

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan 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). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
---	---	---

Part I	Annual Report Identification Information		
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 05/21/2010			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☒ the final return/report;	
	☐ an amended return/report;	☒ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☐ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan IPCS WIRELESS 401(K) RETIREMENT PLAN	1b Three-digit plan number (PN) ►	001	
	1c Effective date of plan	07/01/1999	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) IPCS WIRELESS, INC. 6500 SPRINT PARKWAY KSOPHL0312-3A OVERLAND PARK, KS 66251	2b Employer Identification Number (EIN)	36-4268352	
	2c Sponsor's telephone number	913-762-6547	
	2d Business code (see instructions)	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.	10/14/2010	MARK HERMAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") IPCS WIRELESS, INC. 6500 SPRINT PARKWAY KSOPHL0312-3A OVERLAND PARK, KS 66251	3b Administrator's EIN 36-4268352 3c Administrator's telephone number 913-762-6547
---	---

4 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: a Sponsor's name IPCS WIRELESS, INC.	4b EIN 36-4268352 4c PN 001	
5 Total number of participants at the beginning of the plan year	5	576
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

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 2J 2K 2T 3D 3H

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ 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) ☐ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☐ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 05/21/2010		
A Name of plan IPCS WIRELESS 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 IPCS WIRELESS, INC.	D Employer Identification Number (EIN) 36-4268352	

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
FID.INV.INST.OPS.CO.
04-2647786

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

(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 disclosures on eligible indirect compensation

(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 disclosures on eligible indirect compensation

(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 disclosures on eligible indirect compensation

(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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	7863	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

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 (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation ALLNZ CCM CAP AP ADM - BOSTON FINAN 04-2526037 </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.35% </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL </div> <div style="width: 20%; text-align: center;"> (b) Service Codes (see instructions) 60 </div> <div style="width: 20%; text-align: center;"> (c) Enter amount of indirect compensation 0 </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation DAVIS NY VENTURE A - BOSTON FINANCI 04-2526037 </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.40% </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL </div> <div style="width: 20%; text-align: center;"> (b) Service Codes (see instructions) 60 </div> <div style="width: 20%; text-align: center;"> (c) Enter amount of indirect compensation 0 </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation LOOMIS STRAT INC A - BOSTON FINANCI 04-2526037 </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.45% </div> </div>		

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 (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
PIMCO TOT RETURN ADM - BOSTON FINAN 04-2526037	0.25%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (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 (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)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information 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). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 05/21/2010	
A Name of plan IPCS WIRELESS 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 IPCS WIRELESS, INC.	D Employer Identification Number (EIN) 36-4268352

Part I	Asset and Liability Statement
---------------	--------------------------------------

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
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	912129	0
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	376319	0
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	9370859	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	10659307	0

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	10659307	0
---	-----------	----------	---

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: (A) Employers	2a(1)(A)	13700	
(B) Participants	2a(1)(B)	406602	
(C) Others (including rollovers)	2a(1)(C)	1011	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		421313

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	44	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	5351	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		5395

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	30795	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		30795

(3) Rents	2b(3)		
-----------------	--------------	--	--

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

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		55676
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		513179

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3463193	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		3463193
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	8170	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		8170
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3471363

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-2958184
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		7701123

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: KPMG

(2) EIN: 13-5565207

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
a 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 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	
c 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	
d 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	
e Was this plan covered by a fidelity bond?.....	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g 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	
h 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	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j 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	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n 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.		X	

- 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: 0

- 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)
SPRINT NEXTEL 401(K) PLAN	48-0457967	004

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information 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). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 05/21/2010

A Name of plan <u>IPCS WIRELESS 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>IPCS WIRELESS, INC.</u>	D Employer Identification Number (EIN) <u>36-4268352</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 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): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (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)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 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.			
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c 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).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 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?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 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.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (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.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
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.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2010
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:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 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:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

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

a Enter the number of employers who withdrew during the preceding plan year	16a	
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	16b	

- 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): _____



**iPCS WIRELESS
401(k) RETIREMENT PLAN**

Financial Statements and Supplemental Schedule

May 21, 2010 and December 31, 2009 and 2008

(With Independent Auditors' Report Thereon)

**iPCS WIRELESS
401(k) RETIREMENT PLAN**

Table of Contents

	Page
Independent Auditors' Report	1
Financial Statements:	
Statements of Net Assets Available for Benefits as of May 21, 2010 and December 31, 2009 and 2008	3
Statements of Changes in Net Assets Available for Benefits for the period from January 1, 2010 to May 21, 2010 and year ended December 31, 2009	4
Notes to Financial Statements as of May 21, 2010 and December 31, 2009 and 2008	5
Supplemental Schedule:	
Form 5500, Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of May 21, 2010 and December 31, 2009	12

All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.



KPMG LLP
Suite 1000
1000 Walnut Street
Kansas City, MO 64106-2162

Independent Auditors' Report

The Participants and Plan Administrator
iPCS Wireless 401(k) Retirement Plan:

We were engaged to audit the accompanying statements of net assets available for benefits of the iPCS Wireless 401(k) Retirement Plan (the Plan) as of May 21, 2010 and December 31, 2009, and the related statements of changes in net assets available for benefits for the period January 1, 2010 to May 21, 2010 and the year ended December 31, 2009 and the supplemental Schedule H, line 4i – Schedule of Assets (Held At End of Year) as of May 21, 2010 and December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management. The financial statements of the Plan as of December 31, 2008 were audited by other auditors. 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 (ERISA), the Plan Administrator instructed the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by the Trustee. Their report, dated September 29, 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 financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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 information summarized in note 4 to the financial statements, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the 2010 and 2009 financial statements and supplemental schedule. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of and for the period ended May 21, 2010 and the year ended December 31, 2009 that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Because of the significance of the information in the Plan's 2010 and 2009 financial statements and supplemental schedule that we did not audit, we are unable to, and do not, express an opinion on the accompanying 2010 and 2009 financial statements and supplemental schedule taken as a whole. The form and content of the information included in the 2010 and 2009 financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, 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.

KPMG LLP

Kansas City, Missouri
October 14, 2010

**iPCS WIRELESS
401(k) RETIREMENT PLAN**

Statements of Net Assets Available for Benefits

May 21, 2010 and December 31, 2009 and 2008

	<u>2010</u>	<u>2009</u>	<u>2008</u>
Assets:			
Participant-directed investments, at fair value (notes 3 and 4)	\$ —	10,282,988	6,940,010
Loans to participants at amortized cost	—	376,319	354,413
Employer contributions receivable	—	13,700	9,405
Net assets available for benefits	\$ —	10,673,007	7,303,828

See accompanying notes to financial statements.

**iPCS WIRELESS
401(k) RETIREMENT PLAN**

Statements of Changes in Net Assets Available for Benefits

Period from January 1, 2010 to May 21, 2010 and year ended December 31, 2009

	<u>2010</u>	<u>2009</u>
Additions:		
Contributions:		
Participant contributions	\$ 406,602	1,329,842
Employer contributions	—	773,577
Rollover contributions	1,011	122,175
Total contributions	<u>407,613</u>	<u>2,225,594</u>
Investment income:		
Net appreciation in fair value of investments	55,675	2,031,484
Interest and dividend income	36,191	217,831
Net investment income	<u>91,866</u>	<u>2,249,315</u>
Deductions:		
Benefits paid to participants	3,463,193	1,095,680
Transfers out to Sprint Nextel 401(k) Plan	7,701,123	—
Administrative expenses	8,170	10,050
Total deductions	<u>11,172,486</u>	<u>1,105,730</u>
(Decrease) increase in net assets	(10,673,007)	3,369,179
Net assets available for benefits:		
Beginning of year	<u>10,673,007</u>	<u>7,303,828</u>
End of year	\$ <u><u>—</u></u>	<u><u>10,673,007</u></u>

See accompanying notes to financial statements.

**iPCS WIRELESS
401(k) RETIREMENT PLAN**

Notes to Financial Statements

May 21, 2010 and December 31, 2009 and 2008

(1) Description of the Plan

The following description of the iPCS Wireless 401(k) Retirement Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

(a) General

The Plan was a defined contribution plan covering substantially all employees of iPCS Wireless, Inc. (the Company). Employees who had at least three months of service and were 18 years of age or older were eligible to contribute to the Plan on the first day of any month immediately following the service requirement. The Company served as the Plan Administrator and controlled and managed the operation and administration of the Plan through December 3, 2009. The trustee of the Plan was Fidelity Management Trust Company (Fidelity). The Plan was subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

On December 4, 2009, the Company was acquired by Sprint Nextel Corporation (Sprint). Subsequent to the acquisition, Sprint became the Plan Administrator. The Employee Benefits Committee of Sprint on behalf of the Board of Directors of Sprint elected to merge the Plan into the Sprint Nextel 401(k) Plan (Sprint Plan). Effective April 2, 2010, the Plan was frozen to new contributions and participants became eligible to participate in the Sprint Plan. Effective May 21, 2010, the Plan was merged, all Plan assets were transferred to the Sprint Plan, and the Plan was subsequently terminated.

(b) Contributions

Each year, participants could elect to contribute an amount up to 50% of their pretax annual compensation, as defined in the Plan, subject to certain Internal Revenue Code (IRC) limitations. Prior to January 1, 2010, the Company contributed 100% of each participant's contribution up to a maximum of 4% of the participant's compensation contributed to the Plan. The Company also had the discretion to contribute additional amounts. After January 1, 2010, the Company's contribution was entirely discretionary. No such discretionary contributions were made for the period ended May 21, 2010 and year ended December 31, 2009. Participants could also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

(c) Participant Accounts

Individual accounts were maintained for each Plan participant. Each participant's account was credited with the participant's contribution, related Company matching contribution, and allocations of Company discretionary contributions and Plan earnings, and charged with withdrawals and an allocation of Plan losses and administrative expenses. Allocations were based on participant earnings or account balances, as defined. The benefit to which a participant was entitled was the benefit that could be provided from the participant's vested account.

(d) Investments

Participants directed the investment of their contributions into various investment options offered by the Plan. The Plan offered 25 mutual funds as investment options for participants.

**iPCS WIRELESS
401(k) RETIREMENT PLAN**

Notes to Financial Statements

May 21, 2010 and December 31, 2009 and 2008

(e) Vesting

Participants were immediately vested in their entire account balance.

(f) Participant Loans

Participants could borrow from their fund accounts up to the lesser of 50% of their vested account balance or \$50,000 up until the plan merger on May 21, 2010. The minimum amount of any loan was \$1,000. Loan terms were up to five years, except for the purpose of acquiring the participant's primary residence for which the term was up to 10 years. The loans were collateralized by the balance in the participant's account and had an interest rate commensurate with local prevailing rates at the time funds were borrowed as determined by the Plan Administrator. Principal and interest were paid ratably through payroll deductions.

(g) Payment of Benefits

On termination of service, a participant could elect to receive either an amount equal to the value of the participant's vested interest in his or her account in the form of a lump-sum distribution payment or installment distribution. For balances less than \$1,000, the Plan automatically paid out the account balance through lump-sum distributions. In-service withdrawals were permitted in cases of financial hardship, subject to a \$500 minimum.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States (U.S. GAAP).

(b) Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires Plan management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

(c) Risks and Uncertainties

The Plan utilized various mutual funds. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and those changes could materially affect the amounts reported in the financial statements.

(d) Investment and Participant Loan Valuation and Income Recognition

The Plan's investments were stated at fair value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Shares of mutual funds are valued at quoted market

**iPCS WIRELESS
401(k) RETIREMENT PLAN**

Notes to Financial Statements

May 21, 2010 and December 31, 2009 and 2008

prices, which represent the net asset value of shares held by the Plan at period-end. Participant loans were carried at their amortized cost, which approximated fair value.

Purchases and sales of securities were recorded on a trade-date basis. Interest income was recorded on the accrual basis. Dividends were recorded on the ex-dividend date.

Management fees and operating expenses charged to the Plan for investments in the mutual funds were deducted from income earned on a daily basis and were not separately reflected. Consequently, management fees and operating expenses were reflected as a reduction of investment return for such investments.

(e) Administrative Expenses

Administrative expenses of the Plan were paid by the Plan or the Plan Administrator as provided in the Plan document.

(f) Payment of Benefits

Benefit payments to participants were recorded upon distribution. There were no amounts allocated to accounts of persons who had elected to withdraw from the Plan but had not yet been paid at May 21, 2010 and December 31, 2009 and 2008.

(3) Fair Value Measurements

Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value for assets and liabilities, the Plan considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance.

Fair value hierarchy requires the Plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. There are three levels of inputs that are used to measure fair value:

- Quoted prices in active markets for identical assets or liabilities
- Inputs other than quoted prices in active markets for identical assets or liabilities that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, 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
- Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities

**iPCS WIRELESS
401(k) RETIREMENT PLAN**

Notes to Financial Statements

May 21, 2010 and December 31, 2009 and 2008

Investments Measured at Fair Value on a Recurring Basis

Investments measured at fair value on a recurring basis consisted of the following types of instruments as of December 31, 2009:

		2009			
		Fair value measurements using input type			
		Quoted	Observable	Unobservable	Total
Mutual funds	\$	10,282,988	—	—	10,282,988
Total investments measured at fair value	\$	10,282,988	—	—	10,282,988

Investments measured at fair value on a recurring basis consisted of the following types of instruments as of December 31, 2008:

		2008			
		Fair value measurements using input type			
		Quoted	Observable	Unobservable	Total
Mutual funds	\$	6,940,010	—	—	6,940,010
Total investments measured at fair value	\$	6,940,010	—	—	6,940,010

(4) Investments

The Plan's investments were held by the Trustee. All 2010, 2009, and 2008 investment information disclosed in the accompanying financial statements and schedule, including investments held as of December 31, 2009 and 2008, and net appreciation (depreciation) in the fair value of investments, interest, dividends, other investment income, and expenses for the period January 1, 2010 to May 21, 2010 and year ended December 31, 2009 were obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the Trustee. Accordingly, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the investment information certified by the Trustee as complete and accurate, except for comparing such information certified by the Trustee to information included in the Plan's financial statements and the supplemental schedule.

**iPCS WIRELESS
401(k) RETIREMENT PLAN**

Notes to Financial Statements

May 21, 2010 and December 31, 2009 and 2008

The following table presents the Plan investments, including those that represented 5% or more of the Plan's net assets available for benefits as of either December 31, 2009 or December 31, 2008:

	<u>2009</u>	<u>2008</u>
Investments at fair value:		
Fidelity Contrafund	\$ 1,191,228	798,649
Fidelity Freedom 2030 Fund	1,116,371	722,401
PIMCO Total Return Fund	1,108,300	849,476
Fidelity Diversified International Fund	968,743	642,724
Fidelity Retirement Money Market Fund	912,129	705,636
Fidelity Mid-Cap Stock Fund	773,632	477,208
Fidelity Equity Income Fund	679,701	484,265
Fidelity Freedom 2020 Fund	546,225	—
Other investments	2,986,659	2,259,651
Total investments	\$ <u>10,282,988</u>	<u>6,940,010</u>

**iPCS WIRELESS
401(k) RETIREMENT PLAN**

Notes to Financial Statements

May 21, 2010 and December 31, 2009 and 2008

During the period January 1, 2010 to May 21, 2010 and year ended December 31, 2009, the Plan's mutual fund investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	2010	2009
Fidelity Diversified International Fund	\$ (91,638)	233,028
Fidelity Contrafund	(18,570)	280,512
Fidelity Freedom 2030 Fund	(17,860)	233,589
Fidelity Mid-Cap Stock Fund	46,682	266,976
Fidelity Equity Income Fund	16,044	154,669
Fidelity Freedom 2040 Fund	(5,435)	100,316
Fidelity Freedom 2020 Fund	1,103	110,228
Fidelity Value Fund	15,696	110,337
Fidelity Small Cap Independence Fund	22,775	72,614
Allianz CCM Capital Appreciation Fund	2,047	56,963
Fidelity Real Estate Investment Fund	58,135	124,632
Davis New York Venture Fund	(7,332)	70,777
Fidelity Freedom 2010 Fund	1,791	26,156
Spartan U.S. Equity Index Fund	(1,238)	45,529
PIMCO Total Return Fund	31,259	68,356
Fidelity Freedom Income Fund	3,228	21,532
Fidelity Freedom 2035 Fund	(1,635)	12,191
Fidelity Freedom 2025 Fund	1,411	7,257
Fidelity Freedom 2050 Fund	(1,576)	16,177
Fidelity Freedom 2045 Fund	250	8,355
Fidelity Freedom 2000 Fund	270	9,390
Fidelity Freedom 2015 Fund	(418)	(4,491)
Fidelity Freedom 2005 Fund	(21)	475
Loomis Sayles Strategic Income Fund	707	5,916
Net appreciation of investments	\$ <u>55,675</u>	<u>2,031,484</u>

(5) Exempt Party-in-Interest Transactions

Certain Plan investments were shares of mutual funds managed by an affiliate of Fidelity. Fidelity was the Trustee of the Plan, and therefore, these transactions qualified as party-in-interest transactions.

(6) Plan Termination

On December 4, 2009, the Company was acquired by Sprint. Subsequent to the acquisition, Sprint became the Plan Administrator. The Employee Benefits Committee of Sprint on behalf of the Board of Directors of Sprint elected to merge the Plan into the Sprint Plan. Effective April 2, 2010, the Plan was frozen to new contributions and participants became eligible to participate in the Sprint Plan. Effective May 21, 2010, the Plan was merged, all Plan Assets were transferred to the Sprint Plan, and the Plan was subsequently terminated.

**iPCS WIRELESS
401(k) RETIREMENT PLAN**

Notes to Financial Statements

May 21, 2010 and December 31, 2009 and 2008

(7) Federal Income Tax Status

The Plan used a prototype plan document sponsored by Fidelity Management and Research Company. Fidelity Management and Research Company received an opinion letter from the Internal Revenue Service (IRS), dated December 5, 2001, which states that the prototype document satisfies the applicable provisions of the IRC. The Plan itself had not received a determination letter from the IRS. However, the Plan's management believes that the Plan was designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income tax has been included in the Plan's financial statements.

(8) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 as of December 31, 2009 and 2008:

	<u>2009</u>	<u>2008</u>
Net assets available for benefits per the financial statements	\$ 10,673,007	7,303,828
Deduct employer contributions receivable	<u>(13,700)</u>	<u>(9,405)</u>
Net assets available for benefits per Form 5500	<u>\$ 10,659,307</u>	<u>7,294,423</u>

For the year ended December 31, 2009, the following is a reconciliation of contributions per the financial statements to Form 5500:

Total employer contributions per the financial statements	\$ 773,577
Add employer contributions receivable – December 31, 2008	9,405
Deduct employer contributions receivable – December 31, 2009	<u>(13,700)</u>
Total employer contributions per Form 5500	<u>\$ 769,282</u>

For the period January 1, 2010 to May 21, 2010, the following is a reconciliation of contributions per the financial statements to Form 5500:

Total employer contributions per the financial statements	\$ —
Add employer contributions receivable – December 31, 2009	<u>13,700</u>
Total employer contributions per Form 5500	<u>\$ 13,700</u>

(9) Subsequent Events

Subsequent events were evaluated for disclosure through October 14, 2010, the date on which the financial statements were available to be issued.

**iPCS WIRELESS
401(k) RETIREMENT PLAN**

Form 5500, Schedule H, line 4i – Schedule of Assets (Held at End of Year)

May 21, 2010 and December 31, 2009

Identity of issuer, borrower, lessor, or similar party	Description of investments	2010 Current value**	2009 Current value**
Fidelity Investments*	Fidelity Contrafund		
	Mutual Fund; 20,440 shares	\$ —	1,191,228
Fidelity Investments*	Fidelity Equity Income Fund		
	Mutual Fund; 17,366 shares	—	679,701
PIMCO Funds	PIMCO Total Return Fund		
	Mutual Fund; 102,620 shares	—	1,108,300
Allianz Funds	Allianz CCM Capital Appreciation Fund		
	Mutual Fund; 19,589 shares	—	282,664
Fidelity Investments*	Fidelity Value Fund		
	Mutual Fund; 6,246 shares	—	355,625
Davis Funds	Davis New York Venture Fund		
	Mutual Fund; 9,075 shares	—	281,145
Fidelity Investments*	Fidelity Diversified International Fund		
	Mutual Fund; 34,598 shares	—	968,743
Fidelity Investments*	Fidelity Small Cap Independence Fund		
	Mutual Fund; 19,270 shares	—	268,232
Fidelity Investments*	Fidelity Mid-Cap Stock Fund		
	Mutual Fund; 33,033 shares	—	773,632
Fidelity Investments*	Fidelity Freedom Income Fund		
	Mutual Fund; 19,303 shares	—	207,311
Fidelity Investments*	Fidelity Freedom 2010 Fund		
	Mutual Fund; 10,757 shares	—	134,568
Fidelity Investments*	Fidelity Freedom 2020 Fund		
	Mutual Fund; 43,524 shares	—	546,225
Fidelity Investments*	Fidelity Freedom 2030 Fund		
	Mutual Fund; 90,103 shares	—	1,116,371
Fidelity Investments*	Fidelity Retirement Money Market Fund		
	Mutual Fund; 912,129 shares	—	912,129
Fidelity Investments*	Spartan U.S. Equity Index Fund		
	Mutual Fund; 4,426 shares	—	174,518
Fidelity Investments*	Fidelity Freedom 2040 Fund		
	Mutual Fund; 66,170 shares	—	473,778
Fidelity Investments*	Fidelity Real Estate Investment Fund		
	Mutual Fund; 22,021 shares	—	443,934
Fidelity Investments*	Fidelity Freedom 2000 Fund		
	Mutual Fund; 2,311 shares	—	26,227
Fidelity Investments*	Fidelity Freedom 2005 Fund		
	Mutual Fund; 264 shares	—	2,648
Fidelity Investments*	Fidelity Freedom 2015 Fund		
	Mutual Fund; 2,301 shares	—	23,972
Fidelity Investments*	Fidelity Freedom 2025 Fund		
	Mutual Fund; 5,269 shares	—	54,743
Fidelity Investments*	Fidelity Freedom 2035 Fund		
	Mutual Fund; 7,428 shares	—	76,215
Fidelity Investments*	Fidelity Freedom 2045 Fund		
	Mutual Fund; 4,654 shares	—	39,417
Fidelity Investments*	Fidelity Freedom 2050 Fund		
	Mutual Fund; 11,011 shares	—	91,941
Natixis Funds	Loomis Sayles Strategic Income Fund		
	Mutual Fund; 3,603 shares	—	49,721
Various participants*	Participant loans maturing 2010 through 2014 at interest rates ranging from 4.25% to 6.75%	—	376,319
		\$ —	10,659,307

* A party-in-interest to the Plan

** Cost information is not required for participant-directed investments and, therefore, is not included.

See accompanying independent auditors' report.