

|                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                               |
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| <div>Form 5500</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> <div>Department of Labor<br/>Employee Benefits Security<br/>Administration</div> <div>Pension Benefit Guaranty Corporation</div> | <div>Annual Return/Report of Employee Benefit Plan</div> <div>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div> | <div>OMB Nos. 1210-0110<br/>1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div> |
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|                                                                                            |                                                                                                                                                                                                                                                                                                                              |
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| Part I                                                                                     | Annual Report Identification Information                                                                                                                                                                                                                                                                                     |
| For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009 |                                                                                                                                                                                                                                                                                                                              |
| A                                                                                          | This return/report is for: <div><div><input type="checkbox"/> a multiemployer plan;</div><div><input checked="" type="checkbox"/> a single-employer plan;</div><div><input type="checkbox"/> a multiple-employer plan; or</div><div><input type="checkbox"/> a DFE (specify) ____</div></div>                                |
| B                                                                                          | This return/report is: <div><div><input type="checkbox"/> the first return/report;</div><div><input checked="" type="checkbox"/> an amended return/report;</div><div><input type="checkbox"/> the final return/report;</div><div><input type="checkbox"/> a short plan year return/report (less than 12 months).</div></div> |
| C                                                                                          | If the plan is a collectively-bargained plan, check here. .... ▶ <input type="checkbox"/>                                                                                                                                                                                                                                    |
| D                                                                                          | Check box if filing under: <div><div><input checked="" type="checkbox"/> Form 5558;</div><div><input type="checkbox"/> automatic extension;</div><div><input type="checkbox"/> the DFVC program;</div><div><input type="checkbox"/> special extension (enter description)</div></div>                                        |

|         |                                                                                                                                                                                                 |
|---------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Part II | Basic Plan Information—enter all requested information                                                                                                                                          |
| 1a      | Name of plan<br>T-MOBILE PUERTO RICO 1165E PLAN                                                                                                                                                 |
| 1b      | Three-digit plan number (PN) ▶ 001                                                                                                                                                              |
| 1c      | Effective date of plan<br>05/01/1999                                                                                                                                                            |
| 2a      | Plan sponsor's name and address (employer, if for a single-employer plan)<br>(Address should include room or suite no.)<br>T-MOBILE USA, INC.<br><br>12920 SE 38TH STREET<br>BELLEVUE, WA 98006 |
| 2b      | Employer Identification Number (EIN)<br>91-1983600                                                                                                                                              |
| 2c      | Sponsor's telephone number<br>425-383-4584                                                                                                                                                      |
| 2d      | Business code (see instructions)<br>517000                                                                                                                                                      |

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

|           |                                                   |            |                                                              |
|-----------|---------------------------------------------------|------------|--------------------------------------------------------------|
| SIGN HERE | Filed with authorized/valid electronic signature. | 10/15/2010 | TINA COREA                                                   |
|           | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| SIGN HERE | Filed with authorized/valid electronic signature. | 10/15/2010 | KIMBERLY CANNON                                              |
|           | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
| SIGN HERE |                                                   |            |                                                              |
|           | Signature of DFE                                  | Date       | Enter name of individual signing as DFE                      |

|                                                                                                                                                                 |                                                                                                               |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address (if same as plan sponsor, enter "Same")<br>T-MOBILE USA, INC.<br><br>12920 SE 38TH STREET<br>BELLEVUE, WA 98006 | <b>3b</b> Administrator's EIN<br>91-1983600<br><br><b>3c</b> Administrator's telephone number<br>425-383-4584 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                       |                                       |     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|-----|
| <b>4</b> If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:<br><br><b>a</b> Sponsor's name | <b>4b</b> EIN<br><br><br><b>4c</b> PN |     |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                               | <b>5</b>                              | 406 |
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                |                                       |     |
| <b>a</b> Active participants.....                                                                                                                                                                                     | <b>6a</b>                             | 465 |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                                                                                    | <b>6b</b>                             | 0   |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                                                                                     | <b>6c</b>                             | 59  |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                              | <b>6d</b>                             | 524 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                                                                                             | <b>6e</b>                             | 0   |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                                               | <b>6f</b>                             | 524 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....                                                                        | <b>6g</b>                             | 388 |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....                                                                            | <b>6h</b>                             | 13  |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....                                                                                  | <b>7</b>                              |     |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:  
 2E 2F 2G 3C

**b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

|                                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input checked="" type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input checked="" type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**10** Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

**a Pension Schedules**

- (1) ☒ **R** (Retirement Plan Information)  
 (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary  
 (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

**b General Schedules**

- (1) ☒ **H** (Financial Information)  
 (2) ☐ **I** (Financial Information – Small Plan)  
 (3) ☒ 1 **A** (Insurance Information)  
 (4) ☒ **C** (Service Provider Information)  
 (5) ☒ **D** (DFE/Participating Plan Information)  
 (6) ☐ **G** (Financial Transaction Schedules)

|                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                    |                                                                                                |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|
| <div>SCHEDULE A<br/>(Form 5500)<br/><div>Department of the Treasury<br/>Internal Revenue Service</div><div>Department of Labor<br/>Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div> | <div>Insurance Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> <div>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</div> | <div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection</div> |
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|                                                                                            |                                                      |     |
|--------------------------------------------------------------------------------------------|------------------------------------------------------|-----|
| For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009 |                                                      |     |
| A Name of plan<br>T-MOBILE PUERTO RICO 1165E PLAN                                          | B Three-digit plan number (PN) ▶                     | 001 |
| C Plan sponsor's name as shown on line 2a of Form 5500.<br>T-MOBILE USA, INC.              | D Employer Identification Number (EIN)<br>91-1983600 |     |

|        |                                                                           |                                                                                                                                                                    |
|--------|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Part I | Information Concerning Insurance Contract Coverage, Fees, and Commissions | Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A. |
|--------|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|

1 Coverage Information:

(a) Name of insurance carrier  
TRANSAMERICA LIFE INSURANCE COMPANY

| (b) EIN    | (c) NAIC code | (d) Contract or identification number | (e) Approximate number of persons covered at end of policy or contract year | Policy or contract year |            |
|------------|---------------|---------------------------------------|-----------------------------------------------------------------------------|-------------------------|------------|
|            |               |                                       |                                                                             | (f) From                | (g) To     |
| 39-0989781 | 86231         | 987178                                | 524                                                                         | 01/01/2009              | 12/31/2009 |

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

|                                      |                               |
|--------------------------------------|-------------------------------|
| (a) Total amount of commissions paid | (b) Total amount of fees paid |
| 0                                    | 0                             |

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

**Part II Investment and Annuity Contract Information**

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

|                                                                                                        |          |         |
|--------------------------------------------------------------------------------------------------------|----------|---------|
| <b>4</b> Current value of plan's interest under this contract in the general account at year end ..... | <b>4</b> | 2075567 |
| <b>5</b> Current value of plan's interest under this contract in separate accounts at year end .....   | <b>5</b> | 5058251 |

**6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶

|                                                                                                                                                                                                                |           |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--|
| <b>b</b> Premiums paid to carrier .....                                                                                                                                                                        | <b>6b</b> |  |
| <b>c</b> Premiums due but unpaid at the end of the year .....                                                                                                                                                  | <b>6c</b> |  |
| <b>d</b> If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. ....<br>Specify nature of costs ▶ | <b>6d</b> |  |

**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity  
(3) ☐ other (specify) ▶

**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee  
(3) ☐ guaranteed investment (4) ☐ other ▶

|                                                        |           |         |
|--------------------------------------------------------|-----------|---------|
| <b>b</b> Balance at the end of the previous year ..... | <b>7b</b> | 1660774 |
|--------------------------------------------------------|-----------|---------|

|                                                                       |              |        |  |
|-----------------------------------------------------------------------|--------------|--------|--|
| <b>c</b> Additions: (1) Contributions deposited during the year ..... | <b>7c(1)</b> | 488137 |  |
| (2) Dividends and credits .....                                       | <b>7c(2)</b> |        |  |
| (3) Interest credited during the year .....                           | <b>7c(3)</b> | 66301  |  |
| (4) Transferred from separate account .....                           | <b>7c(4)</b> | 133977 |  |
| (5) Other (specify below) .....                                       | <b>7c(5)</b> | 86349  |  |

▶ LOAN REPAYMENTS &amp; MISC DEPOSIT

|                           |              |        |
|---------------------------|--------------|--------|
| (6) Total additions ..... | <b>7c(6)</b> | 774764 |
|---------------------------|--------------|--------|

|                                                                               |           |         |
|-------------------------------------------------------------------------------|-----------|---------|
| <b>d</b> Total of balance and additions (add <b>b</b> and <b>c(6)</b> ). .... | <b>7d</b> | 2435538 |
|-------------------------------------------------------------------------------|-----------|---------|

**e** Deductions:

|                                                                                 |              |        |  |
|---------------------------------------------------------------------------------|--------------|--------|--|
| (1) Disbursed from fund to pay benefits or purchase annuities during year ..... | <b>7e(1)</b> | 0      |  |
| (2) Administration charge made by carrier .....                                 | <b>7e(2)</b> | 1002   |  |
| (3) Transferred to separate account .....                                       | <b>7e(3)</b> | 141924 |  |
| (4) Other (specify below) .....                                                 | <b>7e(4)</b> | 217045 |  |

▶ MISC. WITHDRAWALS

|                            |              |        |
|----------------------------|--------------|--------|
| (5) Total deductions ..... | <b>7e(5)</b> | 359971 |
|----------------------------|--------------|--------|

|                                                                                             |           |         |
|---------------------------------------------------------------------------------------------|-----------|---------|
| <b>f</b> Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> ) ..... | <b>7f</b> | 2075567 |
|---------------------------------------------------------------------------------------------|-----------|---------|

**Part III Welfare Benefit Contract Information**

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

**8** Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)     
**b** ☐ Dental     
**c** ☐ Vision     
**d** ☐ Life insurance  
**e** ☐ Temporary disability (accident and sickness)     
**f** ☐ Long-term disability     
**g** ☐ Supplemental unemployment     
**h** ☐ Prescription drug  
**i** ☐ Stop loss (large deductible)     
**j** ☐ HMO contract     
**k** ☐ PPO contract     
**l** ☐ Indemnity contract  
**m** ☐ Other (specify) ▶

**9** Experience-rated contracts:

|                                                                                                                                                   |                 |                 |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------|--|
| <b>a</b> Premiums: (1) Amount received.....                                                                                                       | <b>9a(1)</b>    |                 |  |
| (2) Increase (decrease) in amount due but unpaid.....                                                                                             | <b>9a(2)</b>    |                 |  |
| (3) Increase (decrease) in unearned premium reserve.....                                                                                          | <b>9a(3)</b>    |                 |  |
| (4) Earned ((1) + (2) - (3)).....                                                                                                                 |                 | <b>9a(4)</b>    |  |
| <b>b</b> Benefit charges (1) Claims paid.....                                                                                                     | <b>9b(1)</b>    |                 |  |
| (2) Increase (decrease) in claim reserves.....                                                                                                    | <b>9b(2)</b>    |                 |  |
| (3) Incurred claims (add (1) and (2)).....                                                                                                        |                 | <b>9b(3)</b>    |  |
| (4) Claims charged.....                                                                                                                           |                 | <b>9b(4)</b>    |  |
| <b>c</b> Remainder of premium: (1) Retention charges (on an accrual basis) --                                                                     |                 |                 |  |
| (A) Commissions.....                                                                                                                              | <b>9c(1)(A)</b> |                 |  |
| (B) Administrative service or other fees.....                                                                                                     | <b>9c(1)(B)</b> |                 |  |
| (C) Other specific acquisition costs.....                                                                                                         | <b>9c(1)(C)</b> |                 |  |
| (D) Other expenses.....                                                                                                                           | <b>9c(1)(D)</b> |                 |  |
| (E) Taxes.....                                                                                                                                    | <b>9c(1)(E)</b> |                 |  |
| (F) Charges for risks or other contingencies.....                                                                                                 | <b>9c(1)(F)</b> |                 |  |
| (G) Other retention charges.....                                                                                                                  | <b>9c(1)(G)</b> |                 |  |
| (H) Total retention.....                                                                                                                          |                 | <b>9c(1)(H)</b> |  |
| (2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.)..... |                 | <b>9c(2)</b>    |  |
| <b>d</b> Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....                                |                 | <b>9d(1)</b>    |  |
| (2) Claim reserves.....                                                                                                                           |                 | <b>9d(2)</b>    |  |
| (3) Other reserves.....                                                                                                                           |                 | <b>9d(3)</b>    |  |
| <b>e</b> Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....                                                 |                 | <b>9e</b>       |  |

**10** Nonexperience-rated contracts:

|                                                                                                                                                                                                                                 |            |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Total premiums or subscription charges paid to carrier.....                                                                                                                                                            | <b>10a</b> |  |
| <b>b</b> If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount. .... | <b>10b</b> |  |
| Specify nature of costs ▶                                                                                                                                                                                                       |            |  |

**Part IV Provision of Information**

**11** Did the insurance company fail to provide any information necessary to complete Schedule A? ..... ☐ Yes ☐ No

**12** If the answer to line 11 is "Yes," specify the information not provided. ▶

|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             |                                         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| <div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> <div>Department of Labor<br/>Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div> | <div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> | OMB No. 1210-0110                       |
|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             | 2009                                    |
|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             | This Form is Open to Public Inspection. |

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

|                                                                                                 |                                                                         |
|-------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|
| <div>A Name of plan</div> <div>T-MOBILE PUERTO RICO 1165E PLAN</div>                            | <div>B Three-digit plan number (PN)</div> <div>▶</div> <div>001</div>   |
|                                                                                                 |                                                                         |
| <div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>T-MOBILE USA, INC.</div> | <div>D Employer Identification Number (EIN)</div> <div>91-1983600</div> |

Part I

Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
|                                  |                                                                                                                      |                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

**(a)** Enter name and EIN or address (see instructions)

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
|                                  |                                                                                                                      |                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

**(a)** Enter name and EIN or address (see instructions)

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
|                                  |                                                                                                                      |                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

**(a)** Enter name and EIN or address (see instructions)

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
|                                  |                                                                                                                      |                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

**(a)** Enter name and EIN or address (see instructions)

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
|                                  |                                                                                                                      |                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

**(a)** Enter name and EIN or address (see instructions)

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
|                                  |                                                                                                                      |                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

**Part I Service Provider Information (continued)**

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
|                                                         |                                         |                                           |

| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                     |                                                                                                                                                                    |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
|                                                         |                                         |                                           |

| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                     |                                                                                                                                                                    |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
|                                                         |                                         |                                           |

| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                     |                                                                                                                                                                    |

**Part II Service Providers Who Fail or Refuse to Provide Information**

**4** Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|--------------------------------------------------------------------------|-------------------------------|-------------------------------------------------------------------------------------|
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |

**Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)**  
(complete as many entries as needed)

|                    |                                              |                     |              |
|--------------------|----------------------------------------------|---------------------|--------------|
| <b>a</b> Name:     | AMPER, POLTZINER & MATTIA, LLP               | <b>b</b> EIN:       | 26-2842766   |
| <b>c</b> Position: | AUDIT FIRM                                   |                     |              |
| <b>d</b> Address:  | 101 WEST AVENUE<br>JENKINTOWN, PA 19046-0458 | <b>e</b> Telephone: | 610-731-6720 |
|                    |                                              |                     |              |

Explanation: CHANGE OF NAME AND EIN NUMBER DUE TO BUSINESS COMBINATION. SEE INDEPENDENT AUDITOR'S REPORT.

|                    |  |                     |  |
|--------------------|--|---------------------|--|
| <b>a</b> Name:     |  | <b>b</b> EIN:       |  |
| <b>c</b> Position: |  |                     |  |
| <b>d</b> Address:  |  | <b>e</b> Telephone: |  |
|                    |  |                     |  |

Explanation:

|                    |  |                     |  |
|--------------------|--|---------------------|--|
| <b>a</b> Name:     |  | <b>b</b> EIN:       |  |
| <b>c</b> Position: |  |                     |  |
| <b>d</b> Address:  |  | <b>e</b> Telephone: |  |
|                    |  |                     |  |

Explanation:

|                    |  |                     |  |
|--------------------|--|---------------------|--|
| <b>a</b> Name:     |  | <b>b</b> EIN:       |  |
| <b>c</b> Position: |  |                     |  |
| <b>d</b> Address:  |  | <b>e</b> Telephone: |  |
|                    |  |                     |  |

Explanation:

|                    |  |                     |  |
|--------------------|--|---------------------|--|
| <b>a</b> Name:     |  | <b>b</b> EIN:       |  |
| <b>c</b> Position: |  |                     |  |
| <b>d</b> Address:  |  | <b>e</b> Telephone: |  |
|                    |  |                     |  |

Explanation:

|                                                                                                                                                                                   |                                                                                                                                                                                                                                   |                                                                                                     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| <div>SCHEDULE D<br/>(Form 5500)<br/><br/>Department of the Treasury<br/>Internal Revenue Service<br/><br/>Department of Labor<br/>Employee Benefits Security Administration</div> | <div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>► File as an attachment to Form 5500.</div> | <div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>     |
| For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009                                                                                        |                                                                                                                                                                                                                                   |                                                                                                     |
| A Name of plan<br>T-MOBILE PUERTO RICO 1165E PLAN                                                                                                                                 |                                                                                                                                                                                                                                   | B Three-digit plan number (PN) ► 001                                                                |
| C Plan or DFE sponsor's name as shown on line 2a of Form 5500<br>T-MOBILE USA, INC.                                                                                               |                                                                                                                                                                                                                                   | D Employer Identification Number (EIN)<br>91-1983600                                                |
| Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)<br>(Complete as many entries as needed to report all interests in DFEs)  |                                                                                                                                                                                                                                   |                                                                                                     |
| a Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA BALANCED RET OPT                                                                                                             |                                                                                                                                                                                                                                   |                                                                                                     |
| b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY                                                                                                    |                                                                                                                                                                                                                                   |                                                                                                     |
| c EIN-PN 39-0989781-119                                                                                                                                                           | d Entity code P                                                                                                                                                                                                                   | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 87847  |
| a Name of MTIA, CCT, PSA, or 103-12 IE: TEMPLETON FOREIGN RET OPT                                                                                                                 |                                                                                                                                                                                                                                   |                                                                                                     |
| b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY                                                                                                    |                                                                                                                                                                                                                                   |                                                                                                     |
| c EIN-PN 39-0989781-142                                                                                                                                                           | d Entity code P                                                                                                                                                                                                                   | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 124318 |
| a Name of MTIA, CCT, PSA, or 103-12 IE: LOOMIS SALES BOND RET OPT                                                                                                                 |                                                                                                                                                                                                                                   |                                                                                                     |
| b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY                                                                                                    |                                                                                                                                                                                                                                   |                                                                                                     |
| c EIN-PN 39-0989781-150                                                                                                                                                           | d Entity code P                                                                                                                                                                                                                   | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 287571 |
| a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY ADVISOR EQUITY INCOME INV                                                                                                        |                                                                                                                                                                                                                                   |                                                                                                     |
| b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY                                                                                                    |                                                                                                                                                                                                                                   |                                                                                                     |
| c EIN-PN 39-0989781-185                                                                                                                                                           | d Entity code P                                                                                                                                                                                                                   | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 647735 |
| a Name of MTIA, CCT, PSA, or 103-12 IE: DIVERSIFIED INVESTORS MID CAP VALUE                                                                                                       |                                                                                                                                                                                                                                   |                                                                                                     |
| b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY                                                                                                    |                                                                                                                                                                                                                                   |                                                                                                     |
| c EIN-PN 39-0989781-427                                                                                                                                                           | d Entity code P                                                                                                                                                                                                                   | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 185293 |
| a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY ADVISOR SMALL CAP INV OPT                                                                                                        |                                                                                                                                                                                                                                   |                                                                                                     |
| b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY                                                                                                    |                                                                                                                                                                                                                                   |                                                                                                     |
| c EIN-PN 39-0989781-445                                                                                                                                                           | d Entity code P                                                                                                                                                                                                                   | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 303019 |
| a Name of MTIA, CCT, PSA, or 103-12 IE: DIVERSIFIED INVESTORS STOCK INDEX                                                                                                         |                                                                                                                                                                                                                                   |                                                                                                     |
| b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY                                                                                                    |                                                                                                                                                                                                                                   |                                                                                                     |
| c EIN-PN 39-0989781-003                                                                                                                                                           | d Entity code P                                                                                                                                                                                                                   | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 583689 |
| For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.                                                                                   |                                                                                                                                                                                                                                   |                                                                                                     |
| Schedule D (Form 5500) 2009 v.092308.1                                                                                                                                            |                                                                                                                                                                                                                                   |                                                                                                     |

|                                                                                       |                        |                                                                                                             |
|---------------------------------------------------------------------------------------|------------------------|-------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS GROWTH FUNDS OF AMER    |                        |                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY |                        |                                                                                                             |
| <b>c</b> EIN-PN 39-0989781-015                                                        | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1473735 |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2035 RET    |                        |                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY |                        |                                                                                                             |
| <b>c</b> EIN-PN 39-0989781-050                                                        | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 300946  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2045 RET    |                        |                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY |                        |                                                                                                             |
| <b>c</b> EIN-PN 39-0989781-051                                                        | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 34695   |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2005 RET    |                        |                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY |                        |                                                                                                             |
| <b>c</b> EIN-PN 39-0989781-047                                                        | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 102787  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2015 RET    |                        |                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY |                        |                                                                                                             |
| <b>c</b> EIN-PN 39-0989781-048                                                        | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 573860  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2025 RET    |                        |                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY |                        |                                                                                                             |
| <b>c</b> EIN-PN 39-0989781-049                                                        | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 210248  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2010 RET    |                        |                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY |                        |                                                                                                             |
| <b>c</b> EIN-PN 39-0989781-109                                                        | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3873    |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2020 RET    |                        |                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY |                        |                                                                                                             |
| <b>c</b> EIN-PN 39-0989781-110                                                        | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17527   |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2030 RET    |                        |                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY |                        |                                                                                                             |
| <b>c</b> EIN-PN 39-0989781-111                                                        | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1388    |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2040 RET    |                        |                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY |                        |                                                                                                             |
| <b>c</b> EIN-PN 39-0989781-112                                                        | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15983   |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: **VANGUARD TARGET RETIREMENT 2050 RET****b** Name of sponsor of entity listed in (a): **TRANSAMERICA LIFE INSURANCE COMPANY**

|                                       |                               |                                                                                                                 |
|---------------------------------------|-------------------------------|-----------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <b>39-0989781-113</b> | <b>d</b> Entity code <b>P</b> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <b>9971</b> |
|---------------------------------------|-------------------------------|-----------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: **THORNBURG CORE GROWTH****b** Name of sponsor of entity listed in (a): **TRANSAMERICA LIFE INSURANCE COMPANY**

|                                       |                               |                                                                                                                  |
|---------------------------------------|-------------------------------|------------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <b>39-0989781-095</b> | <b>d</b> Entity code <b>P</b> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <b>76443</b> |
|---------------------------------------|-------------------------------|------------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: **FRANKLIN SMALL CAP****b** Name of sponsor of entity listed in (a): **TRANSAMERICA LIFE INSURANCE COMPANY**

|                                       |                               |                                                                                                                  |
|---------------------------------------|-------------------------------|------------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <b>39-0989781-078</b> | <b>d</b> Entity code <b>P</b> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <b>17323</b> |
|---------------------------------------|-------------------------------|------------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**Part II Information on Participating Plans (to be completed by DFEs)**

(Complete as many entries as needed to report all participating plans)

**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              |                                               |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Financial Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110                             |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              | <b>2009</b>                                   |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              | <b>This Form is Open to Public Inspection</b> |

|                                                                                                          |                                                                        |            |
|----------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------|
| For calendar plan year 2009 or fiscal plan year beginning <b>01/01/2009</b> and ending <b>12/31/2009</b> |                                                                        |            |
| <b>A</b> Name of plan<br><b>T-MOBILE PUERTO RICO 1165E PLAN</b>                                          | <b>B</b> Three-digit plan number (PN)                                  | <b>001</b> |
|                                                                                                          |                                                                        |            |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><b>T-MOBILE USA, INC.</b>               | <b>D</b> Employer Identification Number (EIN)<br><br><b>91-1983600</b> |            |

|               |                                      |
|---------------|--------------------------------------|
| <b>Part I</b> | <b>Asset and Liability Statement</b> |
|---------------|--------------------------------------|

**1** Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

| Assets                                                                                            |                 | (a) Beginning of Year | (b) End of Year |
|---------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>a</b> Total noninterest-bearing cash .....                                                     | <b>1a</b>       |                       |                 |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                      |                 |                       |                 |
| <b>(1)</b> Employer contributions .....                                                           | <b>1b(1)</b>    | 345794                | 59673           |
| <b>(2)</b> Participant contributions .....                                                        | <b>1b(2)</b>    | 0                     | 26632           |
| <b>(3)</b> Other.....                                                                             | <b>1b(3)</b>    |                       |                 |
| <b>c</b> General investments:                                                                     |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....  | <b>1c(1)</b>    |                       |                 |
| <b>(2)</b> U.S. Government securities.....                                                        | <b>1c(2)</b>    |                       |                 |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                           |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(3)(A)</b> |                       |                 |
| <b>(B)</b> All other.....                                                                         | <b>1c(3)(B)</b> |                       |                 |
| <b>(4)</b> Corporate stocks (other than employer securities):                                     |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(4)(A)</b> |                       |                 |
| <b>(B)</b> Common .....                                                                           | <b>1c(4)(B)</b> |                       |                 |
| <b>(5)</b> Partnership/joint venture interests .....                                              | <b>1c(5)</b>    |                       |                 |
| <b>(6)</b> Real estate (other than employer real property) .....                                  | <b>1c(6)</b>    |                       |                 |
| <b>(7)</b> Loans (other than to participants) .....                                               | <b>1c(7)</b>    |                       |                 |
| <b>(8)</b> Participant loans .....                                                                | <b>1c(8)</b>    | 485334                | 562031          |
| <b>(9)</b> Value of interest in common/collective trusts.....                                     | <b>1c(9)</b>    |                       |                 |
| <b>(10)</b> Value of interest in pooled separate accounts.....                                    | <b>1c(10)</b>   | 3294554               | 5058251         |
| <b>(11)</b> Value of interest in master trust investment accounts .....                           | <b>1c(11)</b>   |                       |                 |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                 | <b>1c(12)</b>   |                       |                 |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....        | <b>1c(13)</b>   |                       |                 |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>   | 1660774               | 2075567         |
| <b>(15)</b> Other .....                                                                           | <b>1c(15)</b>   |                       |                 |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 5786456               | 7782154         |

**Liabilities**

|                                                                           |           |   |   |
|---------------------------------------------------------------------------|-----------|---|---|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |   |   |
| <b>h</b> Operating payables .....                                         | <b>1h</b> |   |   |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |   |   |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> |   |   |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 0 | 0 |

**Net Assets**

|                                                           |           |         |         |
|-----------------------------------------------------------|-----------|---------|---------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 5786456 | 7782154 |
|-----------------------------------------------------------|-----------|---------|---------|

**Part II Income and Expense Statement**

**2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

**Income****a Contributions:**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 406832     |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 619515     |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 24191      |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    | 0          |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 1050538   |

**b Earnings on investments:****(1) Interest:**

|                                                                                                      |                 |       |       |
|------------------------------------------------------------------------------------------------------|-----------------|-------|-------|
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) ..... | <b>2b(1)(A)</b> |       |       |
| <b>(B)</b> U.S. Government securities .....                                                          | <b>2b(1)(B)</b> |       |       |
| <b>(C)</b> Corporate debt instruments .....                                                          | <b>2b(1)(C)</b> |       |       |
| <b>(D)</b> Loans (other than to participants) .....                                                  | <b>2b(1)(D)</b> |       |       |
| <b>(E)</b> Participant loans .....                                                                   | <b>2b(1)(E)</b> | 27865 |       |
| <b>(F)</b> Other .....                                                                               | <b>2b(1)(F)</b> |       |       |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                        | <b>2b(1)(G)</b> |       | 27865 |

|                                                                                           |                 |  |   |
|-------------------------------------------------------------------------------------------|-----------------|--|---|
| (2) Dividends: <b>(A)</b> Preferred stock .....                                           | <b>2b(2)(A)</b> |  |   |
| <b>(B)</b> Common stock .....                                                             | <b>2b(2)(B)</b> |  |   |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                 | <b>2b(2)(C)</b> |  |   |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> ..... | <b>2b(2)(D)</b> |  | 0 |

|                 |              |  |  |
|-----------------|--------------|--|--|
| (3) Rents ..... | <b>2b(3)</b> |  |  |
|-----------------|--------------|--|--|

|                                                                                           |                 |  |   |
|-------------------------------------------------------------------------------------------|-----------------|--|---|
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                | <b>2b(4)(A)</b> |  |   |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                             | <b>2b(4)(B)</b> |  |   |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result ..... | <b>2b(4)(C)</b> |  | 0 |

|                                                                                                   |                 | (a) Amount | (b) Total |
|---------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>2b</b> (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....              | <b>2b(5)(A)</b> |            |           |
| (B) Other .....                                                                                   | <b>2b(5)(B)</b> |            |           |
| (C) Total unrealized appreciation of assets.<br>Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....    | <b>2b(5)(C)</b> |            | 0         |
| (6) Net investment gain (loss) from common/collective trusts .....                                | <b>2b(6)</b>    |            |           |
| (7) Net investment gain (loss) from pooled separate accounts .....                                | <b>2b(7)</b>    |            | 1154890   |
| (8) Net investment gain (loss) from master trust investment accounts .....                        | <b>2b(8)</b>    |            |           |
| (9) Net investment gain (loss) from 103-12 investment entities .....                              | <b>2b(9)</b>    |            |           |
| (10) Net investment gain (loss) from registered investment<br>companies (e.g., mutual funds)..... | <b>2b(10)</b>   |            |           |
| <b>c</b> Other income.....                                                                        | <b>2c</b>       |            |           |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....           | <b>2d</b>       |            | 2233293   |

**Expenses**

|                                                                                            |              |        |        |
|--------------------------------------------------------------------------------------------|--------------|--------|--------|
| <b>e</b> Benefit payment and payments to provide benefits:                                 |              |        |        |
| (1) Directly to participants or beneficiaries, including direct rollovers .....            | <b>2e(1)</b> | 233048 |        |
| (2) To insurance carriers for the provision of benefits .....                              | <b>2e(2)</b> |        |        |
| (3) Other .....                                                                            | <b>2e(3)</b> |        |        |
| (4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....                | <b>2e(4)</b> |        | 233048 |
| <b>f</b> Corrective distributions (see instructions) .....                                 | <b>2f</b>    |        |        |
| <b>g</b> Certain deemed distributions of participant loans (see instructions).....         | <b>2g</b>    |        |        |
| <b>h</b> Interest expense.....                                                             | <b>2h</b>    |        |        |
| <b>i</b> Administrative expenses: (1) Professional fees .....                              | <b>2i(1)</b> |        |        |
| (2) Contract administrator fees .....                                                      | <b>2i(2)</b> |        |        |
| (3) Investment advisory and management fees .....                                          | <b>2i(3)</b> |        |        |
| (4) Other .....                                                                            | <b>2i(4)</b> | 4547   |        |
| (5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....         | <b>2i(5)</b> |        | 4547   |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | <b>2j</b>    |        | 237595 |

**Net Income and Reconciliation**

|                                                                               |              |  |         |
|-------------------------------------------------------------------------------|--------------|--|---------|
| <b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> ..... | <b>2k</b>    |  | 1995698 |
| <b>l</b> Transfers of assets:                                                 |              |  |         |
| (1) To this plan.....                                                         | <b>2l(1)</b> |  |         |
| (2) From this plan .....                                                      | <b>2l(2)</b> |  |         |

**Part III Accountant's Opinion**

**3** Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

**a** The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

**b** Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

**c** Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: EISNERAMPER LLP

(2) EIN: 13-1639826

**d** The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

**Part IV Compliance Questions**

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

|                                                                                                                                                                                                                                                                                                                 | Yes | No | Amount  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|---------|
| <b>a</b> Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....                 |     | X  |         |
| <b>b</b> Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)..... |     | X  |         |
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....                                                                                                                            |     | X  |         |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....                                                                                                                  |     | X  |         |
| <b>e</b> Was this plan covered by a fidelity bond?.....                                                                                                                                                                                                                                                         | X   |    | 1000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                                                                                                         |     | X  |         |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                                                      |     | X  |         |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                                            |     | X  |         |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....                                                                                                                                                   | X   |    |         |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....                                                                                    |     | X  |         |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....                                                                                                                                              |     | X  |         |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                                                                                                              |     | X  |         |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....                                                                                                                                                                                     |     | X  |         |
| <b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....                                                                                                                        |     |    |         |

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?  
If yes, enter the amount of any plan assets that reverted to the employer this year ..... ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

**5b(1)** Name of plan(s)

**5b(2)** EIN(s)

**5b(3)** PN(s)

|  |  |  |
|--|--|--|
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            | <b>2009</b>                                    |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            | <b>This Form is Open to Public Inspection.</b> |

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

|                                                                                            |                                                                    |
|--------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>T-MOBILE PUERTO RICO 1165E PLAN</u>                            | <b>B</b> Three-digit plan number (PN) ▶<br><u>001</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>T-MOBILE USA, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>91-1983600</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

All references to distributions relate only to payments of benefits during the plan year.

|                                                                                                                                                                                                                                                                    |          |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>0</u> |
| <b>2</b> Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):<br><br>EIN(s): <u>66-0541063</u> |          |          |
| Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.                                                                                                                                                                                                   |          |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> |          |

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part) |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                                         |                                                                                                                         |                             |                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|-----------------------------|------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                     | <input type="checkbox"/> Yes                                                                                            | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| If the plan is a defined benefit plan, go to line 8.                                                                                                                                                                                                    |                                                                                                                         |                             |                              |
| <b>5</b> If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____                        | If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule. |                             |                              |
| <b>6 a</b> Enter the minimum required contribution for this plan year .....                                                                                                                                                                             | <b>6a</b>                                                                                                               |                             |                              |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....                                                                                                                                                              | <b>6b</b>                                                                                                               |                             |                              |
| <b>c</b> Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....                                                                                                         | <b>6c</b>                                                                                                               |                             |                              |
| If you completed line 6c, skip lines 8 and 9.                                                                                                                                                                                                           |                                                                                                                         |                             |                              |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....                                                                                                                                                      | <input type="checkbox"/> Yes                                                                                            | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>8</b> If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... | <input type="checkbox"/> Yes                                                                                            | <input type="checkbox"/> No | <input type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                                |                                   |                                   |                               |                             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                              |                              |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....                                                       | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                    | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</b> If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                               | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2009  
v.092308.1

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

**13** Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</b> If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers ..... | <b>16b</b> |  |

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. .... ☐

**Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans**

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ..... ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

**a** Enter the percentage of plan assets held as:  
 Stock: \_\_\_\_\_% Investment-Grade Debt: \_\_\_\_\_% High-Yield Debt: \_\_\_\_\_% Real Estate: \_\_\_\_\_% Other: \_\_\_\_\_%

**b** Provide the average duration of the combined investment-grade and high-yield debt:  
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

**c** What duration measure was used to calculate item 19(b)?  
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): \_\_\_\_\_

**T-MOBILE PUERTO RICO  
1165(e) PLAN**

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Financial Statements

Years Ended December 31, 2009 and 2008



**T-MOBILE PUERTO RICO  
1165(e) PLAN**

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## Independent Auditors' Report

Plan Sponsor  
T-Mobile Puerto Rico  
1165(e) Plan  
Bellevue, Washington

We were engaged to audit the accompanying statement of net assets available for benefits of T-MOBILE PUERTO RICO 1165(e) PLAN (the "Plan") as of December 31, 2009 and the related statement of changes in net assets available for benefits for the year then ended and the supplementary schedule of assets (held at end of year) as of December 31, 2009. These financial statements and supplementary schedule are the responsibility of the Plan's management. Amper, Politziner & Mattia, LLP, whose practice was combined with the practice of Eisner LLP to form EisnerAmper LLP as of August 16, 2010, was engaged to audit the 2008 financial statements of the Plan. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed Amper, Politziner & Mattia, LLP not to perform, and they did not perform, any auditing procedures with respect to the investment information certified by Transamerica Life Insurance Company ("Transamerica"), the custodian of the Plan. Their report, dated October 2, 2009, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the 2008 financial statements and supplementary schedule taken as a whole and (b) the form and content of the 2008 information included in the financial statements, other than that derived from the information certified by the custodian, were presented in compliance with the Department of Labor's Rule and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information discussed in Note 4, which was certified by Transamerica, the custodian of the Plan, except for comparing such information with the related information included in the 2009 financial statements and supplementary schedule. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian as of and for the year ended December 31, 2009, that the information provided to the Plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying 2009 financial statements and supplementary schedule taken as a whole. The form and content of the information included in the 2009 financial statements and supplementary schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

*EisnerAmper LLP*

October 8, 2010  
Jenkintown, Pennsylvania

**T-MOBILE PUERTO RICO**  
**1165(e) PLAN**  
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

|                                                         | December 31         |                     |
|---------------------------------------------------------|---------------------|---------------------|
| ASSETS                                                  | 2009                | 2008                |
| <b>Investments, participant directed, at fair value</b> |                     |                     |
| Pooled separate accounts                                | \$ 5,058,251        | \$ 3,294,554        |
| Investment contract with insurance company              | 2,075,567           | 1,660,774           |
| Participant notes receivable                            | 562,031             | 485,334             |
| <b>Total investments</b>                                | <b>7,695,849</b>    | <b>5,440,662</b>    |
| <b>Receivables</b>                                      |                     |                     |
| Employee contributions                                  | 26,632              | -                   |
| Employer contributions                                  | 59,673              | 345,794             |
| <b>Total receivables</b>                                | <b>86,305</b>       | <b>345,794</b>      |
| <b>NET ASSETS AVAILABLE FOR BENEFITS</b>                | <b>\$ 7,782,154</b> | <b>\$ 5,786,456</b> |

*See notes to financial statements*

**T-MOBILE PUERTO RICO****1165(e) PLAN****STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
YEAR ENDED DECEMBER 31, 2009**

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**Investment income**

|                                               |                  |
|-----------------------------------------------|------------------|
| Net appreciation in fair value of investments | \$ 1,154,890     |
| Interest                                      | <u>27,865</u>    |
|                                               | <u>1,182,755</u> |

**Contributions**

|              |                  |
|--------------|------------------|
| Participants | 619,515          |
| Employer     | 406,832          |
| Rollovers    | <u>24,191</u>    |
|              | <u>1,050,538</u> |

|                               |                  |
|-------------------------------|------------------|
| Benefits paid to participants | (233,048)        |
| Administrative expenses       | <u>(4,547)</u>   |
|                               | <u>(237,595)</u> |

|              |           |
|--------------|-----------|
| Net increase | 1,995,698 |
|--------------|-----------|

**Net assets available for benefits**

|                   |                            |
|-------------------|----------------------------|
| Beginning of year | <u>5,786,456</u>           |
| End of year       | <u><u>\$ 7,782,154</u></u> |

*See notes to financial statements*

**T-MOBILE PUERTO RICO**  
**1165(e) PLAN**  
NOTES TO FINANCIAL STATEMENTS

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**NOTE 1 - PLAN DESCRIPTION**

During 2008, SunCom Wireless Management Company, Inc. was acquired by T-Mobile USA, Inc. As a result of the acquisition, T-Mobile assumed sponsorship of the Plan effective May 30, 2008. The SunCom Puerto Rico 1165(e) Plan was amended and the Plan name changed to T-Mobile Puerto Rico 1165(e) Plan (the "Plan").

The following description of the Plan provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

**General**

The Plan is an 1165(e) profit-sharing plan under Section 1165(a) of the Puerto Rico Internal Revenue Code of 1994 (the "PRIRC"), as amended, and covers all employees of T-Mobile Puerto Rico, LLC (the "Company"). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Employees are immediately eligible to enter the Plan upon being hired by the Company for elective deferral contributions. Employees are eligible to receive employer matching contributions after completing six months of service. An employee is also eligible to participate in any employer fixed and/or discretionary profit-sharing contributions after completing six months of service and if employed on the last day of the Plan year.

**Employee Contributions**

Participant elective deferral contributions are equal to a portion of compensation as specified in the written elective deferral agreement. The elective deferral agreement may be effective the first day of any payroll period following a participant's entry date. Elective deferral contributions shall be limited as needed to meet nondiscrimination tests. Participants may contribute up to 10% of their pretax annual compensation not to exceed the PRIRC limitation of \$9,000 and \$8,000 for the years ended December 31, 2009 and 2008, respectively.

**Employer Contributions**

The Plan provides for a matching contribution to be made by the Company to each participant based on his or her elective deferrals equal to 100% of the first 3% of each participant's elective deferral contribution and 50% of the next 2% of each participant's elective deferral contribution. The matching contribution is made on a payroll period basis.

The Plan also provided for both a fixed and discretionary profit-sharing contribution to be made by the Company. The fixed profit-sharing contribution was equal to 2% of compensation, as defined. 2008 was the final fixed profit-sharing contribution. In addition, for each Plan year, the Company may make additional discretionary profit-sharing contributions in such amounts as the Company may determine from time to time. No discretionary profit-sharing contributions were made for the year ended December 31, 2009.

**T-MOBILE PUERTO RICO**  
**1165(e) PLAN**  
NOTES TO FINANCIAL STATEMENTS

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**NOTE 1 - PLAN DESCRIPTION (continued)**

**Participant Accounts**

Participants are provided with a selection of investments in which to invest contributions. Earnings and losses are credited to each participant's account based upon the performance of the respective funds selected by the participant. Each investment account is revalued daily on the basis of fair market value and accounts are adjusted accordingly. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting**

Participants are vested immediately in their elective deferral contributions, employer matching contributions, rollovers and earnings or losses thereon.

Participants are vested in the Company's fixed and discretionary profit-sharing contributions and the earnings or losses thereon in accordance with the following table:

| <u>Years of Service</u> | <u>Vested Percentage</u> |
|-------------------------|--------------------------|
| Less than 1             | None                     |
| 1 but fewer than 2      | 20%                      |
| 2 but fewer than 3      | 40%                      |
| 3 but fewer than 4      | 60%                      |
| 4 but fewer than 5      | 80%                      |
| 5 or more               | 100%                     |

Participants become fully vested in the Company's fixed and discretionary profit-sharing contributions on their early or normal retirement dates, death or termination of employment due to total and permanent disability.

**Participant Notes Receivable**

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 reduced by an amount defined in the Plan, or 50% of their nonforfeitable account balance. Loan transactions are treated as a participant directed investment and only one loan may be outstanding at any time. Loan terms range from one to five years or greater for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a reasonable rate, similar to one a bank or other professional lender would charge for making a loan in similar circumstances. Principal and interest are paid ratably through monthly payroll deductions. As of December 31, 2009, there were no participant notes receivable in default.

**T-MOBILE PUERTO RICO**  
**1165(e) PLAN**  
NOTES TO FINANCIAL STATEMENTS

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**NOTE 1 - PLAN DESCRIPTION (continued)**

**Benefit Payments**

Benefits are recorded when paid.

Upon termination of service due to death, disability or retirement (age 65), a participant may elect to receive either a lump-sum amount or periodic installments equal to the value of the participant's vested interest in his or her account. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

**Forfeitures**

Forfeitures of terminated participants' nonvested employer fixed and discretionary profit-sharing contributions are used at the discretion of the Company, and can be utilized to reduce either administrative expenses or future employer contributions to the Plan. As of December 31, 2009 and 2008, forfeited nonvested accounts totaled \$62,099 and \$54,102, respectively. Forfeited nonvested accounts totaling \$4,550 and \$-0-, respectively, were used during the years ended December 31, 2009 and 2008 to reduce employer contributions.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Accounting**

The financial statements of the Plan are prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. Fair value approximated contract value as of December 31, 2009 and 2008.

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

**T-MOBILE PUERTO RICO**  
**1165(e) PLAN**  
NOTES TO FINANCIAL STATEMENTS

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**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Investment Valuation and Income Recognition**

The Plan's investments are stated at fair value. The units of pooled separate accounts are valued at the unit value supplied by Transamerica. Such units are calculated daily taking into consideration the fair values of the external funds in the sub-accounts. The Plan invests in a fully benefit-responsive investment contract with an insurance company with a fixed rate of interest. The contract is included in the financial statements at contract value, which approximates fair value, as reported to the Plan by Transamerica Life Insurance Company. Participants' notes receivable are valued at amortized cost, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis with gains and losses recorded in net appreciation (depreciation) in fair value of investments. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The change in fair value during the year is measured by the difference between the fair value at year-end and the fair value at the beginning of the year or the cost of purchases during the year, and is included in the statement of changes in net assets available for benefits as net appreciation in fair value of investments.

**Fair Value of Financial Instruments**

U.S. GAAP requires that fair value is to be determined based on the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market, in an orderly transaction between market participants. Such is a market-based measurement, not an entity-specific measurement.

U.S. GAAP establishes a three-level valuation hierarchy based upon observable and unobservable inputs. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Plan's market assumptions. The fair value hierarchy consists of three levels of inputs that may be used to measure fair value as follows:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date.

**T-MOBILE PUERTO RICO**  
**1165(e) PLAN**  
NOTES TO FINANCIAL STATEMENTS

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**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Fair Value of Financial Instruments** (continued)

Level 2 – Inputs other than quoted prices included in Level 1 that are observable either directly or indirectly; quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data, for substantially the full term of the assets or liabilities.

Level 3 – Significant inputs to the valuation model that are unobservable, typically based on a Plan's own assumptions, as there is little, if any, related market activity.

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety.

The methods of valuation described herein may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

**Accounting Standards Codification**

In June 2009, the Financial Accounting Standards Board ("FASB") issued the Accounting Standards Codification ("ASC") which is the single source of authoritative nongovernmental accounting principles generally accepted in the United States of America. The adoption of the FASB ASC did not impact the Plan's financial position or results of operations.

**Accounting for Uncertainty in Income Taxes**

As of January 1, 2009, the Plan adopted the new accounting guidance concerning provisions for uncertain income tax positions and has determined that the Plan has not taken any uncertain income tax positions.

**Subsequent Events**

The Plan evaluated subsequent events through October 8, 2010, which is the date the financial statements were available to be issued.

**Plan Expenses**

Substantially all expenses are paid by the Company.

**T-MOBILE PUERTO RICO**  
**1165(e) PLAN**  
NOTES TO FINANCIAL STATEMENTS

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**NOTE 3 - INVESTMENTS**

Single investments representing more than 5% of the Plan's net assets as of December 31, 2009 and 2008 are as follows:

|                                            | <u>2009</u> | <u>2008</u> |
|--------------------------------------------|-------------|-------------|
| Pooled separate accounts                   |             |             |
| Vanguard Target Retirement 2015 Fund       | \$ 573,860  | \$ 427,038  |
| Fidelity Advisor Equity Income Fund        | 647,735     | 430,075     |
| Transamerica Partners Stock Index Fund     | 583,689     | 388,517     |
| American Funds Growth Fund of America      | 1,473,735   | 1,020,305   |
| Investment contract with insurance company |             |             |
| Transamerica Stable Value Fund             | 2,075,567   | 1,660,774   |
| Participant notes receivable               | 562,031     | 485,334     |

During the year ended December 31, 2009, the Plan's investments (including investments bought, sold and held during the year) appreciated in value by \$1,154,890 as follows:

|                                            |                     |
|--------------------------------------------|---------------------|
| Pooled separate accounts                   | \$ 1,093,276        |
| Investment contract with insurance company | <u>61,614</u>       |
|                                            | <u>\$ 1,154,890</u> |

**NOTE 4 - CUSTODIAN CERTIFICATION**

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for reporting and disclosure under ERISA. Transamerica Life Insurance Company, the custodian of the Plan, has certified to the completeness and accuracy of all investments and related activity in the accompanying financial statements and supplementary schedule.

**T-MOBILE PUERTO RICO**  
**1165(e) PLAN**  
NOTES TO FINANCIAL STATEMENTS

**NOTE 5 - FAIR VALUE MEASUREMENTS**

The following tables present the fair value hierarchy for the balances of the assets of the Plan measured at fair value as of December 31, 2009 and 2008:

| Investment Assets at Fair Value as of<br>December 31, 2009 |                |                     |                   |                     |
|------------------------------------------------------------|----------------|---------------------|-------------------|---------------------|
|                                                            | <u>Level 1</u> | <u>Level 2</u>      | <u>Level 3</u>    | <u>Total</u>        |
| Investments                                                |                |                     |                   |                     |
| Pooled separate accounts                                   |                |                     |                   |                     |
| Balanced                                                   | \$ -           | \$ 87,847           | \$ -              | \$ 87,847           |
| International Equity                                       | -              | 124,318             | -                 | 124,318             |
| Mid Cap Value                                              | -              | 185,293             | -                 | 185,293             |
| Mid Cap Growth                                             | -              | 76,444              | -                 | 76,444              |
| Large Cap Value                                            | -              | 647,735             | -                 | 647,735             |
| Large Cap Blend                                            | -              | 583,689             | -                 | 583,689             |
| Long Term                                                  | -              | 287,571             | -                 | 287,571             |
| Large Cap Growth                                           | -              | 1,473,735           | -                 | 1,473,735           |
| Small Growth                                               | -              | 303,019             | -                 | 303,019             |
| Small Value                                                | -              | 17,323              | -                 | 17,323              |
| Target Maturity Series                                     | -              | 1,271,277           | -                 | 1,271,277           |
| Investment contract with<br>insurance company              | -              | 2,075,567           | -                 | 2,075,567           |
| Participant notes receivable                               | -              | -                   | 562,031           | 562,031             |
| Total investment assets at fair value                      | <u>\$ -</u>    | <u>\$ 7,133,818</u> | <u>\$ 562,031</u> | <u>\$ 7,695,849</u> |

**T-MOBILE PUERTO RICO**  
**1165(e) PLAN**  
NOTES TO FINANCIAL STATEMENTS

**NOTE 5 - FAIR VALUE MEASUREMENTS (continued)**

| Investment Assets at Fair Value as of<br>December 31, 2008 |                |                     |                   |                     |
|------------------------------------------------------------|----------------|---------------------|-------------------|---------------------|
|                                                            | <u>Level 1</u> | <u>Level 2</u>      | <u>Level 3</u>    | <u>Total</u>        |
| Investments                                                |                |                     |                   |                     |
| Pooled separate accounts                                   |                |                     |                   |                     |
| Balanced                                                   | \$ -           | \$ 42,165           | \$ -              | \$ 42,165           |
| International Equity                                       | -              | 65,120              | -                 | 65,120              |
| Mid Cap Value                                              | -              | 114,563             | -                 | 114,563             |
| Mid Cap Growth                                             | -              | 30,915              | -                 | 30,915              |
| Large Cap Value                                            | -              | 430,075             | -                 | 430,075             |
| Large Cap Blend                                            | -              | 388,517             | -                 | 388,517             |
| Long Term                                                  | -              | 144,190             | -                 | 144,190             |
| Large Cap Growth                                           | -              | 1,020,305           | -                 | 1,020,305           |
| Small Growth                                               | -              | 210,447             | -                 | 210,447             |
| Small Value                                                | -              | 9,472               | -                 | 9,472               |
| Target Maturity Series                                     | -              | 838,785             | -                 | 838,785             |
| Investment contract with<br>insurance company              | -              | 1,660,774           | -                 | 1,660,774           |
| Participant notes receivable                               | -              | -                   | 485,334           | 485,334             |
| Total investment assets at fair value                      | <u>\$ -</u>    | <u>\$ 4,955,328</u> | <u>\$ 485,334</u> | <u>\$ 5,440,662</u> |

Total trust investment assets at fair value classified within Level 3 were \$562,031 and \$485,334 as of December 31, 2009 and 2008, respectively, which consist of participant notes receivable. Such amounts were 7.2% and 8.4% of net assets available for benefits at fair value as of December 31, 2009 and 2008, respectively.

**T-MOBILE PUERTO RICO  
1165(e) PLAN  
NOTES TO FINANCIAL STATEMENTS**

**NOTE 5 - FAIR VALUE MEASUREMENTS (continued)**

The following table presents changes in assets measured at fair value using Level 3 inputs on a recurring basis for the year ended December 31, 2009:

| Year Ended December 31, 2009       |                    |                               |                                                                                                        |                                                               |                                             |                      |
|------------------------------------|--------------------|-------------------------------|--------------------------------------------------------------------------------------------------------|---------------------------------------------------------------|---------------------------------------------|----------------------|
|                                    | January 1,<br>2009 | Realized<br>Gains<br>(Losses) | Unrealized<br>Gains (Losses)<br>Relating to<br>Instruments<br>Still Held as of<br>December 31,<br>2009 | Purchases,<br>Sales,<br>Issuances and<br>Settlements<br>(Net) | Transfers<br>in and/or<br>out of<br>Level 3 | December 31,<br>2009 |
| Participant<br>notes<br>receivable | <u>\$ 485,334</u>  | <u>\$ -</u>                   | <u>\$ -</u>                                                                                            | <u>\$ 76,697</u>                                              | <u>\$ -</u>                                 | <u>\$ 562,031</u>    |

**NOTE 6 - PARTY-IN-INTEREST TRANSACTIONS**

The Plan's primary investments are units of pooled separate accounts and an investment contract managed by Transamerica. Transamerica is the custodian as defined by the Plan, and therefore these transactions qualify as party-in-interest transactions.

**NOTE 7 - PLAN TERMINATION**

Although it has not expressed any intent to do so, the Company has the right under this Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, the Company shall make no further contributions to the Plan and participants would become immediately vested in their employer contributions.

**NOTE 8 - TAX STATUS**

The Plan obtained its latest determination letter on June 26, 2006, in which the Commonwealth of Puerto Rico, Department of Treasury stated that the Plan, as then designed, was in compliance with the applicable requirements of the Puerto Rico Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the PRIRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

**T-MOBILE PUERTO RICO**  
**1165(e) PLAN**  
NOTES TO FINANCIAL STATEMENTS

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**NOTE 9 - INVESTMENT CONTRACT WITH INSURANCE COMPANY**

The Plan entered into a benefit-responsive investment contract with Transamerica Life Insurance Company ("Transamerica"). Transamerica maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and interest, at a specified interest rate that is guaranteed to the Plan. The contract is included in the financial statements at contract value as reported to the Plan by Transamerica. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. As of December 31, 2009, fair value approximates contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The contract crediting interest rate was approximately 2.75% and the average yield on actual earnings was 3.16% for the year ended December 31, 2009. Prior to the first day of each month, Transamerica establishes an effective annual rate of interest for each month. Interest is credited daily, based upon the daily balance, at a rate of interest which is the daily equivalent of the effective annual rate of return applicable for each month.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include Plan termination, merger and layoffs. The Plan administrator does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with the participants, is probable.

The terms of the contract require all permitted participant-initiated transactions with the fund to occur at contract value with no limits or restrictions. Such transactions are those allowed under the Plan, such as withdrawals for benefits, loans or transfers to other funds within the Plan. Transamerica's stable value fund has no stated maturity date.

**NOTE 10 - RISKS AND UNCERTAINTIES**

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market risk and credit risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in values of investment securities will occur in the near term and that changes could materially affect the participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Users of these financial statements should be aware that the financial markets' volatility may significantly impact the subsequent valuation of the Plan's investments. Accordingly, the valuation of investments as of December 31, 2009 may not necessarily be indicative of amounts that could be realized in a current market exchange.

## **SUPPLEMENTARY INFORMATION**

**T-MOBILE PUERTO RICO**  
**1165(e) PLAN**  
EIN 66-0649631  
PLAN NUMBER 001, FORM 5500  
SCHEDULE H, LINE 4i  
SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
DECEMBER 31, 2009

| (a) | (b)<br>Identity of Issuer                  | (c)<br>Description of Investment       | (e)<br>Current Value |
|-----|--------------------------------------------|----------------------------------------|----------------------|
|     | <b>Transamerica Life Insurance Company</b> |                                        |                      |
|     | <b>Pooled separate accounts</b>            |                                        |                      |
| *   | Transamerica Asset Management              | Transamerica Balanced Fund             | \$ 87,847            |
| *   | Transamerica Asset Management              | Templeton Foreign Fund                 | 124,318              |
| *   | Transamerica Asset Management              | Transamerica Loomis Sayles Bond        | 287,571              |
| *   | Transamerica Asset Management              | Partners Mid-Cap Value                 | 185,293              |
| *   | Transamerica Asset Management              | Vanguard Target Retirement 2005        | 102,786              |
| *   | Transamerica Asset Management              | Vanguard Target Retirement 2015        | 573,860              |
| *   | Transamerica Asset Management              | Vanguard Target Retirement 2025        | 210,248              |
| *   | Transamerica Asset Management              | Vanguard Target Retirement 2035        | 300,946              |
| *   | Transamerica Asset Management              | Vanguard Target Retirement 2045        | 34,695               |
| *   | Transamerica Asset Management              | Vanguard Target Retirement 2010        | 3,873                |
| *   | Transamerica Asset Management              | Vanguard Target Retirement 2020        | 17,526               |
| *   | Transamerica Asset Management              | Vanguard Target Retirement 2030        | 1,389                |
| *   | Transamerica Asset Management              | Vanguard Target Retirement 2040        | 15,983               |
| *   | Transamerica Asset Management              | Vanguard Target Retirement 2050        | 9,971                |
| *   | Transamerica Asset Management              | Fidelity Advisor Equity Income Fund    | 647,735              |
| *   | Transamerica Asset Management              | Fidelity Advisor Small-Cap             | 303,019              |
| *   | Transamerica Asset Management              | Transamerica Partners Stock Index Fund | 583,689              |
| *   | Transamerica Asset Management              | American Funds Growth Fund of America  | 1,473,735            |
| *   | Transamerica Asset Management              | Thornburg Core Growth                  | 76,444               |
| *   | Transamerica Asset Management              | Franklin Small Cap Value               | 17,323               |
|     |                                            |                                        | 5,058,251            |
|     | <b>Investment contract</b>                 |                                        |                      |
| *   | Transamerica Life Insurance Company        | Transamerica Stable Value Fund         | 2,075,567            |
|     | <b>Participant notes receivable</b>        | Interest rates from 4.00% to 9.00%     | 562,031              |
|     |                                            |                                        | \$ 7,695,849         |

\* A party-in-interest as defined by ERISA.

*See independent auditors' report*

# **T-MOBILE PUERTO RICO 1165(e) PLAN**

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Financial Statements

Years Ended December 31, 2009 and 2008



**T-MOBILE PUERTO RICO  
1165(e) PLAN**

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## **Independent Auditors' Report**

Plan Sponsor  
T-Mobile Puerto Rico  
1165(e) Plan  
Bellevue, Washington

We were engaged to audit the accompanying statement of net assets available for benefits of T-MOBILE PUERTO RICO 1165(e) PLAN (the "Plan") as of December 31, 2009 and the related statement of changes in net assets available for benefits for the year then ended and the supplementary schedule of assets (held at end of year) as of December 31, 2009. These financial statements and supplementary schedule are the responsibility of the Plan's management. Amper, Politziner & Mattia, LLP, whose practice was combined with the practice of Eisner LLP to form EisnerAmper LLP as of August 16, 2010, was engaged to audit the 2008 financial statements of the Plan. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed Amper, Politziner & Mattia, LLP not to perform, and they did not perform, any auditing procedures with respect to the investment information certified by Transamerica Life Insurance Company ("Transamerica"), the custodian of the Plan. Their report, dated October 2, 2009, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the 2008 financial statements and supplementary schedule taken as a whole and (b) the form and content of the 2008 information included in the financial statements, other than that derived from the information certified by the custodian, were presented in compliance with the Department of Labor's Rule and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information discussed in Note 4, which was certified by Transamerica, the custodian of the Plan, except for comparing such information with the related information included in the 2009 financial statements and supplementary schedule. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian as of and for the year ended December 31, 2009, that the information provided to the Plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying 2009 financial statements and supplementary schedule taken as a whole. The form and content of the information included in the 2009 financial statements and supplementary schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

*EisnerAmper LLP*

October 8, 2010  
Jenkintown, Pennsylvania

**T-MOBILE PUERTO RICO**  
**1165(e) PLAN**  
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

|                                                         | December 31         |                     |
|---------------------------------------------------------|---------------------|---------------------|
| ASSETS                                                  | 2009                | 2008                |
| <b>Investments, participant directed, at fair value</b> |                     |                     |
| Pooled separate accounts                                | \$ 5,058,251        | \$ 3,294,554        |
| Investment contract with insurance company              | 2,075,567           | 1,660,774           |
| Participant notes receivable                            | 562,031             | 485,334             |
| <b>Total investments</b>                                | <b>7,695,849</b>    | <b>5,440,662</b>    |
| <b>Receivables</b>                                      |                     |                     |
| Employee contributions                                  | 26,632              | -                   |
| Employer contributions                                  | 59,673              | 345,794             |
| <b>Total receivables</b>                                | <b>86,305</b>       | <b>345,794</b>      |
| <b>NET ASSETS AVAILABLE FOR BENEFITS</b>                | <b>\$ 7,782,154</b> | <b>\$ 5,786,456</b> |

*See notes to financial statements*

# T-MOBILE PUERTO RICO

## 1165(e) PLAN

### STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS YEAR ENDED DECEMBER 31, 2009

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#### Investment income

|                                               |                  |
|-----------------------------------------------|------------------|
| Net appreciation in fair value of investments | \$ 1,154,890     |
| Interest                                      | <u>27,865</u>    |
|                                               | <u>1,182,755</u> |

#### Contributions

|              |                  |
|--------------|------------------|
| Participants | 619,515          |
| Employer     | 406,832          |
| Rollovers    | <u>24,191</u>    |
|              | <u>1,050,538</u> |

|                               |                  |
|-------------------------------|------------------|
| Benefits paid to participants | (233,048)        |
| Administrative expenses       | <u>(4,547)</u>   |
|                               | <u>(237,595)</u> |

|              |           |
|--------------|-----------|
| Net increase | 1,995,698 |
|--------------|-----------|

#### Net assets available for benefits

|                   |                            |
|-------------------|----------------------------|
| Beginning of year | <u>5,786,456</u>           |
| End of year       | <u><u>\$ 7,782,154</u></u> |

See notes to financial statements

**T-MOBILE PUERTO RICO**  
**1165(e) PLAN**  
NOTES TO FINANCIAL STATEMENTS

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**NOTE 1 - PLAN DESCRIPTION**

During 2008, SunCom Wireless Management Company, Inc. was acquired by T-Mobile USA, Inc. As a result of the acquisition, T-Mobile assumed sponsorship of the Plan effective May 30, 2008. The SunCom Puerto Rico 1165(e) Plan was amended and the Plan name changed to T-Mobile Puerto Rico 1165(e) Plan (the "Plan").

The following description of the Plan provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

**General**

The Plan is an 1165(e) profit-sharing plan under Section 1165(a) of the Puerto Rico Internal Revenue Code of 1994 (the "PRIRC"), as amended, and covers all employees of T-Mobile Puerto Rico, LLC (the "Company"). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Employees are immediately eligible to enter the Plan upon being hired by the Company for elective deferral contributions. Employees are eligible to receive employer matching contributions after completing six months of service. An employee is also eligible to participate in any employer fixed and/or discretionary profit-sharing contributions after completing six months of service and if employed on the last day of the Plan year.

**Employee Contributions**

Participant elective deferral contributions are equal to a portion of compensation as specified in the written elective deferral agreement. The elective deferral agreement may be effective the first day of any payroll period following a participant's entry date. Elective deferral contributions shall be limited as needed to meet nondiscrimination tests. Participants may contribute up to 10% of their pretax annual compensation not to exceed the PRIRC limitation of \$9,000 and \$8,000 for the years ended December 31, 2009 and 2008, respectively.

**Employer Contributions**

The Plan provides for a matching contribution to be made by the Company to each participant based on his or her elective deferrals equal to 100% of the first 3% of each participant's elective deferral contribution and 50% of the next 2% of each participant's elective deferral contribution. The matching contribution is made on a payroll period basis.

The Plan also provided for both a fixed and discretionary profit-sharing contribution to be made by the Company. The fixed profit-sharing contribution was equal to 2% of compensation, as defined. 2008 was the final fixed profit-sharing contribution. In addition, for each Plan year, the Company may make additional discretionary profit-sharing contributions in such amounts as the Company may determine from time to time. No discretionary profit-sharing contributions were made for the year ended December 31, 2009.

**T-MOBILE PUERTO RICO**  
**1165(e) PLAN**  
NOTES TO FINANCIAL STATEMENTS

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**NOTE 1 - PLAN DESCRIPTION (continued)**

**Participant Accounts**

Participants are provided with a selection of investments in which to invest contributions. Earnings and losses are credited to each participant's account based upon the performance of the respective funds selected by the participant. Each investment account is revalued daily on the basis of fair market value and accounts are adjusted accordingly. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting**

Participants are vested immediately in their elective deferral contributions, employer matching contributions, rollovers and earnings or losses thereon.

Participants are vested in the Company's fixed and discretionary profit-sharing contributions and the earnings or losses thereon in accordance with the following table:

| <u>Years of Service</u> | <u>Vested Percentage</u> |
|-------------------------|--------------------------|
| Less than 1             | None                     |
| 1 but fewer than 2      | 20%                      |
| 2 but fewer than 3      | 40%                      |
| 3 but fewer than 4      | 60%                      |
| 4 but fewer than 5      | 80%                      |
| 5 or more               | 100%                     |

Participants become fully vested in the Company's fixed and discretionary profit-sharing contributions on their early or normal retirement dates, death or termination of employment due to total and permanent disability.

**Participant Notes Receivable**

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 reduced by an amount defined in the Plan, or 50% of their nonforfeitable account balance. Loan transactions are treated as a participant directed investment and only one loan may be outstanding at any time. Loan terms range from one to five years or greater for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a reasonable rate, similar to one a bank or other professional lender would charge for making a loan in similar circumstances. Principal and interest are paid ratably through monthly payroll deductions. As of December 31, 2009, there were no participant notes receivable in default.

**T-MOBILE PUERTO RICO**  
**1165(e) PLAN**  
NOTES TO FINANCIAL STATEMENTS

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**NOTE 1 - PLAN DESCRIPTION (continued)**

**Benefit Payments**

Benefits are recorded when paid.

Upon termination of service due to death, disability or retirement (age 65), a participant may elect to receive either a lump-sum amount or periodic installments equal to the value of the participant's vested interest in his or her account. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

**Forfeitures**

Forfeitures of terminated participants' nonvested employer fixed and discretionary profit-sharing contributions are used at the discretion of the Company, and can be utilized to reduce either administrative expenses or future employer contributions to the Plan. As of December 31, 2009 and 2008, forfeited nonvested accounts totaled \$62,099 and \$54,102, respectively. Forfeited nonvested accounts totaling \$4,550 and \$-0-, respectively, were used during the years ended December 31, 2009 and 2008 to reduce employer contributions.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Accounting**

The financial statements of the Plan are prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. Fair value approximated contract value as of December 31, 2009 and 2008.

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

**T-MOBILE PUERTO RICO**  
**1165(e) PLAN**  
NOTES TO FINANCIAL STATEMENTS

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**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Investment Valuation and Income Recognition**

The Plan's investments are stated at fair value. The units of pooled separate accounts are valued at the unit value supplied by Transamerica. Such units are calculated daily taking into consideration the fair values of the external funds in the sub-accounts. The Plan invests in a fully benefit-responsive investment contract with an insurance company with a fixed rate of interest. The contract is included in the financial statements at contract value, which approximates fair value, as reported to the Plan by Transamerica Life Insurance Company. Participants' notes receivable are valued at amortized cost, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis with gains and losses recorded in net appreciation (depreciation) in fair value of investments. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The change in fair value during the year is measured by the difference between the fair value at year-end and the fair value at the beginning of the year or the cost of purchases during the year, and is included in the statement of changes in net assets available for benefits as net appreciation in fair value of investments.

**Fair Value of Financial Instruments**

U.S. GAAP requires that fair value is to be determined based on the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market, in an orderly transaction between market participants. Such is a market-based measurement, not an entity-specific measurement.

U.S. GAAP establishes a three-level valuation hierarchy based upon observable and unobservable inputs. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Plan's market assumptions. The fair value hierarchy consists of three levels of inputs that may be used to measure fair value as follows:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date.

**T-MOBILE PUERTO RICO**  
**1165(e) PLAN**  
NOTES TO FINANCIAL STATEMENTS

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**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Fair Value of Financial Instruments** (continued)

Level 2 – Inputs other than quoted prices included in Level 1 that are observable either directly or indirectly; quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data, for substantially the full term of the assets or liabilities.

Level 3 – Significant inputs to the valuation model that are unobservable, typically based on a Plan's own assumptions, as there is little, if any, related market activity.

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety.

The methods of valuation described herein may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

**Accounting Standards Codification**

In June 2009, the Financial Accounting Standards Board ("FASB") issued the Accounting Standards Codification ("ASC") which is the single source of authoritative nongovernmental accounting principles generally accepted in the United States of America. The adoption of the FASB ASC did not impact the Plan's financial position or results of operations.

**Accounting for Uncertainty in Income Taxes**

As of January 1, 2009, the Plan adopted the new accounting guidance concerning provisions for uncertain income tax positions and has determined that the Plan has not taken any uncertain income tax positions.

**Subsequent Events**

The Plan evaluated subsequent events through October 8, 2010, which is the date the financial statements were available to be issued.

**Plan Expenses**

Substantially all expenses are paid by the Company.

**T-MOBILE PUERTO RICO  
1165(e) PLAN  
NOTES TO FINANCIAL STATEMENTS**

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**NOTE 3 - INVESTMENTS**

Single investments representing more than 5% of the Plan's net assets as of December 31, 2009 and 2008 are as follows:

|                                            | <u>2009</u> | <u>2008</u> |
|--------------------------------------------|-------------|-------------|
| Pooled separate accounts                   |             |             |
| Vanguard Target Retirement 2015 Fund       | \$ 573,860  | \$ 427,038  |
| Fidelity Advisor Equity Income Fund        | 647,735     | 430,075     |
| Transamerica Partners Stock Index Fund     | 583,689     | 388,517     |
| American Funds Growth Fund of America      | 1,473,735   | 1,020,305   |
| Investment contract with insurance company |             |             |
| Transamerica Stable Value Fund             | 2,075,567   | 1,660,774   |
| Participant notes receivable               | 562,031     | 485,334     |

During the year ended December 31, 2009, the Plan's investments (including investments bought, sold and held during the year) appreciated in value by \$1,154,890 as follows:

|                                            |                            |
|--------------------------------------------|----------------------------|
| Pooled separate accounts                   | \$ 1,093,276               |
| Investment contract with insurance company | <u>61,614</u>              |
|                                            | <u><u>\$ 1,154,890</u></u> |

**NOTE 4 - CUSTODIAN CERTIFICATION**

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for reporting and disclosure under ERISA. Transamerica Life Insurance Company, the custodian of the Plan, has certified to the completeness and accuracy of all investments and related activity in the accompanying financial statements and supplementary schedule.

**T-MOBILE PUERTO RICO**  
**1165(e) PLAN**  
NOTES TO FINANCIAL STATEMENTS

**NOTE 5 - FAIR VALUE MEASUREMENTS**

The following tables present the fair value hierarchy for the balances of the assets of the Plan measured at fair value as of December 31, 2009 and 2008:

| Investment Assets at Fair Value as of<br>December 31, 2009 |                |                     |                   |                     |
|------------------------------------------------------------|----------------|---------------------|-------------------|---------------------|
|                                                            | <u>Level 1</u> | <u>Level 2</u>      | <u>Level 3</u>    | <u>Total</u>        |
| Investments                                                |                |                     |                   |                     |
| Pooled separate accounts                                   |                |                     |                   |                     |
| Balanced                                                   | \$ -           | \$ 87,847           | \$ -              | \$ 87,847           |
| International Equity                                       | -              | 124,318             | -                 | 124,318             |
| Mid Cap Value                                              | -              | 185,293             | -                 | 185,293             |
| Mid Cap Growth                                             | -              | 76,444              | -                 | 76,444              |
| Large Cap Value                                            | -              | 647,735             | -                 | 647,735             |
| Large Cap Blend                                            | -              | 583,689             | -                 | 583,689             |
| Long Term                                                  | -              | 287,571             | -                 | 287,571             |
| Large Cap Growth                                           | -              | 1,473,735           | -                 | 1,473,735           |
| Small Growth                                               | -              | 303,019             | -                 | 303,019             |
| Small Value                                                | -              | 17,323              | -                 | 17,323              |
| Target Maturity Series                                     | -              | 1,271,277           | -                 | 1,271,277           |
| Investment contract with<br>insurance company              | -              | 2,075,567           | -                 | 2,075,567           |
| Participant notes receivable                               | -              | -                   | 562,031           | 562,031             |
| Total investment assets at fair value                      | <u>\$ -</u>    | <u>\$ 7,133,818</u> | <u>\$ 562,031</u> | <u>\$ 7,695,849</u> |

**T-MOBILE PUERTO RICO**  
**1165(e) PLAN**  
NOTES TO FINANCIAL STATEMENTS

**NOTE 5 - FAIR VALUE MEASUREMENTS (continued)**

| Investment Assets at Fair Value as of<br>December 31, 2008 |                |                     |                   |                     |
|------------------------------------------------------------|----------------|---------------------|-------------------|---------------------|
|                                                            | <u>Level 1</u> | <u>Level 2</u>      | <u>Level 3</u>    | <u>Total</u>        |
| Investments                                                |                |                     |                   |                     |
| Pooled separate accounts                                   |                |                     |                   |                     |
| Balanced                                                   | \$ -           | \$ 42,165           | \$ -              | \$ 42,165           |
| International Equity                                       | -              | 65,120              | -                 | 65,120              |
| Mid Cap Value                                              | -              | 114,563             | -                 | 114,563             |
| Mid Cap Growth                                             | -              | 30,915              | -                 | 30,915              |
| Large Cap Value                                            | -              | 430,075             | -                 | 430,075             |
| Large Cap Blend                                            | -              | 388,517             | -                 | 388,517             |
| Long Term                                                  | -              | 144,190             | -                 | 144,190             |
| Large Cap Growth                                           | -              | 1,020,305           | -                 | 1,020,305           |
| Small Growth                                               | -              | 210,447             | -                 | 210,447             |
| Small Value                                                | -              | 9,472               | -                 | 9,472               |
| Target Maturity Series                                     | -              | 838,785             | -                 | 838,785             |
| Investment contract with<br>insurance company              | -              | 1,660,774           | -                 | 1,660,774           |
| Participant notes receivable                               | -              | -                   | 485,334           | 485,334             |
| Total investment assets at fair value                      | <u>\$ -</u>    | <u>\$ 4,955,328</u> | <u>\$ 485,334</u> | <u>\$ 5,440,662</u> |

Total trust investment assets at fair value classified within Level 3 were \$562,031 and \$485,334 as of December 31, 2009 and 2008, respectively, which consist of participant notes receivable. Such amounts were 7.2% and 8.4% of net assets available for benefits at fair value as of December 31, 2009 and 2008, respectively.

**T-MOBILE PUERTO RICO  
1165(e) PLAN  
NOTES TO FINANCIAL STATEMENTS**

**NOTE 5 - FAIR VALUE MEASUREMENTS (continued)**

The following table presents changes in assets measured at fair value using Level 3 inputs on a recurring basis for the year ended December 31, 2009:

| Year Ended December 31, 2009       |                    |                               |                                                                                                        |                                                               |                                             |                      |
|------------------------------------|--------------------|-------------------------------|--------------------------------------------------------------------------------------------------------|---------------------------------------------------------------|---------------------------------------------|----------------------|
|                                    | January 1,<br>2009 | Realized<br>Gains<br>(Losses) | Unrealized<br>Gains (Losses)<br>Relating to<br>Instruments<br>Still Held as of<br>December 31,<br>2009 | Purchases,<br>Sales,<br>Issuances and<br>Settlements<br>(Net) | Transfers<br>in and/or<br>out of<br>Level 3 | December 31,<br>2009 |
| Participant<br>notes<br>receivable | <u>\$ 485,334</u>  | <u>\$ -</u>                   | <u>\$ -</u>                                                                                            | <u>\$ 76,697</u>                                              | <u>\$ -</u>                                 | <u>\$ 562,031</u>    |

**NOTE 6 - PARTY-IN-INTEREST TRANSACTIONS**

The Plan's primary investments are units of pooled separate accounts and an investment contract managed by Transamerica. Transamerica is the custodian as defined by the Plan, and therefore these transactions qualify as party-in-interest transactions.

**NOTE 7 - PLAN TERMINATION**

Although it has not expressed any intent to do so, the Company has the right under this Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, the Company shall make no further contributions to the Plan and participants would become immediately vested in their employer contributions.

**NOTE 8 - TAX STATUS**

The Plan obtained its latest determination letter on June 26, 2006, in which the Commonwealth of Puerto Rico, Department of Treasury stated that the Plan, as then designed, was in compliance with the applicable requirements of the Puerto Rico Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the PRIRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

**T-MOBILE PUERTO RICO**  
**1165(e) PLAN**  
NOTES TO FINANCIAL STATEMENTS

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**NOTE 9 - INVESTMENT CONTRACT WITH INSURANCE COMPANY**

The Plan entered into a benefit-responsive investment contract with Transamerica Life Insurance Company ("Transamerica"). Transamerica maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and interest, at a specified interest rate that is guaranteed to the Plan. The contract is included in the financial statements at contract value as reported to the Plan by Transamerica. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. As of December 31, 2009, fair value approximates contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The contract crediting interest rate was approximately 2.75% and the average yield on actual earnings was 3.16% for the year ended December 31, 2009. Prior to the first day of each month, Transamerica establishes an effective annual rate of interest for each month. Interest is credited daily, based upon the daily balance, at a rate of interest which is the daily equivalent of the effective annual rate of return applicable for each month.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include Plan termination, merger and layoffs. The Plan administrator does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with the participants, is probable.

The terms of the contract require all permitted participant-initiated transactions with the fund to occur at contract value with no limits or restrictions. Such transactions are those allowed under the Plan, such as withdrawals for benefits, loans or transfers to other funds within the Plan. Transamerica's stable value fund has no stated maturity date.

**NOTE 10 - RISKS AND UNCERTAINTIES**

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market risk and credit risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in values of investment securities will occur in the near term and that changes could materially affect the participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Users of these financial statements should be aware that the financial markets' volatility may significantly impact the subsequent valuation of the Plan's investments. Accordingly, the valuation of investments as of December 31, 2009 may not necessarily be indicative of amounts that could be realized in a current market exchange.

## **SUPPLEMENTARY INFORMATION**

**T-MOBILE PUERTO RICO**  
**1165(e) PLAN**  
EIN 66-0649631  
PLAN NUMBER 001, FORM 5500  
SCHEDULE H, LINE 4i  
SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
DECEMBER 31, 2009

| (a) | (b)<br>Identity of Issuer                  | (c)<br>Description of Investment          | (e)<br>Current<br>Value    |
|-----|--------------------------------------------|-------------------------------------------|----------------------------|
|     | <b>Transamerica Life Insurance Company</b> |                                           |                            |
|     | <b>Pooled separate accounts</b>            |                                           |                            |
| *   | Transamerica Asset Management              | Transamerica Balanced Fund                | \$ 87,847                  |
| *   | Transamerica Asset Management              | Templeton Foreign Fund                    | 124,318                    |
| *   | Transamerica Asset Management              | Transamerica Loomis Sayles Bond           | 287,571                    |
| *   | Transamerica Asset Management              | Partners Mid-Cap Value                    | 185,293                    |
| *   | Transamerica Asset Management              | Vanguard Target Retirement 2005           | 102,786                    |
| *   | Transamerica Asset Management              | Vanguard Target Retirement 2015           | 573,860                    |
| *   | Transamerica Asset Management              | Vanguard Target Retirement 2025           | 210,248                    |
| *   | Transamerica Asset Management              | Vanguard Target Retirement 2035           | 300,946                    |
| *   | Transamerica Asset Management              | Vanguard Target Retirement 2045           | 34,695                     |
| *   | Transamerica Asset Management              | Vanguard Target Retirement 2010           | 3,873                      |
| *   | Transamerica Asset Management              | Vanguard Target Retirement 2020           | 17,526                     |
| *   | Transamerica Asset Management              | Vanguard Target Retirement 2030           | 1,389                      |
| *   | Transamerica Asset Management              | Vanguard Target Retirement 2040           | 15,983                     |
| *   | Transamerica Asset Management              | Vanguard Target Retirement 2050           | 9,971                      |
| *   | Transamerica Asset Management              | Fidelity Advisor Equity Income Fund       | 647,735                    |
| *   | Transamerica Asset Management              | Fidelity Advisor Small-Cap                | 303,019                    |
| *   | Transamerica Asset Management              | Transamerica Partners Stock<br>Index Fund | 583,689                    |
| *   | Transamerica Asset Management              | American Funds Growth Fund<br>of America  | 1,473,735                  |
| *   | Transamerica Asset Management              | Thornburg Core Growth                     | 76,444                     |
| *   | Transamerica Asset Management              | Franklin Small Cap Value                  | 17,323                     |
|     |                                            |                                           | <u>5,058,251</u>           |
|     | <b>Investment contract</b>                 |                                           |                            |
| *   | Transamerica Life Insurance<br>Company     | Transamerica Stable Value Fund            | 2,075,567                  |
|     | <b>Participant notes receivable</b>        | Interest rates from 4.00% to 9.00%        | <u>562,031</u>             |
|     |                                            |                                           | <u><u>\$ 7,695,849</u></u> |

\* A party-in-interest as defined by ERISA.

*See independent auditors' report*