entities upon Closing and as adjusted by the post-closing adjustment, 33,333,333 shares of Class A Common Stock held by Intel Capital, 3,333,333 shares of Class A Common Stock held by Intel Cayman, 93,333 shares of Class A Common Stock issuable on exercise of warrants held by Middlefield, 6,531,290 shares of Class B Common Stock issued to the Intel Entities pursuant to the Investment Transactions and 289,992 shares of Class B Common Stock to be issued to the Intel Entities pursuant to the Investment Transactions at the Third Investment Closing), representing 39.0% of the Class A Common Stock. For additional information regarding the Intel Entities, Intel Capital, Intel Cayman and Middlefield and their beneficial ownership, see the Intel 13D/A.

(c) Except as set forth or incorporated herein or in the Appendices to the Schedule 13D, none of (i) the Reporting Persons, (ii) to the Sprint Entities knowledge, the persons set forth on Appendix A-1 and A-2 of the Schedule 13D, (iii) to the Comcast Entities knowledge, the persons set forth on Appendices B-1 through B-7 of the Schedule 13D, (iv) to the TWC Entities knowledge, the persons set forth on Appendices C-1 through C-5 of the Schedule 13D, (v) to the BHN Entities knowledge, the persons set forth on Appendices D-1 through D-3 of the Schedule 13D, and (vi) to Google's knowledge, the persons set forth on Appendix E of the Schedule 13D, has effected any transaction in Class A Common Stock during the 60 days prior to December 21, 2009.

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**SIGNATURE**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: December 22, 2009

**Sprint Nextel Corporation**

By /s/Timothy P. O Grady  
Name: Timothy P. O Grady  
Title: Vice President

**Sprint HoldCo, LLC**

By /s/Timothy P. O Grady  
Name: Timothy P. O Grady  
Title: Vice President

**Comcast Corporation**

By /s/Arthur R. Block  
Name: Arthur R. Block  
Title: Senior Vice President

**Comcast Wireless Investment I, Inc.**

By /s/Arthur R. Block  
Name: Arthur R. Block  
Title: Senior Vice President

**Comcast Wireless Investment II, Inc.**

By /s/Arthur R. Block  
Name: Arthur R. Block  
Title: Senior Vice President

**Comcast Wireless Investment III, Inc.**

By /s/Arthur R. Block  
Name: Arthur R. Block  
Title: Senior Vice President

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**Comcast Wireless Investment IV, Inc.**

By /s/Arthur R. Block  
Name: Arthur R. Block  
Title: Senior Vice President

**Comcast Wireless Investment V, Inc.**

By /s/Arthur R. Block  
Name: Arthur R. Block  
Title: Senior Vice President

**Comcast Wireless Investment VI, Inc.**

By /s/Arthur R. Block  
Name: Arthur R. Block  
Title: Senior Vice President

**Time Warner Cable Inc.**

By /s/Satish Adige  
Name: Satish Adige  
Title: Senior Vice President, Investments

**Time Warner Cable LLC**

By /s/Satish Adige  
Name: Satish Adige  
Title: Senior Vice President, Investments

**TWC Wireless Holdings I LLC**

By /s/Satish Adige  
Name: Satish Adige  
Title: Senior Vice President, Investments

**TWC Wireless Holdings II LLC**

By /s/Satish Adige  
Name: Satish Adige  
Title: Senior Vice President, Investments

**TWC Wireless Holdings III LLC**

By /s/Satish Adige

Name: Satish Adige

Title: Senior Vice President, Investments

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**Bright House Networks, LLC**

By /s/Donald E. Newhouse  
Name: Donald E. Newhouse  
Title: Vice President

**BHN Spectrum Investments, LLC**

By /s/Donald E. Newhouse  
Name: Donald E. Newhouse  
Title: Vice President

**Newhouse Broadcasting Corporation**

By /s/Donald E. Newhouse  
Name: Donald E. Newhouse  
Title: President

**Google Inc.**

By /s/Kent Walker  
Name: Kent Walker  
Title: Vice President and General Counsel

**Eagle River Holdings, LLC**

By /s/Amit Mehta  
Name: Amit Mehta  
Title: Vice President

**Craig O. McCaw**

By /s/Craig O. McCaw  
Name: Craig O. McCaw

**CWCI, LLC**

By /s/Craig O. McCaw  
Name: Craig O. McCaw  
Title: CEO

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Appendix A-1  
EXECUTIVE OFFICERS AND DIRECTORS  
OF  
SPRINT

Appendix A-1 of the Schedule 13D is hereby amended by adding the row for Daniel H. Schulman set forth below:

Daniel H. Schulman	President, Prepaid of Sprint Nextel Corporation
Sprint Nextel Corporation	
6200 Sprint Parkway,	
Overland Park, Kansas	
66251	

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Appendix B-1  
EXECUTIVE OFFICERS AND DIRECTORS  
OF  
COMCAST

Appendix B-1 of the Schedule 13D is amended by deleting the row for J. Michael Cook in its entirety and replacing it with the row set forth below:

J. Michael Cook*	Retired Chairman and Chief	980 Lake Avenue
Comcast Corporation	Executive Officer of Deloitte	Greenwich, CT 06831
One Comcast Center	& Touche LLP	
Philadelphia, PA 19103-2838		

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Appendix B-7  
EXECUTIVE OFFICERS AND DIRECTORS  
OF  
COMCAST VI

Set forth below is a list of each executive officer and director of Comcast VI setting forth the business address and present principal occupation or employment (and the name and address of any corporation or organization in which such employment is conducted) of each person. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to such individual's employment with Comcast VI and each individual is a United States citizen.

<b>Name and Business Address</b>	<b>Present Principal Occupation (principal business of employer)</b>	<b>Name and Address of Corporation or Other Organization (if different from address provided in Column 1)</b>
Michael J. Angelakis Comcast Corporation One Comcast Center Philadelphia, PA 19103-2838	Executive Vice President, Chief Financial Officer	
Arthur R. Block, Esq.* Comcast Corporation One Comcast Center Philadelphia, PA 19103-2838	Senior Vice President, General Counsel, Secretary and Assistant Treasurer	
Stephen B. Burke Comcast Corporation One Comcast Center Philadelphia, PA 19103-2838	Executive Vice President, Chief Operating Officer	
David L. Cohen Comcast Corporation One Comcast Center Philadelphia, PA 19103-2838	Executive Vice President, Assistant Secretary	
Brian L. Roberts Comcast Corporation One Comcast Center Philadelphia, PA 19103-2838	President and Chief Executive Officer	
Lawrence J. Salva Comcast Corporation One Comcast Center Philadelphia, PA 19103-2838	Senior Vice President, Chief Accounting Officer and Controller	

\* Director