

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2010</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>	
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 <u>METROPCS WIRELESS, INC. 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/2001</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>07/01/2001</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>07/01/2001</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>METROPCS WIRELESS, INC.</u> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <u>2250 LAKESIDE BLVD.</u> <u>RICHARDSON, TX 75082</u> </div> <div style="width: 45%;"> <u>2250 LAKESIDE BLVD.</u> <u>RICHARDSON, TX 75082</u> </div> </div>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>75-2694973</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>214-265-2550</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>517000</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>75-2694973</u>	2c Sponsor's telephone number <u>214-265-2550</u>	2d Business code (see instructions) <u>517000</u>	
2b Employer Identification Number (EIN) <u>75-2694973</u>					
2c Sponsor's telephone number <u>214-265-2550</u>					
2d Business code (see instructions) <u>517000</u>					

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.	<u>07/28/2011</u>	<u>JUDY PILOTTE</u>
	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

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

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") METROPCS WIRELESS, INC. 2250 LAKESIDE BLVD. RICHARDSON, TX 75082	3b Administrator's EIN 75-2694973 3c Administrator's telephone number 214-265-2550
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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	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	3490
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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	3353
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	118
d Subtotal. Add lines 6a , 6b , and 6c	6d	3471
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	3472
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1650
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	108

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 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
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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 12/31/2010		
A Name of plan METROPCS WIRELESS, INC. 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 METROPCS WIRELESS, INC.	D Employer Identification Number (EIN) 75-2694973	

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

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04-2647786

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

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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	27088	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
(d) Enter name and EIN (address) of source of indirect compensation		
ALLNZ NFJ DIV VAL AD - BOSTON FINAN	0.35%	
04-2526037		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
COL SM CAP VAL II Z - COLUMBIA MGT	0.35%	
04-2838628		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
COL/ACORN INTL Z - COLUMBIA MGT INV	0.35%	
04-2838628		

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		
LOOMIS BOND ADMIN - BOSTON FINANCIA	0.60%	
04-2526037		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
OPPHMR DEV MKTS A - OPPENHEIMERFUND	P.O. BOX 5270 COLORADO, CO 80217	0.45%
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
PIMCO TOT RETURN ADM - BOSTON FINAN	0.25%	
04-2526037		

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.	
PRU/J SMALL CO Z - PRUDENTIAL MUTUA 22-3703799	0.25%	
(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.	
TMPL GLOBAL BOND A - FRANKLIN TEMPL 94-3167260	0.25%	
(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.	
TRP BLUE CHIP GR ADV - T ROWE PRICE 52-1184650	0.40%	

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.	
TRP MID CAP VAL ADV - T ROWE PRICE	0.40%	
52-1184650		
(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.	
WF STABLE RETURN	0.25%	
41-1813702		
(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.	
WFA SM CAP VAL INV - BOSTON FINANCI	0.40%	
04-2526037		

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		

(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.
WF STABLE RETURN 41-1813702	

(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
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(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 12/31/2010		
A Name of plan METROPCS WIRELESS, INC. 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 METROPCS WIRELESS, INC.	D Employer Identification Number (EIN) 75-2694973	

Part I	Asset and Liability Statement
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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)	132738	0
(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)	3224082	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)	755177	1440136
(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)	23117693	38226922
(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	27229690	39667058

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	27229690	39667058
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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)	1029635	
(B) Participants	2a(1)(B)	8210224	
(C) Others (including rollovers)	2a(1)(C)	903811	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		10143670

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	381	
(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)	74036	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		74417

(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)	615772	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		615772

(3) Rents	2b(3)		
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(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)		3827208
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		14661067

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1914519	
(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)		1914519
f Corrective distributions (see instructions)	2f		278124
g Certain deemed distributions of participant loans (see instructions).....	2g		-262
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)	31318	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		31318
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2223699

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		12437368
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

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: TRAVISWOLFF

(2) EIN: 20-8185533

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.).....	☒		30133
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.).....		☒	
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.)		☒	
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.).....		☒	
e Was this plan covered by a fidelity bond?.....	☒		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		☒	
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?		☒	
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?		☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	☒		
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.).....		☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		☒	
l Has the plan failed to provide any benefit when due under the plan?		☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		☒	
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.		☒	

- 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)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

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.
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan <u>METROPCS WIRELESS, INC. 401(K) 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>METROPCS WIRELESS, INC.</u>	D Employer Identification Number (EIN) <u>75-2694973</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.
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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): _____

METROPCS WIRELESS, INC. 401(k) PLAN

Financial Statements
and
Supplemental Schedules
with
Independent Auditors' Report

December 31, 2010 and 2009

METROPCS WIRELESS, INC. 401(k) PLAN

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INDEPENDENT AUDITORS' REPORT

401(k) Committee of the
MetroPCS Wireless, Inc. 401(k) Plan

We were engaged to audit the statements of net assets available for benefits of MetroPCS Wireless, Inc. 401(k) Plan (the Plan) as of December 31, 2010 and 2009, the related statement of changes in net assets available for benefits for the year ended December 31, 2010, and the supplemental schedules as of and for the year ended December 31, 2010. These financial statements and supplemental schedules are the responsibility of the Plan's management.

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, as amended, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Fidelity Management Trust Company (the Trustee), except for comparing the information with the related information included in the financial statements and supplemental schedules. 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 December 31, 2010 and 2009, and for the year ended December 31, 2010, that the information provided to the plan administrator by the Trustee 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 financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, 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, as amended.

Travis Wolff, LLP

July 26, 2011

METROPCS WIRELESS, INC. 401(k) PLAN

Statements of Net Assets Available for Benefits December 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
ASSETS		
Investments, at fair value:		
Money market accounts	\$ -	\$ 3,224,082
Stable value funds	3,622,963	-
Bond funds	3,563,153	1,978,402
Mutual funds	31,040,806	21,139,291
Total investments	38,226,922	26,341,775
Participant loans receivable	1,440,136	755,177
Employee contributions receivable	137,992	132,738
Total assets	39,805,050	27,229,690
LIABILITIES		
Excess contributions payable (Note 9)	272,606	215,534
Net assets available for benefits	\$ 39,532,444	\$ 27,014,156

See accompanying notes to financial statements.

METROPCS WIRELESS, INC. 401(k) PLAN

Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2010

Additions:

Investment income:

Interest and dividend income	\$ 615,402
Net appreciation in fair value of investment:	<u>3,827,210</u>

Total investment income	4,442,612
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Employer contributions	1,167,627
Participants' contributions	8,210,975
Participants' rollovers	903,811
Interest income on participant loans receivable	<u>74,094</u>

Total additions	14,799,119
-----------------	------------

Deductions:

Benefits paid to or on behalf of participants	1,976,907
Corrective distributions	272,606
Administrative expenses	<u>31,318</u>

Total deductions	<u>2,280,831</u>
------------------	------------------

Net increase in net assets available for benefits	12,518,288
--	------------

Net assets available for benefits, beginning of year	<u>27,014,156</u>
---	-------------------

Net assets available for benefits, end of year	<u><u>\$ 39,532,444</u></u>
---	-----------------------------

See accompanying notes to financial statements.

METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements
December 31, 2010 and 2009

Note 1 - Description of Plan

The following description of the MetroPCS Wireless, Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement or Summary Plan Description (SPD) for a complete description of the Plan's provisions.

General

The Plan is a defined contribution 401(k) plan covering substantially all employees of MetroPCS Wireless, Inc. (the Company, Employer or Plan Sponsor). The Plan is designed to comply with the Employee Retirement Income Security Act of 1974, as amended (ERISA), and the Internal Revenue Code (IRC). In addition, the financial statements have been prepared in compliance with ERISA. The Plan is exposed to credit risk in the event of default by the financial institutions or issuer of the investments to the extent of the amounts recorded on the statements of net assets available for benefits.

Eligibility

All employees of the Company who have attained the age of 21, have completed at least three months of service, and are a full-time or part-time employee are eligible to participate in the Plan.

Contributions

Participants may elect to defer up to 60% of their annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. Each participant may elect to change the percentage of compensation deferred and investment options daily. The Employer may also make discretionary contributions to the Plan as determined by its board of directors. The Employer contributed \$1,167,627 to the Plan during the year ended December 31, 2010.

Participants' accounts

Each participant's account is credited with the participant's contributions, an allocation of the Employer's contributions, if any, plan earnings (losses) and charged with an allocation of certain administrative expenses. Allocations of plan earnings or losses are based on a participant's account balance in each investment option as a percentage of the total of participants' account balances in such investment option and the allocation of forfeitures is based on the participant's compensation as a percent of the total participants' compensation. Investment return is allocated daily.

METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements
December 31, 2010 and 2009

Note 1 - Description of Plan - (Continued)

Vesting

Participants are immediately vested in their voluntary contributions and any income or loss thereon. Effective January 1, 2009, participants vest in Employer contributions at the rate of 25% for each year of service and 100% after four years.

Payment of benefits

The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance. On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount or receive installments over a specified period of time. The Cash Out Provision of the Plan allows the Plan, upon termination of employment, to distribute vested account balances of less than \$5,000 without the participant's consent. Account balances exceeding \$1,000 may be distributed to an Individual Retirement Account or Annuity (IRA) for the benefit of the participant. Account balances less than \$1,000 may be distributed as a lump sum distribution.

Forfeitures

Amounts that are forfeited as nonvested will be used first to reduce administrative expenses and then to reduce employer contributions. Forfeitures for the year ended December 31, 2010 were approximately \$34,000. At December 31, 2010 and 2009, the unallocated forfeiture balances were approximately \$29,000 and \$5,400, respectively.

Participant loans receivable

Participants may borrow from their fund accounts an amount between \$1,000 and the lesser of \$50,000 or 50% of their vested account balance. A participant may only have one loan outstanding at anytime. Loan terms may not exceed five years unless it is for a primary residence, in which case the maximum term is 10 years. The loans are collateralized by the balance in the participant's account and bear interest at a rate determined by the Plan administrator, generally at prevailing market rates. Principal and interest are paid ratably, on at least a quarterly basis through payroll deductions.

Administrative expenses

Administrative expenses are generally paid by the Employer. However, the Plan may pay transaction fees which are allocated to the specific participants initiating the transaction.

METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements
December 31, 2010 and 2009

Note 2 - Summary of Significant Accounting Policies

Basis of accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets during the reporting period. Actual results could differ from those estimates. See Note 4 for discussion of significant estimates used to measure fair value of investments.

Risks and uncertainties

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

Investments valuation and income recognition

Investments of the Plan are stated at fair value as defined in Note 4. Purchases and sales of investments are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The stable value investment fund is made up of a pool of short-term bonds that are combined in the Custodian's general account to yield a fixed rate of return. The average rate of return was 2.76% for the year ended December 31, 2010. This return is not guaranteed and is adjusted on a monthly basis. Investments in the stable value fund are reported at fair value which is also contract value.

Payment of benefits

Benefits paid to participants are recorded as a reduction of net assets available for benefits when paid.

METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements
December 31, 2010 and 2009

Note 2 - Summary of Significant Accounting Policies - (Continued)

Fair Value Measurements

Fair value is defined as the price that would be received for an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. GAAP also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Three levels of inputs may be used to measure fair value:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices 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: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

An asset or liability's classification within the fair value hierarchy is based on the lowest level of significant input to its valuation.

Fair value estimates are made at a specific point in time and the methods described may produce a fair value calculation that may not be indicative of the net realizable value or reflective of future fair value. 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 different fair value measurements at the reporting date.

Note 3 - Related Party Transactions

Parties-in-interest are defined under Department of Labor Regulations as any fiduciary of the Plan, any party rendering services to the Plan, the Employer, and certain others. Certain Plan investments are shares of mutual funds managed by Fidelity Investments (an affiliate of Fidelity Management Trust Company, or the Trustee) and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Company on behalf of the Plan for the investment management services amounted to \$61,230 for the year ended December 31, 2010.

METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements
December 31, 2010 and 2009

Note 4 - Fair Value Measurements

At December 31, 2010, Plan investments are held in mutual funds and a common collective trust. Fair value is measured at the net asset value of shares held by the Plan at year-end. The following tables present the Plan's fair value hierarchy by asset class for those assets measured at fair value as of December 31, 2010 and 2009:

Description	Assets Measured at Fair Value at 12/31/10	Fair Value Measurements at 12/31/10		
		Level 1	Level 2	Level 3
Stable value funds	\$ 3,622,963	\$ -	\$ -	\$ 3,622,963
Bond funds	3,563,153	3,563,153	-	-
Mutual funds	31,040,806	31,040,806	-	-
	<u>\$ 38,226,922</u>	<u>\$ 34,603,959</u>	<u>\$ -</u>	<u>\$ 3,622,963</u>

Description	Assets Measured at Fair Value at 12/31/09	Fair Value Measurements at 12/31/09		
		Level 1	Level 2	Level 3
Money market accounts	\$ 3,224,082	\$ 3,224,082	\$ -	\$ -
Bond funds	1,978,402	1,978,402	-	-
Mutual funds	21,139,291	21,139,291	-	-
	<u>\$ 26,341,775</u>	<u>\$ 26,341,775</u>	<u>\$ -</u>	<u>\$ -</u>

METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements
December 31, 2010 and 2009

Note 4 - Fair Value Measurements - (Continued)

The following table presents a reconciliation of Level 3 assets measured at fair value for the year ended December 31, 2010:

	2010
Beginning balance as of January 1,	\$ -
Interest and earnings	36,167
Purchases, issuances, settlements	3,586,796
Ending balance as of December 31,	\$ 3,622,963

Note 5 - Investments

The following presents investments that represent 5% or more of the Plan's net assets at December 31:

	2010	2009
Investments at fair value:		
Fidelity Retirement Money Market	\$ *	\$ 3,224,082
Fidelity Growth Company	4,403,387	2,599,167
Fidelity Contrafund	4,003,395	1,913,831
Wells Fargo Stable Return Fund	3,622,963	*
PIMCO Total Return Fund	3,139,729	1,888,323
Fidelity Diversified International	3,096,796	1,715,331
Fidelity Mid-Cap Stock	2,106,397	1,499,472
Fidelity Low Priced Stock	2,069,541	1,459,140

*Represents less than 5% of net assets at the period presented.

METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements
December 31, 2010 and 2009

Note 6 - Information Certified by the Plan's Trustee (Unaudited)

The Plan administrator has elected the method of annual reporting permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such electives, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by the Trustee except for comparing such information certified by the Trustee to information included in the Plan's financial statements and supplemental schedules. The Trustee has certified that the following data, included in the accompanying financial statements and supplemental schedules, is complete and accurate at December 31, 2010 and 2009 and for the year ended December 31, 2010.

	<u>2010</u>	<u>2009</u>
Investments at fair value:		
Money market accounts	\$ -	\$ 3,224,082
Stable value funds	3,622,963	-
Bond funds	3,563,153	1,978,402
Mutual funds	31,040,806	21,139,291
	<u>38,226,922</u>	<u>26,341,775</u>
Participant loans receivable	<u>1,440,136</u>	<u>755,177</u>
	<u>\$ 39,667,058</u>	<u>\$ 27,096,952</u>
	<u>Year Ended</u>	
	<u>December 31,</u>	
	<u>2010</u>	
Interest and dividend income	\$ 615,402	
Net appreciation in fair value of investments	3,827,210	
Interest income on participant loans receivable	74,094	
	<u>\$ 4,516,706</u>	

METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements
December 31, 2010 and 2009

Note 7 - Plan Termination

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants' accounts would become fully vested and nonforfeitable.

Note 8 - Income Tax Status and Plan Amendment

Effective October 15, 2009, the Employer amended the Plan and adopted the Volume Submitter Plan sponsored by Fidelity Management & Research Company which had previously received an opinion letter from the Internal Revenue Service dated March 31, 2008, that states that the Volume Submitter Plan, as then designed, qualifies under section 401(a) of the IRC. The Plan has not received a determination letter specific to the Plan itself; however, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Note 9 - Excess Contributions Payable

The excess contributions payable of \$272,606 and \$215,534 as of December 31, 2010 and 2009, respectively, relate to amounts payable to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan.

Note 10 - Prohibited Transactions

During the year ended December 31, 2010, the Employer did not remit certain salary deferrals within the time period required and the Employer corrected this oversight by remitting an amount which represents a rate of return equal to the higher of the applicable federal rate or equal to the best performing investment option to cover the period of time for which these remittances were late.

METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements
December 31, 2010 and 2009

Note 11 - 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 at December 31:

	<u>2010</u>	<u>2009</u>
Net assets available for benefits per the financial statements	\$ 39,532,444	\$ 27,014,156
Add: excess contributions payable	272,606	215,534
Less: employee contributions receivable	<u>(137,992)</u>	<u>-</u>
Net assets available for benefits per the Form 5500	<u>\$ 39,667,058</u>	<u>\$ 27,229,690</u>

The following is a reconciliation of changes in net assets available for benefits per the financial statements to Form 5500 for the year ended December 31, 2010:

Net increase in net assets available for benefits per the financial statements	\$ 12,518,288
Add: excess contributions payable at the end of the year	272,606
Less: excess contributions payable at the beginning of the year	(215,534)
Less: employee contributions receivable	<u>(137,992)</u>
Net increase in net assets available for benefits per the Form 5500	<u>\$ 12,437,368</u>

Note 12 – Subsequent Events

The Plan Administrator evaluated all events or transactions that occurred after December 31, 2010 through July 26, 2011, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

METROPCS WIRELESS, INC. 401(k) PLAN

Form 5500 - Schedule H - Line 4i Schedule of Assets Held at End of Year December 31, 2010

EIN: 75-2694973

PN: 001

(a)	(b)	(c)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Current value
	Stable Value Funds:		
	Wells Fargo Stable Return Fund	79,468.372 Units	\$ 3,622,963
	Total Stable Value Funds		3,622,963
	Bond Funds:		
	PIMCO Total Return Fund	289,375.985 Units	3,139,729
	Loomis Sayles Bond Fund	21,206.815 Units	300,713
	Templeton Global Bond A	9,029.527 Units	122,711
	Total Bond Funds		3,563,153
	Mutual Funds:		
*	Fidelity Fund	17,668.132 Units	568,030
*	Fidelity Puritan	36,475.313 Units	653,273
*	Fidelity Contrafund	59,108.155 Units	4,003,395
*	Fidelity Growth Company	52,957.147 Units	4,403,387
*	Fidelity Real Estate Investments	32,993.870 Units	847,613
*	Fidelity Low Priced Stock	53,922.394 Units	2,069,541
*	Fidelity Diversified International	102,712.980 Units	3,096,796
*	Fidelity Mid-Cap Stock	73,012.025 Units	2,106,397
*	Fidelity Freedom Income	20,665.404 Units	233,106
*	Fidelity Freedom 2000	23,328.618 Units	278,544
*	Fidelity Freedom 2005	2,003.288 Units	21,656
*	Fidelity Freedom 2010	29,891.704 Units	406,228
*	Fidelity Freedom 2015	27,516.107 Units	312,033
*	Fidelity Freedom 2020	70,433.651 Units	971,280
*	Fidelity Freedom 2025	73,729.429 Units	849,363
*	Fidelity Freedom 2030	97,725.317 Units	1,345,678
*	Fidelity Freedom 2035	94,166.085 Units	1,080,085
*	Fidelity Freedom 2040	117,489.838 Units	941,094
*	Fidelity Freedom 2045	43,235.212 Units	410,302
*	Fidelity Freedom 2050	25,530.111 Units	239,472
*	Spartan Total Market Index	36,988.692 Units	1,347,498
*	Spartan Extended Market Index	6,473.305 Units	247,086
	T. Rowe Price Mid Cap Value	50,550.788 Units	1,193,504
	Columbia Acorn International Fund	13,348.592 Units	546,224
	Columbia Small Cap Value II	13,044.963 Units	179,499
	Oppenheimer Developing Markets Fund A	9,855.946 Units	359,446
	Wells Fargo Small Cap Value	37,190.256 Units	1,211,287
	Allianz NFJ Dividend Value Fund	95,975.118 Units	1,100,835
	Prudential Jennison Small Company Z	856.747 Units	18,154
	Total Mutual Funds		31,040,806
*	Participant Loans Receivable	Variable Interest 5.25% (prime + 2%)	1,440,136
			\$ 39,667,058

Column (d) Cost is not required since all investments are directed by participants.

* Party-in-interest

See independent auditors' report.

METROPCS WIRELESS, INC. 401(k) PLAN

Form 5500 - Schedule H - Line 4a
Schedule of Delinquent Participant Contributions
Year Ended December 31, 2010

EIN: 75-2694973

PN: 001

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Correct Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included <u>X</u>	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 30,133</u>	<u>\$ -</u>

See independent auditors' report.

METROPCS WIRELESS, INC. 401(k) PLAN

Financial Statements
and
Supplemental Schedules
with
Independent Auditors' Report

December 31, 2010 and 2009

METROPCS WIRELESS, INC. 401(k) PLAN

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INDEPENDENT AUDITORS' REPORT

401(k) Committee of the
MetroPCS Wireless, Inc. 401(k) Plan

We were engaged to audit the statements of net assets available for benefits of MetroPCS Wireless, Inc. 401(k) Plan (the Plan) as of December 31, 2010 and 2009, the related statement of changes in net assets available for benefits for the year ended December 31, 2010, and the supplemental schedules as of and for the year ended December 31, 2010. These financial statements and supplemental schedules are the responsibility of the Plan's management.

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, as amended, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Fidelity Management Trust Company (the Trustee), except for comparing the information with the related information included in the financial statements and supplemental schedules. 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 December 31, 2010 and 2009, and for the year ended December 31, 2010, that the information provided to the plan administrator by the Trustee 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 financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, 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, as amended.

Travis Wolff, LLP

July 26, 2011

METROPCS WIRELESS, INC. 401(k) PLAN

Statements of Net Assets Available for Benefits December 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
ASSETS		
Investments, at fair value:		
Money market accounts	\$ -	\$ 3,224,082
Stable value funds	3,622,963	-
Bond funds	3,563,153	1,978,402
Mutual funds	31,040,806	21,139,291
Total investments	38,226,922	26,341,775
Participant loans receivable	1,440,136	755,177
Employee contributions receivable	137,992	132,738
Total assets	39,805,050	27,229,690
LIABILITIES		
Excess contributions payable (Note 9)	272,606	215,534
Net assets available for benefits	\$ 39,532,444	\$ 27,014,156

See accompanying notes to financial statements.

METROPCS WIRELESS, INC. 401(k) PLAN

Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2010

Additions:

Investment income:

Interest and dividend income	\$ 615,402
Net appreciation in fair value of investment:	<u>3,827,210</u>

Total investment income	4,442,612
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Employer contributions	1,167,627
Participants' contributions	8,210,975
Participants' rollovers	903,811
Interest income on participant loans receivable	<u>74,094</u>

Total additions	14,799,119
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Deductions:

Benefits paid to or on behalf of participants	1,976,907
Corrective distributions	272,606
Administrative expenses	<u>31,318</u>

Total deductions	<u>2,280,831</u>
------------------	------------------

Net increase in net assets available for benefits	12,518,288
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Net assets available for benefits, beginning of year	<u>27,014,156</u>
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Net assets available for benefits, end of year	<u><u>\$ 39,532,444</u></u>
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See accompanying notes to financial statements.

METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements
December 31, 2010 and 2009

Note 1 - Description of Plan

The following description of the MetroPCS Wireless, Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement or Summary Plan Description (SPD) for a complete description of the Plan's provisions.

General

The Plan is a defined contribution 401(k) plan covering substantially all employees of MetroPCS Wireless, Inc. (the Company, Employer or Plan Sponsor). The Plan is designed to comply with the Employee Retirement Income Security Act of 1974, as amended (ERISA), and the Internal Revenue Code (IRC). In addition, the financial statements have been prepared in compliance with ERISA. The Plan is exposed to credit risk in the event of default by the financial institutions or issuer of the investments to the extent of the amounts recorded on the statements of net assets available for benefits.

Eligibility

All employees of the Company who have attained the age of 21, have completed at least three months of service, and are a full-time or part-time employee are eligible to participate in the Plan.

Contributions

Participants may elect to defer up to 60% of their annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. Each participant may elect to change the percentage of compensation deferred and investment options daily. The Employer may also make discretionary contributions to the Plan as determined by its board of directors. The Employer contributed \$1,167,627 to the Plan during the year ended December 31, 2010.

Participants' accounts

Each participant's account is credited with the participant's contributions, an allocation of the Employer's contributions, if any, plan earnings (losses) and charged with an allocation of certain administrative expenses. Allocations of plan earnings or losses are based on a participant's account balance in each investment option as a percentage of the total of participants' account balances in such investment option and the allocation of forfeitures is based on the participant's compensation as a percent of the total participants' compensation. Investment return is allocated daily.

METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements
December 31, 2010 and 2009

Note 1 - Description of Plan - (Continued)

Vesting

Participants are immediately vested in their voluntary contributions and any income or loss thereon. Effective January 1, 2009, participants vest in Employer contributions at the rate of 25% for each year of service and 100% after four years.

Payment of benefits

The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance. On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount or receive installments over a specified period of time. The Cash Out Provision of the Plan allows the Plan, upon termination of employment, to distribute vested account balances of less than \$5,000 without the participant's consent. Account balances exceeding \$1,000 may be distributed to an Individual Retirement Account or Annuity (IRA) for the benefit of the participant. Account balances less than \$1,000 may be distributed as a lump sum distribution.

Forfeitures

Amounts that are forfeited as nonvested will be used first to reduce administrative expenses and then to reduce employer contributions. Forfeitures for the year ended December 31, 2010 were approximately \$34,000. At December 31, 2010 and 2009, the unallocated forfeiture balances were approximately \$29,000 and \$5,400, respectively.

Participant loans receivable

Participants may borrow from their fund accounts an amount between \$1,000 and the lesser of \$50,000 or 50% of their vested account balance. A participant may only have one loan outstanding at anytime. Loan terms may not exceed five years unless it is for a primary residence, in which case the maximum term is 10 years. The loans are collateralized by the balance in the participant's account and bear interest at a rate determined by the Plan administrator, generally at prevailing market rates. Principal and interest are paid ratably, on at least a quarterly basis through payroll deductions.

Administrative expenses

Administrative expenses are generally paid by the Employer. However, the Plan may pay transaction fees which are allocated to the specific participants initiating the transaction.

METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements
December 31, 2010 and 2009

Note 2 - Summary of Significant Accounting Policies

Basis of accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets during the reporting period. Actual results could differ from those estimates. See Note 4 for discussion of significant estimates used to measure fair value of investments.

Risks and uncertainties

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

Investments valuation and income recognition

Investments of the Plan are stated at fair value as defined in Note 4. Purchases and sales of investments are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The stable value investment fund is made up of a pool of short-term bonds that are combined in the Custodian's general account to yield a fixed rate of return. The average rate of return was 2.76% for the year ended December 31, 2010. This return is not guaranteed and is adjusted on a monthly basis. Investments in the stable value fund are reported at fair value which is also contract value.

Payment of benefits

Benefits paid to participants are recorded as a reduction of net assets available for benefits when paid.

METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements
December 31, 2010 and 2009

Note 2 - Summary of Significant Accounting Policies - (Continued)

Fair Value Measurements

Fair value is defined as the price that would be received for an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. GAAP also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Three levels of inputs may be used to measure fair value:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices 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: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

An asset or liability's classification within the fair value hierarchy is based on the lowest level of significant input to its valuation.

Fair value estimates are made at a specific point in time and the methods described may produce a fair value calculation that may not be indicative of the net realizable value or reflective of future fair value. 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 different fair value measurements at the reporting date.

Note 3 - Related Party Transactions

Parties-in-interest are defined under Department of Labor Regulations as any fiduciary of the Plan, any party rendering services to the Plan, the Employer, and certain others. Certain Plan investments are shares of mutual funds managed by Fidelity Investments (an affiliate of Fidelity Management Trust Company, or the Trustee) and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Company on behalf of the Plan for the investment management services amounted to \$61,230 for the year ended December 31, 2010.

METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements
December 31, 2010 and 2009

Note 4 - Fair Value Measurements

At December 31, 2010, Plan investments are held in mutual funds and a common collective trust. Fair value is measured at the net asset value of shares held by the Plan at year-end. The following tables present the Plan's fair value hierarchy by asset class for those assets measured at fair value as of December 31, 2010 and 2009:

		<u>Fair Value Measurements at 12/31/10</u>		
	Assets Measured at Fair Value at			
<u>Description</u>	<u>12/31/10</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Stable value funds	\$ 3,622,963	\$ -	\$ -	\$ 3,622,963
Bond funds	3,563,153	3,563,153	-	-
Mutual funds	31,040,806	31,040,806	-	-
	<u>\$ 38,226,922</u>	<u>\$ 34,603,959</u>	<u>\$ -</u>	<u>\$ 3,622,963</u>

		<u>Fair Value Measurements at 12/31/09</u>		
	Assets Measured at Fair Value at			
<u>Description</u>	<u>12/31/09</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Money market accounts	\$ 3,224,082	\$ 3,224,082	\$ -	\$ -
Bond funds	1,978,402	1,978,402	-	-
Mutual funds	21,139,291	21,139,291	-	-
	<u>\$ 26,341,775</u>	<u>\$ 26,341,775</u>	<u>\$ -</u>	<u>\$ -</u>

METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements
December 31, 2010 and 2009

Note 4 - Fair Value Measurements - (Continued)

The following table presents a reconciliation of Level 3 assets measured at fair value for the year ended December 31, 2010:

	2010
Beginning balance as of January 1,	\$ -
Interest and earnings	36,167
Purchases, issuances, settlements	3,586,796
Ending balance as of December 31,	\$ 3,622,963

Note 5 - Investments

The following presents investments that represent 5% or more of the Plan's net assets at December 31:

	2010	2009
Investments at fair value:		
Fidelity Retirement Money Market	\$ *	\$ 3,224,082
Fidelity Growth Company	4,403,387	2,599,167
Fidelity Contrafund	4,003,395	1,913,831
Wells Fargo Stable Return Fund	3,622,963	*
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*Represents less than 5% of net assets at the period presented.

METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements
December 31, 2010 and 2009

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The Plan administrator has elected the method of annual reporting permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such electives, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by the Trustee except for comparing such information certified by the Trustee to information included in the Plan's financial statements and supplemental schedules. The Trustee has certified that the following data, included in the accompanying financial statements and supplemental schedules, is complete and accurate at December 31, 2010 and 2009 and for the year ended December 31, 2010.

	<u>2010</u>	<u>2009</u>
Investments at fair value:		
Money market accounts	\$ -	\$ 3,224,082
Stable value funds	3,622,963	-
Bond funds	3,563,153	1,978,402
Mutual funds	31,040,806	21,139,291
	<u>38,226,922</u>	<u>26,341,775</u>
Participant loans receivable	<u>1,440,136</u>	<u>755,177</u>
	<u>\$ 39,667,058</u>	<u>\$ 27,096,952</u>
	<u>Year Ended</u>	
	<u>December 31,</u>	
	<u>2010</u>	
Interest and dividend income	\$ 615,402	
Net appreciation in fair value of investments	3,827,210	
Interest income on participant loans receivable	74,094	
	<u>\$ 4,516,706</u>	

METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements
December 31, 2010 and 2009

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Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants' accounts would become fully vested and nonforfeitable.

Note 8 - Income Tax Status and Plan Amendment

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Note 9 - Excess Contributions Payable

The excess contributions payable of \$272,606 and \$215,534 as of December 31, 2010 and 2009, respectively, relate to amounts payable to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan.

Note 10 - Prohibited Transactions

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METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements
December 31, 2010 and 2009

Note 11 - 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 at December 31:

	<u>2010</u>	<u>2009</u>
Net assets available for benefits per the financial statements	\$ 39,532,444	\$ 27,014,156
Add: excess contributions payable	272,606	215,534
Less: employee contributions receivable	<u>(137,992)</u>	<u>-</u>
Net assets available for benefits per the Form 5500	<u>\$ 39,667,058</u>	<u>\$ 27,229,690</u>

The following is a reconciliation of changes in net assets available for benefits per the financial statements to Form 5500 for the year ended December 31, 2010:

Net increase in net assets available for benefits per the financial statements	\$ 12,518,288
Add: excess contributions payable at the end of the year	272,606
Less: excess contributions payable at the beginning of the year	(215,534)
Less: employee contributions receivable	<u>(137,992)</u>
Net increase in net assets available for benefits per the Form 5500	<u>\$ 12,437,368</u>

Note 12 – Subsequent Events

The Plan Administrator evaluated all events or transactions that occurred after December 31, 2010 through July 26, 2011, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

METROPCS WIRELESS, INC. 401(k) PLAN

Form 5500 - Schedule H - Line 4i Schedule of Assets Held at End of Year December 31, 2010

EIN: 75-2694973

PN: 001

(a)	(b)	(c)	(e)
Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value		Current value
Stable Value Funds:			
Wells Fargo Stable Return Fund	79,468.372	Units	\$ 3,622,963
Total Stable Value Funds			3,622,963
Bond Funds:			
PIMCO Total Return Fund	289,375.985	Units	3,139,729
Loomis Sayles Bond Fund	21,206.815	Units	300,713
Templeton Global Bond A	9,029.527	Units	122,711
Total Bond Funds			3,563,153
Mutual Funds:			
* Fidelity Fund	17,668.132	Units	568,030
* Fidelity Puritan	36,475.313	Units	653,273
* Fidelity Contrafund	59,108.155	Units	4,003,395
* Fidelity Growth Company	52,957.147	Units	4,403,387
* Fidelity Real Estate Investments	32,993.870	Units	847,613
* Fidelity Low Priced Stock	53,922.394	Units	2,069,541
* Fidelity Diversified International	102,712.980	Units	3,096,796
* Fidelity Mid-Cap Stock	73,012.025	Units	2,106,397
* Fidelity Freedom Income	20,665.404	Units	233,106
* Fidelity Freedom 2000	23,328.618	Units	278,544
* Fidelity Freedom 2005	2,003.288	Units	21,656
* Fidelity Freedom 2010	29,891.704	Units	406,228
* Fidelity Freedom 2015	27,516.107	Units	312,033
* Fidelity Freedom 2020	70,433.651	Units	971,280
* Fidelity Freedom 2025	73,729.429	Units	849,363
* Fidelity Freedom 2030	97,725.317	Units	1,345,678
* Fidelity Freedom 2035	94,166.085	Units	1,080,085
* Fidelity Freedom 2040	117,489.838	Units	941,094
* Fidelity Freedom 2045	43,235.212	Units	410,302
* Fidelity Freedom 2050	25,530.111	Units	239,472
* Spartan Total Market Index	36,988.692	Units	1,347,498
* Spartan Extended Market Index	6,473.305	Units	247,086
T. Rowe Price Mid Cap Value	50,550.788	Units	1,193,504
Columbia Acorn International Fund	13,348.592	Units	546,224
Columbia Small Cap Value II	13,044.963	Units	179,499
Oppenheimer Developing Markets Fund A	9,855.946	Units	359,446
Wells Fargo Small Cap Value	37,190.256	Units	1,211,287
Allianz NFJ Dividend Value Fund	95,975.118	Units	1,100,835
Prudential Jennison Small Company Z	856.747	Units	18,154
Total Mutual Funds			31,040,806
* Participant Loans Receivable	Variable Interest 5.25% (prime + 2%)		1,440,136
			\$ 39,667,058

Column (d) Cost is not required since all investments are directed by participants.

* Party-in-interest

See independent auditors' report.

METROPCS WIRELESS, INC. 401(k) PLAN

Form 5500 - Schedule H - Line 4a
Schedule of Delinquent Participant Contributions
Year Ended December 31, 2010

EIN: 75-2694973

PN: 001

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Correct Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included <u>X</u>	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 30,133</u>	<u>\$ -</u>

See independent auditors' report.