

PROCESSED

DEC 24 2008

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

TEMPORARY FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC Mail Processing Section DEC 11 2008 Washington, DC 107

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)

OFFERING OF 600,000 UNITS(1) AT CDN\$0.05 (US\$0.04(2)) PER UNIT

Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE

Type of Filing: [X] New Filing [] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)

SKYLINE GOLD CORPORATION

Address of Executive Offices (Number and Street, City, State, Zip Code)

#212 - 10451 Shellbridge Way Richmond, British Columbia Canada V6X 2W8

Telephone Number ([] Code)

(604) 270-3878

Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)

Telephone Number ([] Code)

Brief Description of Business

Exploration and development of metals and minerals

Type of Business Organization

[X] corporation [] limited partnership, already formed [] other (please specify): [] business trust [] limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:

Table with columns for Month (06) and Year (1999)

[x] Actual [] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)

CN (British Columbia)

GENERAL INSTRUCTIONS Note: This is a special Temporary Form D (17 CFR 239.500T) that is available to be filed instead of Form D (17 CFR 239.500) only to issuers that file with the Commission a notice on Temporary Form D (17 CFR 239.500T) or an amendment to such a notice in paper format on or after September 15, 2008 but before March 16, 2009.

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Two (2) copies of this notice must be filed with the SEC, one of which must be manually signed. The copy not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(1) Each Unit consists of one common share and one-half of one share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Issuer at CDN\$0.08 per share on or before November 27, 2009.

(2) Exchange rate as at November 27, 2008: CDN\$1.00 = US\$0.8111.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General/Managing Partner

Full Name (Last name first, if individual)

JENSEN, David

Business or Residence Address (Number and Street, City, State, Zip Code)

#212 - 10451 Shellbridge Way, Richmond, British Columbia, Canada V6X 2W8

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General/Managing Partner

Full Name (Last name first, if individual)

SMULDERS, J. J. (Jeff)

Business or Residence Address (Number and Street, City, State, Zip Code)

#212 - 10451 Shellbridge Way, Richmond, British Columbia, Canada V6X 2W8

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General/Managing Partner

Full Name (Last name first, if individual)

GRANDISON, Clifford A.

Business or Residence Address (Number and Street, City, State, Zip Code)

#212 - 10451 Shellbridge Way, Richmond, British Columbia, Canada V6X 2W8

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General/Managing Partner

Full Name (Last name first, if individual)

ANDERSON, Lorne B.

Business or Residence Address (Number and Street, City, State, Zip Code)

#212 - 10451 Shellbridge Way, Richmond, British Columbia, Canada V6X 2W8

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General/Managing Partner

Full Name (Last name first, if individual)

HOGG, Linda

Business or Residence Address (Number and Street, City, State, Zip Code)

#212 - 10451 Shellbridge Way, Richmond, British Columbia, Canada V6X 2W8

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General/Managing Partner

Full Name (Last name first, if individual)

MARTIN, W. (Sandy)

Business or Residence Address (Number and Street, City, State, Zip Code)

#212 - 10451 Shellbridge Way, Richmond, British Columbia, Canada V6X 2W8

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General/Managing Partner

Full Name (Last name first, if individual)

MITCHELL, J. Christopher

Business or Residence Address (Number and Street, City, State, Zip Code)

#212 - 10451 Shellbridge Way, Richmond, British Columbia, Canada V6X 2W8

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General/Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General/Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General/Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet as necessary)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No
Answer also in Appendix, Column 2, if filing under ULOE. [] [X]
2. What is the minimum investment that will be accepted from any individual?..... N/A.
Yes No
[X] []
3. Does the offering permit joint ownership of a single unit?..... [X] []

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

N/A

Name of Associated Broker or Dealer

N/A

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet as necessary)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$0.00	\$0.00
Equity	\$0.00	\$0.00
[] Common [] Preferred		
Convertible Securities (including warrants)	\$0.00	\$0.00
Partnership Interests	\$0.00	\$0.00
Other (Specify): Units⁽¹⁾ at a price of CDN\$0.05 (US\$0.04⁽²⁾) per Unit	\$24,000	\$24,000
Total	\$24,000	\$24,000

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	2	\$24,000
Non-accredited Investors	0	\$0.00
Total (for filings under Rule 504 only)	0	\$0.00

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	0	\$0.00
Regulation A	0	\$0.00
Rule 504	0	\$0.00
Total	0	\$0.00

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[]	\$0.00
Printing and Engraving Costs	[]	\$0.00
Legal Fees	[X]	\$1,000
Accounting Fees	[]	\$0.00
Engineering Fees	[]	\$0.00
Sales Commissions (specify finders' fees separately).....	[]	\$0.00
Other Expenses (identify): State Filing Fees	[X]	\$450
Total	[X]	\$1,450

(1) Each Unit consists of one common share and one-half of one share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Issuer at CDN\$0.08 per share on or before November 27, 2009.

(2) Exchange rate as at November 27, 2008: CDN\$1.00 = US\$0.8111.

4. b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a.

This difference is the "adjusted gross proceeds to the issuer." \$22,550

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

		Payments to Officers, Directors, & Affiliates		Payments to Others
Salaries and fees	<input type="checkbox"/>	\$0.00	<input type="checkbox"/>	\$0.00
Purchase of real estate	<input type="checkbox"/>	\$0.00	<input type="checkbox"/>	\$0.00
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	\$0.00	<input type="checkbox"/>	\$0.00
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	\$0.00	<input type="checkbox"/>	\$0.00
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/>	\$0.00	<input type="checkbox"/>	\$0.00
Repayment of indebtedness	<input type="checkbox"/>	\$0.00	<input type="checkbox"/>	\$0.00
Working capital	<input type="checkbox"/>	\$0.00	<input checked="" type="checkbox"/>	\$22,550
Other (specify):	<input type="checkbox"/>	\$0.00	<input type="checkbox"/>	\$0.00
Column Totals	<input type="checkbox"/>	\$0.00	<input checked="" type="checkbox"/>	\$22,550
Total Payments Listed (column totals added)			<input checked="" type="checkbox"/>	\$22,550

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
SKYLINE GOLD CORPORATION		December 10, 2008
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
J. J. (JEFF) SMULDERS	CHIEF FINANCIAL OFFICER	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations.
(See 18 U.S.C. 1001.)

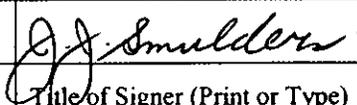
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No
[] [X]

See Appendix, Column 5, for state response

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly signed person.

Issuer (Print or Type)	Signature	Date
SKYLINE GOLD CORPORATION		December 10, 2008
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
J. J. (JEFF) SMULDERS	CHIEF FINANCIAL OFFICER	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1) Units ⁽¹⁾	4 Type of investor and Amount purchases in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	200,000 Units ⁽¹⁾ at a price of CDN\$0.05 (US\$0.04 ⁽²⁾) per Unit for total proceeds of US\$8,000	1	US\$8,000	Nil	N/A		X
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA		X	400,000 Units ⁽¹⁾ at a price of CDN\$0.05 (US\$0.04 ⁽²⁾) per Unit for total proceeds of US\$16,000	1	US\$16,000	Nil	N/A		X
MI									
MN									
MS									
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and Amount purchases in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No	Units ⁽¹⁾	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WW									
WI									
WY									
PR									

(1) Each Unit consists of one common share and one-half of one share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Issuer at CDN\$0.08 per share on or before November 27, 2009.

(2) Exchange rate as at November 27, 2008: CDN\$1.00 = US\$0.8111.

END

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner

Full Name (Last name first, if individual)

McCaw, Craig O.

Business or Residence Address (Number and Street, City, State, Zip Code)

2300 Carillon Point, Kirkland, Washington 98033

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Member of the General Partner

Full Name (Last name first, if individual)

Hesse, Daniel

Business or Residence Address (Number and Street, City, State, Zip Code)

6200 Sprint Parkway, Overland Park, Kansas 66251

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Sole Member of the Member of the GP

Full Name (Last name first, if individual)

Cowan, Keith O.

Business or Residence Address (Number and Street, City, State, Zip Code)

6200 Sprint Parkway, Overland Park, Kansas 66251

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Member of GP of GP

Full Name (Last name first, if individual)

Hersch, Dennis S.

Business or Residence Address (Number and Street, City, State, Zip Code)

551 Madison Avenue, 9th Floor, New York, New York 10022

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Stanton, John

Business or Residence Address (Number and Street, City, State, Zip Code)

P.O. Box 53508, Bellevue, Washington 98015-3508

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner

Full Name (Last name first, if individual)

Ianna, Frank

Business or Residence Address (Number and Street, City, State, Zip Code)

425 Devonshire Drive, Franklin Lakes, New Jersey 07417

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Member of the General Partner

Full Name (Last name first, if individual)

Collazo, Jose

Business or Residence Address (Number and Street, City, State, Zip Code)

24 Corporate Plaza, Suite 100, Newport Beach, California 92660

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Sole Member of the Member of the GP

Full Name (Last name first, if individual)

Maloney, Sean M.

Business or Residence Address (Number and Street, City, State, Zip Code)

2200 Mission College Boulevard, Santa Clara, California 95054

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Member of GP of GP

Full Name (Last name first, if individual)

Wolff, Benjamin G.

Business or Residence Address (Number and Street, City, State, Zip Code)

4400 Carillon Point, Kirkland, Washington 98033

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

West, Barry

Business or Residence Address (Number and Street, City, State, Zip Code)

6200 Sprint Parkway, Overland Park, Kansas 66251

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner

Full Name (Last name first, if individual)

Satterlee, Perry S.

Business or Residence Address (Number and Street, City, State, Zip Code)

4400 Carillon Point, Kirkland, Washington 98033

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Member of the General Partner

Full Name (Last name first, if individual)

Gude, Atish

Business or Residence Address (Number and Street, City, State, Zip Code)

593 Herndon Parkway, Herndon, Virginia 20170

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Sole Member of the Member of the GP

Full Name (Last name first, if individual)

Saw, John

Business or Residence Address (Number and Street, City, State, Zip Code)

4400 Carillon Point, Kirkland, Washington 98033

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Member of GP of GP

Full Name (Last name first, if individual)

Richardson, Scott

Business or Residence Address (Number and Street, City, State, Zip Code)

4400 Carillon Point, Kirkland, Washington 98033

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Salemme, R. Gerard

Business or Residence Address (Number and Street, City, State, Zip Code)

4400 Carillon Point, Kirkland, Washington 98033

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner

Full Name (Last name first, if individual)

Hodder, Broady

Business or Residence Address (Number and Street, City, State, Zip Code)

4400 Carillon Point, Kirkland, Washington 98033

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Member of the General Partner

Full Name (Last name first, if individual)

Cochran, Hope

Business or Residence Address (Number and Street, City, State, Zip Code)

4400 Carillon Point, Kirkland, Washington 98033

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Sole Member of the Member of the GP

Full Name (Last name first, if individual)

Hopper, Scott

Business or Residence Address (Number and Street, City, State, Zip Code)

4400 Carillon Point, Kirkland, Washington 98033

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Member of GP of GP

Full Name (Last name first, if individual)

DeLucia, Robert

Business or Residence Address (Number and Street, City, State, Zip Code)

4400 Carillon Point, Kirkland, Washington 98033

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Google Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

1600 Amphitheatre Parkway, Mountain View, California 94043

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner

Full Name (Last name first, if individual)

Sprint HoldCo, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

6200 Sprint Parkway, Overland Park, Kansas 66251

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Member of the General Partner

Full Name (Last name first, if individual)

Comcast Corporation

Business or Residence Address (Number and Street, City, State, Zip Code)

One Comcast Center, Philadelphia, Pennsylvania 19103-2838

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Sole Member of the Member of the GP

Full Name (Last name first, if individual)

Time Warner Cable Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

One Time Warner Center, North Tower, New York, New York 10019

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Member of GP of GP

Full Name (Last name first, if individual)

Eagle River Holdings, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

2300 Carillon Point, Kirkland, Washington 98033

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Intel Corporation

Business or Residence Address (Number and Street, City, State, Zip Code)

2200 Mission College Boulevard, Santa Clara, California 95054

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$ 0.00

3. Does the offering permit joint ownership of a single unit? Yes No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. The General Partner may permit investments of lesser amounts in its discretion.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	<u>\$0.0</u>	<u>\$0.0</u>
Equity.....	<u>\$10.60 billion</u>	<u>\$10.60 billion</u>
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	<u>\$0.0</u>	<u>\$0.0</u>
Partnership Interests.....	<u>\$0.0</u>	<u>\$0.0</u>
Other (specify)	<u>\$0.0</u>	<u>\$0.0</u>
Total.....	<u>\$10.60 billion</u>	<u>\$10.60 billion</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	<u>14</u>	<u>\$10.60 billion</u>
Non-accredited Investors.....	<u>0</u>	<u>\$0.0</u>
Total (for filings under Rule 504 only).....	<u> </u>	<u> </u>

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505.....	_____	_____
Regulation A.....	_____	_____
Rule 504.....	_____	_____
Total.....	_____	_____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input checked="" type="checkbox"/> \$7,500.0
Printing and Engraving Costs.....	<input checked="" type="checkbox"/> \$700,000.0
Legal Fees.....	<input checked="" type="checkbox"/> \$2.0 million
Accounting Fees.....	<input checked="" type="checkbox"/> \$2.8 million
Engineering Fees.....	<input checked="" type="checkbox"/> \$0.0
Sales Commission (specify finders' fees separately).....	<input checked="" type="checkbox"/> \$0.0
Other Expenses (identify): banker's fee.....	<input checked="" type="checkbox"/> \$30.0 million
Other Expenses (identify): fee to lenders for signing amended credit agreement.....	<input checked="" type="checkbox"/> \$50.0 million
Total.....	<input checked="" type="checkbox"/> \$85.5 million

b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the “adjusted gross proceeds to the issuer.”

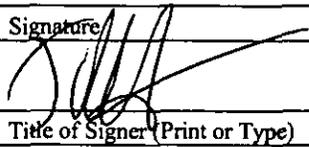
\$10.51 billion

5. Indicate below the amount of the adjusted proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.

	Payments to Officers, Directors & Affiliates	Payments To Others
Salaries and fees	<input type="checkbox"/> \$0.0	<input type="checkbox"/> \$0.0
Purchase of real estate	<input type="checkbox"/> \$0.0	<input type="checkbox"/> \$0.0
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$0.0	<input type="checkbox"/> \$0.0
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$0.0	<input type="checkbox"/> \$0.0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	<input type="checkbox"/> \$0.0	<input checked="" type="checkbox"/> <u>\$7.40 billion</u>
Repayment of indebtedness.....	<input type="checkbox"/> \$0.0	<input checked="" type="checkbox"/> <u>\$217.5 million</u>
Working capital	<input type="checkbox"/> \$0.0	<input checked="" type="checkbox"/> <u>\$2.89 billion</u>
Other (specify):	<input type="checkbox"/> \$0.0	<input type="checkbox"/> \$0.0
.....	<input type="checkbox"/> \$0.0	<input type="checkbox"/> \$0.0
Column Totals.....	<input type="checkbox"/> \$0.0	<input checked="" type="checkbox"/> <u>\$10.51 billion</u>
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> <u>\$10.51 billion</u>

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Clearwire Corporation		December 10, 2008
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Jillian P. Harrison	Assistant Secretary	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
AK	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
AZ	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
AR	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
CA	<input type="checkbox"/>	<input checked="" type="checkbox"/>	\$500 million of Class A Common Stock and \$1 billion of Class B Common Stock	4	\$500 million of Class A Common Stock and \$1 billion of Class B Common Stock	0	0	<input type="checkbox"/>	<input checked="" type="checkbox"/>
CO	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
CT	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
DE	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
DC	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
FL	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
GA	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
HI	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
ID	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
IL	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
IN	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
IA	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
KS	<input type="checkbox"/>	<input checked="" type="checkbox"/>	\$7.4 billion of Class B Common Stock	1	\$7.4 billion of Class B Common Stock	0	0	<input type="checkbox"/>	<input checked="" type="checkbox"/>
KY	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
LA	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
ME	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
MD	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
MA	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
MI	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
MN	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MS	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
MO	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
MT	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
NE	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
NV	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
NH	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
NJ	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
NM	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
NY	<input type="checkbox"/>	<input checked="" type="checkbox"/>	\$650 million of Class B Common Stock	4	\$650 million of Class B Common Stock	0	0	<input type="checkbox"/>	<input checked="" type="checkbox"/>
NC	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
ND	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
OH	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
OK	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
OR	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
PA	<input type="checkbox"/>	<input checked="" type="checkbox"/>	\$1.05 billion of Class B Common Stock	5	\$1.05 billion of Class B Common Stock	0	0	<input type="checkbox"/>	<input checked="" type="checkbox"/>
RI	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
SC	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
SD	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
TN	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
TX	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
UT	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
VT	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
VA	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
WA	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
WV	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
WI	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
PR	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>

END