



August 25, 2006

George Simpson
Vice President of Operations
Navini Networks
2240 Campbell Creek Blvd
Richardson TX 75082

Dear Mr. Simpson,

NW Spectrum Co., ("NextWave") wholly owned subsidiary of NextWave Broadband Inc., the B block license holder in the Boston Major Economic Area, (hereinafter "MEA"), hereby agrees to Navini Networks' request for permission to operate a temporary station at WiMax World 2006 on 5 MHz of the 2.3 GHz frequencies licensed to NextWave in that MEA, under the supervision and control of NextWave, and subject to the following terms and conditions:

Navini Networks agrees that its operations shall consist solely of testing activities in the GSA from October 9, 2006 through no later than October 14, 2006, and that it shall not offer commercial service on the frequencies. Navini Networks will notify NextWave when testing begins. NextWave may terminate Navini Networks' right to operate on such frequencies at any time. That right to operate is personal to Navini Networks, and Navini Networks may not assign it to any other person or entity.

Navini Networks agrees that its testing activities shall utilize only equipment that is type-accepted under FCC 47 CFR part 27 rules, or for which Navini Networks 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 Navini Networks's transmissions are Navini Networks' concern and sole legal responsibility, not NextWave's. Navini Networks agrees to indemnify NextWave for any direct, indirect, consequential, special, exemplary or punitive damages arising out of or relating to Navini Networks' actions or omissions associated with its activities in the BTA.

Navini Networks agrees to comply with all operating conditions and requirements associated with NextWave's spectrum in the 2.3 GHz Boston B block. Navini Networks 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 Navini Networks is as follows:

- 5 MHz in either the 2310 - 2315 MHz or 2355 - 2360 MHz (B block WCS band) block, as required to avoid interference with adjacent channel users

Navini Networks agrees to notify NextWave immediately in the event Navini Networks 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 2.3 GHz WCS spectrum. Navini Networks agrees that, in addition to such notification, it shall cease operations on the B block 2.3 GHz frequencies in the MEA 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
Senior Vice President, Engineering
NextWave Broadband Inc.
11500 South Eastern Avenue
Henderson, Nevada 89502
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
2619-665-7674 (Tel.)
702-952-0330 (Fax)
lwolcott@nextwavetel.com

If to Navini Networks :

George Simpson
Vice President of Operations
Navini Networks
2240 Campbell Creek Blvd
Richardson TX 75082
972-852-4272 (Tel.)
214-261-6382 (fax)
gsimpson@navini.com

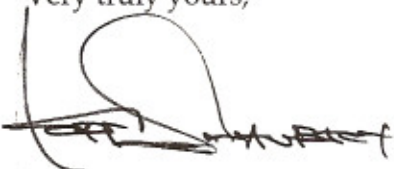
With a copy (which shall not constitute notice) to:

Vinod Ramachandran
Direct of Quality and Reliability Assurance
Navini Networks
2240 Campbell Creek Blvd
Richardson TX 75082
972-852-4382 (Tel.)
214-261-6382 (fax)
vramachandran@navini.com

Page 3

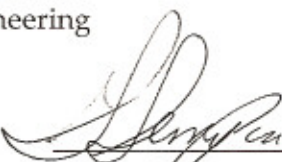
In witness whereof, NextWave and Navini Networks have caused this agreement to be executed by duly authorized representatives.

Very truly yours,



Kurt Schaubach
SVP, Engineering

AGREED:


George Simpson
Vice President of Operations
Navini Networks
Director of operations.

DATE: August 25, 2006