

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: 1.5em; 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>T-MOBILE PUERTO RICO 1165E 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>05/01/1999</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>05/01/1999</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>05/01/1999</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>T-MOBILE USA, INC.</u> <u>12920 SE 38TH STREET</u> <u>BELLEVUE, WA 98006</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>91-1983600</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>425-383-4584</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>517000</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>91-1983600</u>	2c Sponsor's telephone number <u>425-383-4584</u>	2d Business code (see instructions) <u>517000</u>	
2b Employer Identification Number (EIN) <u>91-1983600</u>					
2c Sponsor's telephone number <u>425-383-4584</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.	10/12/2011	TINA COREA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2011	BRUCE O'NEEL
	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") T-MOBILE USA, INC. 12920 SE 38TH STREET BELLEVUE, WA 98006	3b Administrator's EIN 91-1983600 3c Administrator's telephone number 425-383-4584
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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	525
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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	486
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	82
d Subtotal. Add lines 6a , 6b , and 6c	6d	568
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	568
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	458
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	9

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:
 2E 2F 2G 3C

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

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) ☒ ¹ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☒ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

<div>SCHEDULE A (Form 5500) <div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>	<div>Insurance Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> <div>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</div>	<div>OMB No. 1210-0110</div> <div>2010</div> <div>This Form is Open to Public Inspection</div>
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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 T-MOBILE PUERTO RICO 1165E PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500. T-MOBILE USA, INC.	D Employer Identification Number (EIN) 91-1983600	

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

(a) Name of insurance carrier
TRANSAMERICA LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
39-0989781	86231	987178	568	01/01/2010	12/31/2010

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

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

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

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

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

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

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

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

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

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
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(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end **4** 2242813**5** Current value of plan's interest under this contract in separate accounts at year end **5** 6384139**6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee(3) ☐ guaranteed investment (4) ☐ other ▶**b** Balance at the end of the previous year **7b** 2075567**c** Additions: (1) Contributions deposited during the year **7c(1)** 297583(2) Dividends and credits **7c(2)**(3) Interest credited during the year **7c(3)** 60960(4) Transferred from separate account **7c(4)** 229031(5) Other (specify below) **7c(5)** 99205

▶ MISC. DEPOSIT

(6) Total additions **7c(6)** 686779**d** Total of balance and additions (add **b** and **c(6)**). **7d** 2762346**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)**(2) Administration charge made by carrier **7e(2)** 1068(3) Transferred to separate account **7e(3)** 192226(4) Other (specify below) **7e(4)** 326239

▶ NEG CONT WITHDRAWAL

(5) Total deductions **7e(5)** 519533**f** Balance at the end of the current year (subtract **e(5)** from **d**) **7f** 2242813

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

Part I

Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

CARIBBEAN PENSION CONSULTANTS

1900 NW CORPORATE BLVD
WEST TOWER, SUITE 400
BOCA RATON, FL 33431

(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	N/A	6560	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 ☐

(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
(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.	
(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

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

a Name:	EISNER AMPER LLP	b EIN:	13-1639826
c Position:	AUDIT FIRM		
d Address:	101 WEST AVENUE JENKINTOWN, PA 19046-0458	e Telephone:	610-731-6720

Explanation: CONSOLIDATION OF VENDORS

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 D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information <p style="text-align: center;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center;">▶ File as an attachment to Form 5500.</p>	<small>OMB No. 1210-0110</small> <hr/> <p style="text-align: center; font-size: 1.2em;">2010</p> <hr/> <p style="text-align: center;">This Form is Open to Public Inspection.</p>
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan T-MOBILE PUERTO RICO 1165E PLAN	B Three-digit plan number (PN) ▶	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 T-MOBILE USA, INC.	D Employer Identification Number (EIN) 91-1983600	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)		
a Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA BALANCED RET OPT		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-119	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 127817
a Name of MTIA, CCT, PSA, or 103-12 IE: TEMPLETON FOREIGN RET OPT		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-142	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 133669
a Name of MTIA, CCT, PSA, or 103-12 IE: LOOMIS SALES BOND RET OPT		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-150	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 414851
a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY ADVISOR EQUITY INCOME INV		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-185	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 763179
a Name of MTIA, CCT, PSA, or 103-12 IE: DIVERSIFIED INVESTORS MID CAP VALUE		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-427	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 248125
a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY ADVISOR SMALL CAP INV OPT		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-445	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 385907
a Name of MTIA, CCT, PSA, or 103-12 IE: DIVERSIFIED INVESTORS STOCK INDEX		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-003	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 679684

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS GROWTH FUNDS OF AMER		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-015	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1746918

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2035 RET		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-050	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 364543

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2045 RET		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-051	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 50991

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2005 RET		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-047	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 169349

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2015 RET		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-048	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 643210

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2025 RET		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-049	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 250803

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2010 RET		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-109	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8402

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2020 RET		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-110	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 151641

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2030 RET		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-111	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 41542

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2040 RET		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-112	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 28258

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

c EIN-PN 39-0989781-113	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	25969
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a Name of MTIA, CCT, PSA, or 103-12 IE: THORNBURG CORE GROWTH**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-095	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	74988
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a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN SMALL CAP**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-078	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	74293
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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Part II Information on Participating Plans (to be completed by DFEs)

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

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

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

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	59673	44503
(2) Participant contributions	1b(2)	26632	36872
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	13864
(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)	562031	699942
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)	5058251	6384139
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	2075567	2242813
(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	7782154	9422133

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	7782154	9422133
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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)	421919	
(B) Participants	2a(1)(B)	686731	
(C) Others (including rollovers)	2a(1)(C)	25636	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1134286

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(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)	25312	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		25312

(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(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)		0

		(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)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		783309
(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)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1942907

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	292513	
(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)		292513
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	10415	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		10415
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		302928

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1639979
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: CLARK NUBER, P.S.

(2) EIN: 91-1194016

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.).....	☒	☐	99056
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?.....	☒	☐	1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	☐	☒	
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)

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>T-MOBILE PUERTO RICO 1165E 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>T-MOBILE USA, INC.</u>	D Employer Identification Number (EIN) <u>91-1983600</u>

Part I	Distributions
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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>66-0541063</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)
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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
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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
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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): _____

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

Financial Statements

For the Year Ended December 31, 2010

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Independent Auditors' Report***To the Participants and Administrator of the
T-Mobile Puerto Rico 1165(e) Plan
Bellevue, Washington***

We were engaged to audit the accompanying statements of net assets available for benefits of the T-Mobile Puerto Rico 1165(e) Plan (the "Plan"), as of December 31, 2010, and the related statement of changes in net assets available for benefits and supplementary information as of and for the year ended December 31, 2010. These financial statements and supplementary information are the responsibility of the Plan's management. The statement of net assets available for benefits as of December 31, 2009, was audited by other auditors whose report dated October 8, 2010, disclaimed an opinion as permitted by 29 CFR 2520.103-8.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 5, which was certified by Transamerica Life Insurance Company, a trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplementary information. 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 certification from the trustee as of December 31, 2010 and for the year ended, that the information provided to the plan administrator by the trustee is complete and accurate.

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

Handwritten signature of Clark Nuber in blue ink.

Certified Public Accountants
September 28, 2011

T-MOBILE PUERTO RICO 1165(e) PLAN

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

	<u>2010</u>	<u>2009</u>
Assets:		
Unallocated cash	\$ 13,864	\$ -
Investments, participant directed, at fair value-		
Pooled separate accounts	6,384,139	5,058,251
Investment contract with insurance company	<u>2,242,813</u>	<u>2,075,567</u>
Total investments at fair value	8,626,952	7,133,818
Receivables-		
Notes receivable from participants	699,942	562,031
Employer contributions	44,503	59,673
Participant contributions	<u>36,872</u>	<u>26,632</u>
Total receivables	<u>781,317</u>	<u>648,336</u>
Net Assets Available for Benefits	<u>\$ 9,422,133</u>	<u>\$ 7,782,154</u>

See accompanying notes.

T-MOBILE PUERTO RICO 1165(e) PLAN

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

Additions to Net Assets:

Contributions-

Employer	\$ 421,919
Participant	686,731
Rollover	<u>25,636</u>

Total contributions 1,134,286

Investment income-

Net appreciation in fair value of investments	783,309
Interest from notes receivable from participants	<u>25,312</u>

Total investment income 808,621

Total Additions 1,942,907

Deductions from Net Assets:

Benefits paid to participants	292,513
Administrative expenses	<u>10,415</u>

Total Deductions 302,928

Increase in Net Assets Available for Benefits 1,639,979

Net Assets Available for Benefits:

Beginning of year 7,782,154

End of Year \$ 9,422,133

See accompanying notes.

T-MOBILE PUERTO RICO 1165(e) PLAN

Notes to Financial Statements

Note 1 - Plan Description

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

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

General - The Plan is an 1165(e) profit-sharing plan under Section 1165(a) of the Puerto Rico Internal Revenue Code of 1994 (the "PRIRC"), as amended, and covers all employees of T-Mobile Puerto Rico, LLC (the "Company"). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility - Employees are eligible to participate in the Plan immediately upon the start of employment. Employees who have completed six months of service as defined by the Plan provisions are eligible to receive allocations of employer matching contributions. An employee is also eligible to participate in any employer discretionary profit-sharing contributions after completing six months of service and if employed on the last day of the Plan year.

Plan Administration - The Plan is administered by the Retirement Committee, which consists of certain employees of T-Mobile.

Contributions - Participant elective deferral contributions are equal to a portion of compensation as specified in the written elective deferral agreement. The elective deferral agreement may be effective the first day of any payroll period following a participant's entry date. Elective deferral contributions shall be limited as needed to meet nondiscrimination tests. Participants may contribute up to 10% of their pretax annual compensation not to exceed the PRIRC limitation of \$9,000 for the year ended December 31, 2010.

The Plan provides for a matching contribution to be made by the Company to each participant based on his or her elective deferrals equal to 100% of the first 3% of each participant's elective deferral contribution and 50% of the next 2% of each participant's elective deferral contribution. The matching contribution is made on a payroll period basis. The Plan also provides for both a fixed and discretionary profit-sharing contribution to be made by the Company. The fixed profit-sharing contribution was equal to 2% of compensation, as defined. 2008 was the final fixed profit-sharing contribution. In addition, for each Plan year, the Company may make additional discretionary profit-sharing contributions in such amounts as the Company may determine from time to time. No discretionary profit-sharing contributions were made for the year ended December 31, 2010.

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

Investment Options - Participants may direct their contributions and any related earnings into investment options in 1% increments. Investment options include shares of pooled separate accounts and an investment in insurance contract held by Transamerica Life Insurance Company. Participants may change their investment elections and make transfers between investment options daily.

T-MOBILE PUERTO RICO 1165(e) PLAN

Notes to Financial Statements

Note 1 - Continued

Vesting - Participants are vested immediately in their elective deferral contributions, employer matching contributions, rollovers and earnings or losses thereon. Participants are vested in the Company's fixed and discretionary profit-sharing contributions and the earnings or losses thereon in accordance with the following table:

<u><i>Years of Service</i></u>	<u><i>Percentage Vested</i></u>
Less than 1	0%
1 but less than 2	20%
2 but less than 3	40%
3 but less than 4	60%
4 but less than 5	80%
5 or more	100%

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

Notes Receivable from Participants - Plan participants may borrow from their fund accounts, generally for periods not to exceed five years, a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. If loans are for the purchase of a primary residence, repayment periods can extend up to ten years. Interest is paid by the borrower at a rate determined by the plan administrator based on the prevailing interest rates for loans made under similar circumstances and is retained in the borrower's account until the account balance is withdrawn. The interest rates on outstanding loans ranged from 3.25% to 8.25% at December 31, 2010, and mature through December 2015.

Payment of Benefits - On termination of service due to death, total and permanent disability, retirement or termination, a participant or beneficiary may elect to receive either a lump-sum distribution equal to the value of the participant's vested interest in his or her account, or an annuity to be paid in monthly installments over a fixed and reasonable period of time, not exceeding the life expectancy of the participant or designated beneficiary. The Plan also provides for hardship withdrawals in accordance with provisions specified in the plan document.

Forfeited Accounts - Unapplied forfeited non-vested accounts are used at the discretion of the Company, and can be utilized to reduce either employer contributions or administrative expenses. At December 31, 2010 and 2009, forfeited non-vested accounts were \$68,743 and \$62,099, respectively. No forfeitures were used during the year ended December 31, 2010 to reduce employer contributions.

Administrative Expenses - In 2010, the Company paid for substantially all Plan expenses, including trustee, administration, loan, and hardship withdrawal fees. Administrative expenses paid for by the Plan for the year ended December 31, 2010 totaled \$10,415.

Subsequent Events - The Plan's management has evaluated subsequent events through September 28, 2011, the date on which the Plan's financial statements were available to be issued.

T-MOBILE PUERTO RICO 1165(e) PLAN

Notes to Financial Statements

Note 2 - Summary of Significant Accounting Policies

New Accounting Pronouncements - In September 2010, the Financial Accounting Standards Board (FASB) issued guidance clarifying the classification and measurement of participant loans by defined contribution pension plans. That guidance requires that participant loans be classified as notes receivable from participants and measured at their unpaid principal balance, plus any accrued but unpaid interest. The Plan adopted this new guidance in its December 31, 2010, financial statements and has reclassified participant loans of \$562,031 as of December 31, 2009, from investments to notes receivable from participants. Net assets of the Plan were not affected by the adoption of the new guidance.

Basis of Accounting - The financial statements of the Plan have been prepared on the accrual basis of accounting. In accordance with generally accepted accounting principles (GAAP), investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. Fair value approximated contract value as of December 31, 2010 and 2009.

Payment of Benefits - Benefits are recorded when paid. As of December 31, 2010 and 2009, there were no benefit payments that had been requested but not paid.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from those estimates.

Investment Valuation and Income Recognition - The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

Purchases and sales are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation in fair value of investments represents the change in fair value of assets from one period to the next and realized gains and losses on investments.

Note 3 - Fair Value Measurements

GAAP establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy under GAAP are described as follows:

Level 1 - Unadjusted quoted prices available in active markets for identical assets or liabilities;

T-MOBILE PUERTO RICO 1165(e) PLAN

Notes to Financial Statements

Note 3 - Continued

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

Level 3 - Unobservable inputs that are significant to the fair value measurement.

A financial instrument's level within the fair value hierarchy is based upon the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2010 and 2009.

Pooled Separate Accounts - Valued at the accumulation unit value which is based on a combination of the fund net asset value and the separate account charges.

Investment Contract with Insurance Company - Valued at contract value, which approximates fair value, as reported to the Plan by Transamerica Life Insurance Company.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, (Levels 1, 2, and 3 are defined above):

	<i>Fair Value Measurements as of December 31, 2010</i>			
	<i>(Level 1)</i>	<i>(Level 2)</i>	<i>(Level 3)</i>	<i>Total</i>
Pooled separate accounts-				
Large/mid growth	\$ -	\$ 1,821,906	\$ -	\$ 1,821,906
Target date		1,734,708		1,734,708
Large/mid value		1,011,304		1,011,304
Large blend		679,684		679,684
Small company		460,200		460,200
Bond		414,851		414,851
International		133,669		133,669
Balanced		127,817		127,817
Total pooled separate accounts		6,384,139		6,384,139
Investment contract with Insurance company		2,242,813		2,242,813
Total Investments at Fair Value	\$ -	\$ 8,626,952	\$ -	\$ 8,626,952

T-MOBILE PUERTO RICO 1165(e) PLAN

Notes to Financial Statements

Note 3 - Continued

	<i>Fair Value Measurements as of December 31, 2009</i>			
	<i>(Level 1)</i>	<i>(Level 2)</i>	<i>(Level 3)</i>	<i>Total</i>
Pooled separate accounts-				
Large/mid growth	\$ -	\$ 1,550,179	\$ -	\$ 1,550,179
Target date		1,271,277		1,271,277
Large/mid value		833,028		833,028
Large blend		583,689		583,689
Small company		320,342		320,342
Bond		287,571		287,571
International		124,318		124,318
Balanced		87,847		87,847
Total pooled separate accounts		5,058,251		5,058,251
Investment contract with Insurance company		2,075,567		2,075,567
Total Investments at Fair Value	\$ -	\$ 7,133,818	\$ -	\$ 7,133,818

Note 4 - Investments

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

	<i>2010</i>	<i>2009</i>
Pooled Separate Accounts-		
Fidelity Advisor Equity Income	\$ 763,179	\$ 647,735
Transamerica Partners Stk Inx	679,684	583,689
American Funds Grth Fund of Am	1,746,918	1,473,735
Vanguard Target Ret 2015	643,210	5,738,660
Investment Contract with Insurance Company-		
Transamerica Stable Value	2,242,813	2,075,567

During 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$783,309 as follows:

Pooled Separate Accounts	\$ 726,467
Investment Contract with Insurance Company	56,842
	\$ 783,309

T-MOBILE PUERTO RICO 1165(e) PLAN

Notes to Financial Statements

Note 5 - Information Certified by Trustee

The Plan's management elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Under this provision of ERISA, certain information certified by Transamerica Life Insurance Company need not be subjected to independent audit.

The Plan's management has obtained a certification from Transamerica Life Insurance Company that the following information provided by the trustee is complete and accurate:

- Fair value and, if applicable, contract value of investments as of December 31, 2010 and 2009;
- Investments and other income earned for the year ended December 31, 2010; and
- Investment transactions for the year ended December 31, 2010.

Note 6 - Investment Contract with Insurance Company

The Plan entered into a benefit-responsive investment contract with Transamerica Life Insurance Company ("Transamerica"). Transamerica maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and interest, at a specified interest rate that is guaranteed to the Plan. The contract is included in the financial statements at contract value as reported to the Plan by Transamerica. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. As of December 31, 2010 and 2009, fair value approximates contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The contract crediting interest rate was approximately 2.65% and 2.75% as of December 31, 2010 and 2009, respectively. The average yield on actual earnings was 2.73% for the year ended December 31, 2010. Prior the first day of each month, Transamerica establishes an effective annual rate of interest for each month. Interest is credited daily, based upon the daily balance, at a rate of interest which is the daily equivalent of the effective annual rate of return applicable for each month.

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

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

Note 7 - Related Party Transactions

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

T-MOBILE PUERTO RICO 1165(e) PLAN

Notes to Financial Statements

Note 7 - Continued

Caribbean Pension Consultants provides recordkeeping services to the Plan, and therefore transactions with Caribbean Pension Consultants qualify as party-in-interest transactions. Fees paid by the Plan to Caribbean Pension Consultants for the year ended December 31, 2010, amounted to \$6,560, which consist of loan origination fees and hardship withdrawal fees assessed to participants.

Note 8 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA, as amended. In the event of plan termination, the Company shall make no further contributions to the Plan and participants will become fully vested in their account balances.

Note 9 - Tax Status

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

The Plan is subject to audits by the Commonwealth of Puerto Rico Department of Treasury for certain tax periods based on applicable laws and regulations; however, there are currently no audits for any tax periods in progress.

Note 10 - Risks and Uncertainties

The Plan provides for various investment options. Investment securities are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for plan benefits and the statement of changes in net assets available for plan benefits.

Note 11 - Delinquent Participant Contributions

Management determined that there were instances during 2010 where employee deferral contributions were not segregated from general assets of the Plan sponsor on a timely basis according to Department of Labor's (DOL) regulations. Late remittances of participant deferrals constitute non-exempt prohibited transactions under ERISA and have been reported separately in the supplementary schedules to the financial statements.

There were four instances of late remittance of participant deferral contributions and loan repayments in 2010, totaling \$99,056. One of the deposits totaling \$11,608 was remitted 28 business days subsequent to the pay date; the remaining three deposits ranged from eight to ten business days subsequent to the pay dates. The Company remitted \$176 in lost earnings to the Plan during 2011.

T-MOBILE PUERTO RICO 1165(e) PLAN

Notes to Financial Statements

Note 12 - Subsequent Event

On February 1, 2011, the Plan changed record-keepers and asset custodians from Caribbean Pension Consultants (recordkeeper) and Transamerica (custodian) to T. Rowe Price Trust Company (T. Rowe Price). T. Rowe Price will serve as the Plan's record-keeper and asset custodian as of this date.

SUPPLEMENTARY INFORMATION

T-MOBILE PUERTO RICO 1165(e) PLAN

**Attachment to Form 5500, Schedule H, Line 4(a)
Schedule of Delinquent Participant Contributions**

Employer: T-Mobile USA, Inc.

EIN: 91-1983600

Plan No.: 001

Participant Contributions Transferred Late to Plan	Total that Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check Here if Late Participant Loan Repayments are Included: ☒	Contributions not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	

\$	99,056	\$	99,056	\$	-	\$	-	\$	-
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T-MOBILE PUERTO RICO 1165(e) PLAN

**Attachment to Form 5500, Schedule H, Line 4(i)
Schedule of Assets Held as of December 31, 2010**

Employer: T-Mobile USA, Inc.

EIN: 91-1983600

Plan No.: 001

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Transamerica Balanced Fund	Mutual Fund 2,466,5501 shares	**	\$ 127,817
*	Templeton Foreign Fund	Mutual Fund 3,373.6000 shares	**	133,669
*	Loomis Sayles Bond	Mutual Fund 8,133,5134 shares	**	414,851
*	Fidelity Advisor Equity Income	Mutual Fund, 12,774.1923 shares	**	763,179
*	Transamerica Partners Mid Val	Mutual Fund, 12,707.5319 shares	**	248,125
*	Fidelity Advisor Small Cap	Mutual Fund, 10,488.0254 shares	**	385,907
*	Transamerica Partners Stk Inx	Mutual Fund, 19,346.5104 shares	**	679,684
*	American Funds Grth Fund of Am	Mutual Fund, 31,585.9777 shares	**	1,746,918
*	Vanguard Target Ret 2035	Mutual Fund, 25,228.8453shares	**	364,543
*	Vanguard Target Ret 2045	Mutual Fund, 3,423.5786 shares	**	50,991
*	Vanguard Target Ret 2005	Mutual Fund, 12,264.0961 shares	**	169,349
*	Vanguard Target Ret 2015	Mutual Fund, 45,417.0573 shares	**	643,210
*	Vanguard Target Ret 2025	Mutual Fund, 17,758.2500 shares	**	250,803
*	Vanguard Target Ret 2010	Mutual Fund, 695.1223 shares	**	8,402
*	Vanguard Target Ret 2020	Mutual Fund, 12,824.0674 shares	**	151,641
*	Vanguard Target Ret 2030	Mutual Fund, 3,616.0451 shares	**	41,542
*	Vanguard Target Ret 2040	Mutual Fund, 2,483.8517 shares	**	28,258
*	Vanguard Target Ret 2050	Mutual Fund, 2,272.8397 shares	**	25,969
*	Thornburg Core Growth	Mutual Fund, 5,653.6298 shares	**	74,988
*	Franklin Small Cap Value	Mutual Fund, 2066.2109 shares	**	74,293
*	Transamerica Stable Value	Insurance Contract, 126198.0374 units	**	2,242,813
	Loans to participants	Participant loans (Interest Rates 3.25% - 8.25% maturing through December 2015)	0	699,942
Total				\$ 9,326,894

* Represents a party-in-interest.

** Not a required disclosure for participant-directed investments.

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

Financial Statements

For the Year Ended December 31, 2010

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Independent Auditors' Report***To the Participants and Administrator of the
T-Mobile Puerto Rico 1165(e) Plan
Bellevue, Washington***Certified Public
Accountants
and Consultants

We were engaged to audit the accompanying statements of net assets available for benefits of the T-Mobile Puerto Rico 1165(e) Plan (the "Plan"), as of December 31, 2010, and the related statement of changes in net assets available for benefits and supplementary information as of and for the year ended December 31, 2010. These financial statements and supplementary information are the responsibility of the Plan's management. The statement of net assets available for benefits as of December 31, 2009, was audited by other auditors whose report dated October 8, 2010, disclaimed an opinion as permitted by 29 CFR 2520.103-8.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 5, which was certified by Transamerica Life Insurance Company, a trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplementary information. 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 certification from the trustee as of December 31, 2010 and for the year ended, that the information provided to the plan administrator by the trustee is complete and accurate.

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

Handwritten signature of Clark Nuber in blue ink.Certified Public Accountants
September 28, 2011

T-MOBILE PUERTO RICO 1165(e) PLAN

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

	<u>2010</u>	<u>2009</u>
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Employer contributions	44,503	59,673
Participant contributions	<u>36,872</u>	<u>26,632</u>
Total receivables	<u>781,317</u>	<u>648,336</u>
Net Assets Available for Benefits	<u>\$ 9,422,133</u>	<u>\$ 7,782,154</u>

See accompanying notes.

T-MOBILE PUERTO RICO 1165(e) PLAN

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

Additions to Net Assets:

Contributions-

Employer	\$ 421,919
Participant	686,731
Rollover	<u>25,636</u>

Total contributions 1,134,286

Investment income-

Net appreciation in fair value of investments	783,309
Interest from notes receivable from participants	<u>25,312</u>

Total investment income 808,621

Total Additions 1,942,907

Deductions from Net Assets:

Benefits paid to participants	292,513
Administrative expenses	<u>10,415</u>

Total Deductions 302,928

Increase in Net Assets Available for Benefits 1,639,979

Net Assets Available for Benefits:

Beginning of year 7,782,154

End of Year \$ 9,422,133

See accompanying notes.

T-MOBILE PUERTO RICO 1165(e) PLAN

Notes to Financial Statements

Note 1 - Plan Description

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

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

General - The Plan is an 1165(e) profit-sharing plan under Section 1165(a) of the Puerto Rico Internal Revenue Code of 1994 (the "PRIRC"), as amended, and covers all employees of T-Mobile Puerto Rico, LLC (the "Company"). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility - Employees are eligible to participate in the Plan immediately upon the start of employment. Employees who have completed six months of service as defined by the Plan provisions are eligible to receive allocations of employer matching contributions. An employee is also eligible to participate in any employer discretionary profit-sharing contributions after completing six months of service and if employed on the last day of the Plan year.

Plan Administration - The Plan is administered by the Retirement Committee, which consists of certain employees of T-Mobile.

Contributions - Participant elective deferral contributions are equal to a portion of compensation as specified in the written elective deferral agreement. The elective deferral agreement may be effective the first day of any payroll period following a participant's entry date. Elective deferral contributions shall be limited as needed to meet nondiscrimination tests. Participants may contribute up to 10% of their pretax annual compensation not to exceed the PRIRC limitation of \$9,000 for the year ended December 31, 2010.

The Plan provides for a matching contribution to be made by the Company to each participant based on his or her elective deferrals equal to 100% of the first 3% of each participant's elective deferral contribution and 50% of the next 2% of each participant's elective deferral contribution. The matching contribution is made on a payroll period basis. The Plan also provides for both a fixed and discretionary profit-sharing contribution to be made by the Company. The fixed profit-sharing contribution was equal to 2% of compensation, as defined. 2008 was the final fixed profit-sharing contribution. In addition, for each Plan year, the Company may make additional discretionary profit-sharing contributions in such amounts as the Company may determine from time to time. No discretionary profit-sharing contributions were made for the year ended December 31, 2010.

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

Investment Options - Participants may direct their contributions and any related earnings into investment options in 1% increments. Investment options include shares of pooled separate accounts and an investment in insurance contract held by Transamerica Life Insurance Company. Participants may change their investment elections and make transfers between investment options daily.

T-MOBILE PUERTO RICO 1165(e) PLAN

Notes to Financial Statements

Note 1 - Continued

Vesting - Participants are vested immediately in their elective deferral contributions, employer matching contributions, rollovers and earnings or losses thereon. Participants are vested in the Company's fixed and discretionary profit-sharing contributions and the earnings or losses thereon in accordance with the following table:

<u><i>Years of Service</i></u>	<u><i>Percentage Vested</i></u>
Less than 1	0%
1 but less than 2	20%
2 but less than 3	40%
3 but less than 4	60%
4 but less than 5	80%
5 or more	100%

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

Notes Receivable from Participants - Plan participants may borrow from their fund accounts, generally for periods not to exceed five years, a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. If loans are for the purchase of a primary residence, repayment periods can extend up to ten years. Interest is paid by the borrower at a rate determined by the plan administrator based on the prevailing interest rates for loans made under similar circumstances and is retained in the borrower's account until the account balance is withdrawn. The interest rates on outstanding loans ranged from 3.25% to 8.25% at December 31, 2010, and mature through December 2015.

Payment of Benefits - On termination of service due to death, total and permanent disability, retirement or termination, a participant or beneficiary may elect to receive either a lump-sum distribution equal to the value of the participant's vested interest in his or her account, or an annuity to be paid in monthly installments over a fixed and reasonable period of time, not exceeding the life expectancy of the participant or designated beneficiary. The Plan also provides for hardship withdrawals in accordance with provisions specified in the plan document.

Forfeited Accounts - Unapplied forfeited non-vested accounts are used at the discretion of the Company, and can be utilized to reduce either employer contributions or administrative expenses. At December 31, 2010 and 2009, forfeited non-vested accounts were \$68,743 and \$62,099, respectively. No forfeitures were used during the year ended December 31, 2010 to reduce employer contributions.

Administrative Expenses - In 2010, the Company paid for substantially all Plan expenses, including trustee, administration, loan, and hardship withdrawal fees. Administrative expenses paid for by the Plan for the year ended December 31, 2010 totaled \$10,415.

Subsequent Events - The Plan's management has evaluated subsequent events through September 28, 2011, the date on which the Plan's financial statements were available to be issued.

T-MOBILE PUERTO RICO 1165(e) PLAN

Notes to Financial Statements

Note 2 - Summary of Significant Accounting Policies

New Accounting Pronouncements - In September 2010, the Financial Accounting Standards Board (FASB) issued guidance clarifying the classification and measurement of participant loans by defined contribution pension plans. That guidance requires that participant loans be classified as notes receivable from participants and measured at their unpaid principal balance, plus any accrued but unpaid interest. The Plan adopted this new guidance in its December 31, 2010, financial statements and has reclassified participant loans of \$562,031 as of December 31, 2009, from investments to notes receivable from participants. Net assets of the Plan were not affected by the adoption of the new guidance.

Basis of Accounting - The financial statements of the Plan have been prepared on the accrual basis of accounting. In accordance with generally accepted accounting principles (GAAP), investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. Fair value approximated contract value as of December 31, 2010 and 2009.

Payment of Benefits - Benefits are recorded when paid. As of December 31, 2010 and 2009, there were no benefit payments that had been requested but not paid.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from those estimates.

Investment Valuation and Income Recognition - The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

Purchases and sales are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation in fair value of investments represents the change in fair value of assets from one period to the next and realized gains and losses on investments.

Note 3 - Fair Value Measurements

GAAP establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy under GAAP are described as follows:

Level 1 - Unadjusted quoted prices available in active markets for identical assets or liabilities;

T-MOBILE PUERTO RICO 1165(e) PLAN

Notes to Financial Statements

Note 3 - Continued

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

Level 3 - Unobservable inputs that are significant to the fair value measurement.

A financial instrument's level within the fair value hierarchy is based upon the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2010 and 2009.

Pooled Separate Accounts - Valued at the accumulation unit value which is based on a combination of the fund net asset value and the separate account charges.

Investment Contract with Insurance Company - Valued at contract value, which approximates fair value, as reported to the Plan by Transamerica Life Insurance Company.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, (Levels 1, 2, and 3 are defined above):

	<i>Fair Value Measurements as of December 31, 2010</i>			
	<i>(Level 1)</i>	<i>(Level 2)</i>	<i>(Level 3)</i>	<i>Total</i>
Pooled separate accounts-				
Large/mid growth	\$ -	\$ 1,821,906	\$ -	\$ 1,821,906
Target date		1,734,708		1,734,708
Large/mid value		1,011,304		1,011,304
Large blend		679,684		679,684
Small company		460,200		460,200
Bond		414,851		414,851
International		133,669		133,669
Balanced		127,817		127,817
Total pooled separate accounts		6,384,139		6,384,139
Investment contract with Insurance company		2,242,813		2,242,813
Total Investments at Fair Value	\$ -	\$ 8,626,952	\$ -	\$ 8,626,952

T-MOBILE PUERTO RICO 1165(e) PLAN

Notes to Financial Statements

Note 3 - Continued

	<i>Fair Value Measurements as of December 31, 2009</i>			
	<i>(Level 1)</i>	<i>(Level 2)</i>	<i>(Level 3)</i>	<i>Total</i>
Pooled separate accounts-				
Large/mid growth	\$ -	\$ 1,550,179	\$ -	\$ 1,550,179
Target date		1,271,277		1,271,277
Large/mid value		833,028		833,028
Large blend		583,689		583,689
Small company		320,342		320,342
Bond		287,571		287,571
International		124,318		124,318
Balanced		87,847		87,847
Total pooled separate accounts		5,058,251		5,058,251
Investment contract with Insurance company		2,075,567		2,075,567
Total Investments at Fair Value	\$ -	\$ 7,133,818	\$ -	\$ 7,133,818

Note 4 - Investments

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

	<i>2010</i>	<i>2009</i>
Pooled Separate Accounts-		
Fidelity Advisor Equity Income	\$ 763,179	\$ 647,735
Transamerica Partners Stk Inx	679,684	583,689
American Funds Grth Fund of Am	1,746,918	1,473,735
Vanguard Target Ret 2015	643,210	5,738,660
Investment Contract with Insurance Company-		
Transamerica Stable Value	2,242,813	2,075,567

During 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$783,309 as follows:

Pooled Separate Accounts	\$ 726,467
Investment Contract with Insurance Company	56,842
	\$ 783,309

T-MOBILE PUERTO RICO 1165(e) PLAN

Notes to Financial Statements

Note 5 - Information Certified by Trustee

The Plan's management elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Under this provision of ERISA, certain information certified by Transamerica Life Insurance Company need not be subjected to independent audit.

The Plan's management has obtained a certification from Transamerica Life Insurance Company that the following information provided by the trustee is complete and accurate:

- Fair value and, if applicable, contract value of investments as of December 31, 2010 and 2009;
- Investments and other income earned for the year ended December 31, 2010; and
- Investment transactions for the year ended December 31, 2010.

Note 6 - Investment Contract with Insurance Company

The Plan entered into a benefit-responsive investment contract with Transamerica Life Insurance Company ("Transamerica"). Transamerica maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and interest, at a specified interest rate that is guaranteed to the Plan. The contract is included in the financial statements at contract value as reported to the Plan by Transamerica. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. As of December 31, 2010 and 2009, fair value approximates contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The contract crediting interest rate was approximately 2.65% and 2.75% as of December 31, 2010 and 2009, respectively. The average yield on actual earnings was 2.73% for the year ended December 31, 2010. Prior the first day of each month, Transamerica establishes an effective annual rate of interest for each month. Interest is credited daily, based upon the daily balance, at a rate of interest which is the daily equivalent of the effective annual rate of return applicable for each month.

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

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

Note 7 - Related Party Transactions

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

T-MOBILE PUERTO RICO 1165(e) PLAN

Notes to Financial Statements

Note 7 - Continued

Caribbean Pension Consultants provides recordkeeping services to the Plan, and therefore transactions with Caribbean Pension Consultants qualify as party-in-interest transactions. Fees paid by the Plan to Caribbean Pension Consultants for the year ended December 31, 2010, amounted to \$6,560, which consist of loan origination fees and hardship withdrawal fees assessed to participants.

Note 8 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA, as amended. In the event of plan termination, the Company shall make no further contributions to the Plan and participants will become fully vested in their account balances.

Note 9 - Tax Status

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

The Plan is subject to audits by the Commonwealth of Puerto Rico Department of Treasury for certain tax periods based on applicable laws and regulations; however, there are currently no audits for any tax periods in progress.

Note 10 - Risks and Uncertainties

The Plan provides for various investment options. Investment securities are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for plan benefits and the statement of changes in net assets available for plan benefits.

Note 11 - Delinquent Participant Contributions

Management determined that there were instances during 2010 where employee deferral contributions were not segregated from general assets of the Plan sponsor on a timely basis according to Department of Labor's (DOL) regulations. Late remittances of participant deferrals constitute non-exempt prohibited transactions under ERISA and have been reported separately in the supplementary schedules to the financial statements.

There were four instances of late remittance of participant deferral contributions and loan repayments in 2010, totaling \$99,056. One of the deposits totaling \$11,608 was remitted 28 business days subsequent to the pay date; the remaining three deposits ranged from eight to ten business days subsequent to the pay dates. The Company remitted \$176 in lost earnings to the Plan during 2011.

T-MOBILE PUERTO RICO 1165(e) PLAN

Notes to Financial Statements

Note 12 - Subsequent Event

On February 1, 2011, the Plan changed record-keepers and asset custodians from Caribbean Pension Consultants (recordkeeper) and Transamerica (custodian) to T. Rowe Price Trust Company (T. Rowe Price). T. Rowe Price will serve as the Plan's record-keeper and asset custodian as of this date.

SUPPLEMENTARY INFORMATION

T-MOBILE PUERTO RICO 1165(e) PLAN

**Attachment to Form 5500, Schedule H, Line 4(a)
Schedule of Delinquent Participant Contributions**

Employer: T-Mobile USA, Inc.

EIN: 91-1983600

Plan No.: 001

<i>Participant Contributions Transferred Late to Plan</i>	<i>Total that Constitutes Nonexempt Prohibited Transactions</i>			<i>Total Fully Corrected Under VFCP and PTE 2002-51</i>
<i>Check Here if Late Participant Loan Repayments are Included:</i> ☒	<i>Contributions not Corrected</i>	<i>Contributions Corrected Outside VFCP</i>	<i>Contributions Pending Correction in VFCP</i>	

\$	99,056	\$	99,056	\$	-	\$	-	\$	-
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T-MOBILE PUERTO RICO 1165(e) PLAN

**Attachment to Form 5500, Schedule H, Line 4(i)
Schedule of Assets Held as of December 31, 2010**

Employer: T-Mobile USA, Inc.

EIN: 91-1983600

Plan No.: 001

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Transamerica Balanced Fund	Mutual Fund 2,466,5501 shares	**	\$ 127,817
*	Templeton Foreign Fund	Mutual Fund 3,373.6000 shares	**	133,669
*	Loomis Sayles Bond	Mutual Fund 8,133,5134 shares	**	414,851
*	Fidelity Advisor Equity Income	Mutual Fund, 12,774.1923 shares	**	763,179
*	Transamerica Partners Mid Val	Mutual Fund, 12,707.5319 shares	**	248,125
*	Fidelity Advisor Small Cap	Mutual Fund, 10,488.0254 shares	**	385,907
*	Transamerica Partners Stk Inx	Mutual Fund, 19,346.5104 shares	**	679,684
*	American Funds Grth Fund of Am	Mutual Fund, 31,585.9777 shares	**	1,746,918
*	Vanguard Target Ret 2035	Mutual Fund, 25,228.8453shares	**	364,543
*	Vanguard Target Ret 2045	Mutual Fund, 3,423.5786 shares	**	50,991
*	Vanguard Target Ret 2005	Mutual Fund, 12,264.0961 shares	**	169,349
*	Vanguard Target Ret 2015	Mutual Fund, 45,417.0573 shares	**	643,210
*	Vanguard Target Ret 2025	Mutual Fund, 17,758.2500 shares	**	250,803
*	Vanguard Target Ret 2010	Mutual Fund, 695.1223 shares	**	8,402
*	Vanguard Target Ret 2020	Mutual Fund, 12,824.0674 shares	**	151,641
*	Vanguard Target Ret 2030	Mutual Fund, 3,616.0451 shares	**	41,542
*	Vanguard Target Ret 2040	Mutual Fund, 2,483.8517 shares	**	28,258
*	Vanguard Target Ret 2050	Mutual Fund, 2,272.8397 shares	**	25,969
*	Thornburg Core Growth	Mutual Fund, 5,653.6298 shares	**	74,988
*	Franklin Small Cap Value	Mutual Fund, 2066.2109 shares	**	74,293
*	Transamerica Stable Value	Insurance Contract, 126198.0374 units	**	2,242,813
	Loans to participants	Participant loans (Interest Rates 3.25% - 8.25% maturing through December 2015)	0	699,942
Total				\$ 9,326,894

* Represents a party-in-interest.

** Not a required disclosure for participant-directed investments.