

NextWave Broadband, Inc

11500 South Eastern Ave., Suite 150

Henderson, NV 89052

Tel: (702) 952-0339

Fax: (702) 952-0330

March 7, 2006

Julia Gilbert

IPWireless, Inc.

1001 Bayhill Dr., 2nd Floor

San Bruno, CA 94066

Dear Julia,

Re: Spectrum Usage Agreement

I have attached hereto one fully executed copy of the Spectrum Usage Agreement for your records. Following your email of March 6, we have corrected the zip code of Kurt's address and Linda's phone number, and have therefore replaced the second page.

Best regards,

Anda Bailey



NextWave Paralegal

11500 South Eastern Ave.,

Suite 150

Henderson, NV 89052

Tel: (702) 952-0336

Fax: (702) 952-0330



NextWave Broadband Inc.

February 22, 2006

Roger Quayle
Chief Technical Officer
IPWireless, Inc
1001 Bayhill Drive, 2nd floor
San Bruno, CA 94066

Dear Mr. Quayle:

NextWave Broadband Inc., the FCC E1/F1/E2/F2 license holder in the Las Vegas Geographic Service Area, (hereinafter "GSA"), hereby agrees to IPWireless' request for permission to operate a temporary station at CTIA 2006 on 12 MHz of the 2.5 GHz frequencies licensed to NextWave in that GSA, under the supervision and control of NextWave, and subject to the following terms and conditions:

IPWireless agrees that its operations shall consist solely of testing activities in the GSA from March 27, 2006 through no later than April 8, 2006, and that it shall not offer commercial service on the frequencies. IPWireless will notify NextWave when testing begins. NextWave may terminate IPWireless' right to operate on such frequencies at any time. That right to operate is personal to IPWireless, and IPWireless may not assign it to any other person or entity.

IPWireless agrees that its testing activities shall utilize only equipment that is type-accepted or for which IPWireless has obtained all authorization required under the FCC's rules, and agrees further that any issues with the FCC or other licensees that result from IPWireless' transmissions are IPWireless' concern and sole legal responsibility, not NextWave's. IPWireless agrees to indemnify NextWave for any direct, indirect, consequential, special, exemplary or punitive damages arising out of or relating to IPWireless' actions or omissions associated with its activities in the BTA.

IPWireless agrees to comply with all operating conditions and requirements associated with NextWave's spectrum in the Las Vegas 2.5 GHz GSA. IPWireless agrees that it shall, at all times, comply with the parameters, channel and frequency assignments listed herein in order to ensure that its operations neither interfere with NextWave's on-going operations in the GSA nor cause harmful interference to other licensees. The frequency assignment for IPWireless is as follows:

- 12 MHz block from 2596 to 2608 MHz, with the RF carrier centered on 2602 MHz

IPWireless agrees to notify NextWave immediately in the event IPWireless receives any information that its operations in the GSA are suspected of or claimed to be causing harmful interference or otherwise not in compliance with FCC rules or the conditions of NextWave's 2.5 GHz BRS GSA spectrum. IPWireless agrees that, in addition to such notification, it shall cease operations on 2.5 GHz frequencies in the GSA immediately, and shall have no right to operate further until such time as interference and/or compliance issues are resolved to NextWave's satisfaction.

All notifications under this testing arrangement shall be provided to the following:

If to NextWave:

Kurt Schaubach
SVP – Chief Technical Officer
NextWave Broadband Inc.
11500 South Eastern Avenue
Henderson, Nevada 89052
949-677-5960 (Tel.)
702-952-0330 (Fax)
kschaubach@nextwavetel.com

With a copy (which shall not constitute notice) to:

Linda Woolcott
VP & Senior Counsel
NextWave Broadband Inc.
11500 South Eastern Avenue
Henderson, Nevada 89052
(619) 665-7674 (Tel.)
702-952-0330 (Fax)
lwolcott@nextwavetel.com

If to IP Wireless:

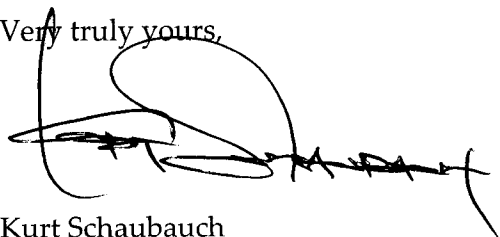
Roger Quayle
Chief Technology Officer
IPWireless
1001 Bayhill Dr 2nd Floor
San Bruno, CA 94066
650-616-4324 (Tel.)
650-616-4017 (Fax)
rquayle@ipwireless.com

With a copy (which shall not constitute notice) to:

Dan Burke
VP and General Counsel
IPWireless, Inc
1001 Bayhill Dr. 2nd Floor
San Bruno, CA 94066
650-616-4062 (Tel.)
650-616-4017 (Fax)
dburke@ipwireless.com

In witness whereof, NextWave and IP Wireless have caused this agreement to be executed by duly authorized representatives.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Kurt Schaubach', written over a horizontal line.

Kurt Schaubach
SVP & Chief Technology Officer

AGREED:



Roger Quayle
Chief Technical Officer

DATE: February 22, 2006