

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), 6057(b), 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;">2011</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information	
1a Name of plan <u>METROPCS WIRELESS, INC. 401(K) PLAN</u>	1b Three-digit plan number (PN) ▶ <u>001</u>	1c Effective date of plan <u>07/01/2001</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>METROPCS WIRELESS, INC.</u> <u>2250 LAKESIDE BLVD.</u> <u>RICHARDSON, TX 75082</u>	2b Employer Identification Number (EIN) <u>75-2694973</u>	2c Sponsor's telephone number <u>214-265-2550</u>
		2d Business code (see instructions) <u>517000</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	08/13/2012	JUDY PILOTTE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") METROPCS WIRELESS, INC. 2250 LAKESIDE BLVD. RICHARDSON, TX 75082	3b Administrator's EIN 75-2694973 3c Administrator's telephone number 214-265-2550
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	3472
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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	3541
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	141
d Subtotal. Add lines 6a , 6b , and 6c	6d	3682
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	3683
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1797
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	88

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2F 2G 2J 2K 2T 3D 3H

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FID.INV.INST.OPS.CO.

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
GALLIARD CAPITAL MANAGEMENT, INC

41-1813702

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	44538	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

TRAVIS WOLFF

20-8185533

(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?
10	ACCOUNTANT/AUDITOR	14500	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 ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALLNZ NFJ DIV VAL AD - BOSTON FINAN 04-2526037	0.35%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COL MID CAP GRTH Z - COLUMBIA MGT I P.O. BOX 8081 BOSTON, MA 02266-8081	0.40%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COL SM CAP VAL II Z - COLUMBIA MGT P.O. BOX 8081 BOSTON, MA 02266-8081	0.40%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COL/ACORN INTL Z - COLUMBIA MGT INV P.O. BOX 8081 BOSTON, MA 02266-8081	0.40%	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LOOMIS BOND ADMIN - BOSTON FINANCIA 04-2526037	0.60%	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPHMR DEV MKTS A - OPPENHEIMERFUND P.O. BOX 5270 COLORADO, CO 80217	0.45%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>PIMCO TOT RETURN ADM - BOSTON FINAN</p> <p>04-2526037</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.26%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>PRU/J SMALL CO Z - PRUDENTIAL MUTUA</p> <p>22-3703799</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.25%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>THORNBURG INT VAL R5 - BOSTON FINAN</p> <p>04-2526037</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.25%</p>		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TMPL GLOBAL BOND A - FRANKLIN TEMPL 94-3167260	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TRP MID CAP VAL ADV - T. ROWE PRICE 52-2269240	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
WFA SM CAP VAL INV - BOSTON FINANCI 04-2526037	0.40%	

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan METROPCS WIRELESS, INC. 401(K) PLAN	B Three-digit plan number (PN) ▶	001
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 METROPCS WIRELESS, INC.	D Employer Identification Number (EIN) 75-2694973
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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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: WF STABLE VALUE

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN 80-6052573-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4227969
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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)**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)**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)**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)**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)**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)**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)**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)**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)**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)

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
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**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
		2011
		This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan METROPCS WIRELESS, INC. 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 METROPCS WIRELESS, INC.	D Employer Identification Number (EIN) 75-2694973	

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

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)	0	141253
(2) Participant contributions	1b(2)	0	280686
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	423247
(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)	1440136	1821107
(9) Value of interest in common/collective trusts.....	1c(9)	0	4227969
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	38226922	41339194
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	39667058	48233456

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	39667058	48233456
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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)	1453342	
(B) Participants	2a(1)(B)	9760743	
(C) Others (including rollovers)	2a(1)(C)	1017826	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		12231911

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	18	
(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)	88761	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		88779

(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)	1234457	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1234457

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-2310158
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		11244989

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2306288	
(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)		2306288
f Corrective distributions (see instructions)	2f		298365
g Certain deemed distributions of participant loans (see instructions).....	2g		14390
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)	59548	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		59548
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2678591

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		8566398
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: TRAVIS WOLFF LLP

(2) EIN: 20-8185533

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....	☒	☐	606
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....	☐	☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	☐	☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....	☐	☒	
e Was this plan covered by a fidelity bond?.....	☒	☐	5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	☐	☒	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	☐	☒	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	☐	☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	☒	☐	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	☐	☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	☐	☒	
l Has the plan failed to provide any benefit when due under the plan?	☐	☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	☐	☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	☐	☒	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

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 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____	If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	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 or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

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

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

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

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

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

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

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

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

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

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

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

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

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

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

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

METROPCS WIRELESS, INC. 401(k) PLAN

Financial Statements
and
Supplemental Schedules
with
Independent Auditors' Report
December 31, 2011 and 2010

METROPCS WIRELESS, INC. 401(k) PLAN

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INDEPENDENT AUDITORS' REPORT

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

We were engaged to audit the accompanying statements of net assets available for benefits of MetroPCS Wireless, Inc. 401(k) Plan (the Plan) as of December 31, 2011 and 2010, the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplemental schedules as of and for the year ended December 31, 2011. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by Regulation 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Fidelity Management Trust Company (the Trustee), except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the Trustee as of December 31, 2011 and 2010, and for the year ended December 31, 2011, that the information provided to the plan administrator by the Trustee is complete and accurate.

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

Travis Wolff, LLP

August 10, 2012

METROPCS WIRELESS, INC. 401(k) PLANStatements of Net Assets Available for Benefits
December 31, 2011 and 2010

	2011	2010
ASSETS		
Investments at fair value:		
Money market accounts	\$ 423,247	\$ —
Stable value fund	4,227,969	3,622,963
Bond funds	4,912,625	3,563,153
Mutual funds	36,426,569	31,040,806
Total investments	45,990,410	38,226,922
Participant loans receivable	1,821,107	1,440,136
Employee contributions receivable	280,686	—
Employer contributions receivable	141,253	137,992
Total assets	48,233,456	39,805,050
LIABILITIES		
Excess contributions payable (Note 9)	336,092	272,606
Net assets available for benefits	\$ 47,897,364	\$ 39,532,444

See accompanying notes to financial statements.

METROPCS WIRELESS, INC. 401(k) PLAN**Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2011****Additions:**

Investment income (loss):

Interest and dividend income \$ 1,234,473

Net depreciation in fair value of investments (2,310,159)

Total investment loss (1,075,686)

Employer contributions 1,315,350

Participants' contributions 9,760,746

Participants' rollovers 1,017,826

Interest income on participant loans receivable 88,936

Total additions 11,107,172

Deductions:

Benefits paid to or on behalf of participants 2,346,612

Corrective distributions 336,092

Administrative expenses 59,548Total deductions 2,742,252**Net increase in net assets available for benefits** 8,364,920**Net assets available for benefits, beginning of year** 39,532,444**Net assets available for benefits, end of year** \$ 47,897,364

See accompanying notes to financial statements.

METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements
December 31, 2011 and 2010

Note 1 - Description of Plan

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

General

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

Eligibility

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

Contributions

Participants may elect to defer up to 60% of their annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. Each participant may elect to change the percentage of compensation deferred and investment options daily. The Employer may also make discretionary contributions to the Plan as determined by its board of directors. The Employer contributions for the year ended December 31, 2011 totaled \$1,315,350.

Participants' accounts

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

Vesting

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

Payment of benefits

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

METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements December 31, 2011 and 2010

to an Individual Retirement Account or Annuity (IRA) for the benefit of the participant. Account balances less than \$1,000 may be distributed as a lump sum distribution.

Forfeitures

Amounts that are forfeited as nonvested will be used first to reduce administrative expenses and then to reduce Employer contributions. Forfeitures for the year ended December 31, 2011 were \$22,553. At December 31, 2011 and 2010, the unallocated forfeiture balances were \$21,903 and \$28,908, respectively.

Participant loans receivable

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

Administrative expenses

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

Note 2 - Summary of Significant Accounting Policies

Basis of accounting

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

Use of estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets during the reporting period. Actual results could differ from those estimates. Significant items subject to such estimates and assumptions include the fair value of investments.

Risks and uncertainties

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

Investments valuation and income recognition

Investments of the Plan are stated at fair value. Purchases and sales of investments are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The stable value fund held by the Plan is a collective trust fund which invests primarily in investment contracts issued by financial companies including guaranteed investments contracts (GIC's), separate account GIC's and security backed investment contracts to yield a fixed rate of return. The average rate of return for the stable value fund was 2.14% and 2.76% for the years ended December 31, 2011 and 2010, respectively. This return is not guaranteed and is adjusted on a daily basis. Investments in the stable value fund are reported

METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements
December 31, 2011 and 2010

at fair value which is also contract value.

The stable value fund generally permits participant redemptions daily. However, if the Plan should elect to redeem the fund in favor of alternative Plan investments, and the fund experiences periods of insufficient liquidity, the fund may defer honoring any payment request until liquidity is sufficient.

Payment of benefits

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

Fair value measurements

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

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

Level 2: Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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

Investments in money markets funds, mutual funds and bond funds are stated at the net asset value (NAV) of shares held by the Plan at year end using observable quotes from banks and unadjusted quoted market prices from identical securities in an active market and are classified as Level 1 assets in the fair value hierarchy.

Investments in stable value funds are stated at the NAV of the units held by the Plan at year end, as reported by the fund manager, based on the fair value of the underlying investments held by the fund less any liabilities, divided by the total units outstanding on the valuation date. The Plan is permitted to redeem investment units at NAV for participant-directed transactions on the measurement date and, as a result, the investment is classified as a Level 2 asset in the fair value hierarchy.

Fair value estimates are made at a specific point in time and the methods described may produce a fair value calculation that may not be indicative of the net realizable value or reflective of future fair value. Although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in different fair value measurements at the reporting date.

Participant loans receivable

Participant loans receivable are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans receivable are recorded as a distribution based upon the provisions of the Plan.

METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements
December 31, 2011 and 2010

Reclassifications

Certain amounts in the prior year financial statements were reclassified to conform to the current year presentation.

Note 3 - Party-In-Interest Transactions

Parties-in-interest are defined under Department of Labor Regulations as any fiduciary of the Plan, any party rendering services to the Plan, the Employer, and certain others. Certain Plan investments are shares of mutual funds managed by Fidelity Investments (an affiliate of Fidelity Management Trust Company, or the Trustee) and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Company on behalf of the Plan for the investment management services amounted to \$51,198 for the year ended December 31, 2011.

Note 4 - Fair Value Measurements

The following tables present the Plan's fair value hierarchy by asset class for those assets measured at fair value as of December 31, 2011 and 2010:

Investment Class	Assets Measured at Fair Value at 12/31/11	Fair Value Measurements at 12/31/11		
		Level 1	Level 2	Level 3
Money market accounts	\$ 423,247	\$ 423,247	\$ —	\$ —
Stable value fund	4,227,969	—	4,227,969	—
Corporate bond funds	4,370,216	4,370,216	—	—
Government bond fund	542,409	542,409	—	—
Blended funds	6,069,348	6,069,348	—	—
Target-date funds	9,714,086	9,714,086	—	—
Growth funds	11,672,064	11,672,064	—	—
International funds	4,252,152	4,252,152	—	—
Value funds	2,852,954	2,852,954	—	—
Other funds	1,865,965	1,865,965	—	—
	<u>\$ 45,990,410</u>	<u>\$ 41,762,441</u>	<u>\$ 4,227,969</u>	<u>\$ —</u>

METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements
December 31, 2011 and 2010

Investment Class	Assets Measured at Fair Value at 12/31/10	Fair Value Measurements at 12/31/10		
		Level 1	Level 2	Level 3
Stable value fund	\$ 3,622,963	\$ —	\$ 3,622,963	\$ —
Corporate bond funds	3,440,442	3,440,442	—	—
Government bond fund	122,711	122,711	—	—
Blended funds	5,443,442	5,443,442	—	—
Target-date funds	7,088,841	7,088,841	—	—
Growth funds	10,531,333	10,531,333	—	—
International funds	4,002,466	4,002,466	—	—
Value funds	2,473,838	2,473,838	—	—
Other funds	1,500,886	1,500,886	—	—
	<u>\$ 38,226,922</u>	<u>\$ 34,603,959</u>	<u>\$ 3,622,963</u>	<u>\$ —</u>

Note 5 - Investments

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

	2011	2010
Investments at fair value:		
Fidelity Growth Company	\$ 5,107,468	\$ 4,403,387
Fidelity Contrafund	4,362,896	4,003,395
Wells Fargo Stable Return Fund	4,227,969	3,622,963
PIMCO Total Return Fund	3,856,800	3,139,729
Thornburg International Value R5 Fund	2,901,876	—
Fidelity Diversified International	—	3,096,796
Fidelity Mid-Cap Stock	—	2,106,397
Fidelity Low Priced Stock	2,382,231	2,069,541

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

The Plan administrator has elected the method of annual reporting permitted by Regulation 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by the Trustee except for comparing such information certified by the Trustee to information included in the Plan's financial statements and supplemental schedules.

METROPCS WIRELESS, INC. 401(k) PLANNotes to Financial Statements
December 31, 2011 and 2010

The Trustee has certified that the following data, included in the accompanying financial statements and supplemental schedules, is complete and accurate at December 31, 2011 and 2010 and for the year ended December 31, 2011.

	<u>2011</u>	<u>2010</u>
Investments at fair value:		
Money market accounts	\$ 423,247	\$ —
Stable value fund	4,227,969	3,622,963
Bond funds	4,912,625	3,563,153
Mutual funds	36,426,569	31,040,806
Total investments	<u>45,990,410</u>	<u>38,226,922</u>
Participant loans receivable	<u>1,821,107</u>	<u>1,440,136</u>
	<u>\$ 47,811,517</u>	<u>\$ 39,667,058</u>
		<u>Year Ended</u> <u>12/31/2011</u>
Interest and dividend income		\$ 1,234,473
Net depreciation in fair value of investments		(2,310,159)
Interest income on participant loans receivable		<u>88,936</u>
		<u>\$ (986,750)</u>

Note 7 - Plan Termination

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

Note 8 - Income Tax Status and Plan Amendment

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

Note 9 - Excess Contributions Payable

The excess contributions payable of \$336,092 and \$272,606 as of December 31, 2011 and 2010, respectively, relate to amounts payable to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan.

METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements
December 31, 2011 and 2010

Note 10 - Prohibited Transactions

During the year ended December 31, 2011, the Employer did not remit certain salary deferrals within the time period required by the Department of Labor. The Employer corrected this oversight by remitting an amount which represents a rate of return equal to the higher of the applicable federal rate or equal to the best performing investment option to cover the period of time for which these remittances were late.

Note 11 - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 at December 31:

	<u>2011</u>	<u>2010</u>
Net assets available for benefits per the financial statements	\$ 47,897,364	\$ 39,532,444
Add: excess contributions payable	336,092	272,606
Less: employer contributions receivable	—	(137,992)
Net assets available for benefits per the Form 5500	<u>\$ 48,233,456</u>	<u>\$ 39,667,058</u>

The following is a reconciliation of changes in net assets available for benefits per the financial statements to Form 5500 for the year ended December 31, 2011:

Net increase in net assets available for benefits per the financial statements	\$ 8,364,920
Add: excess contributions payable at the end of the year	336,092
Less: excess contributions payable at the beginning of the year	(272,606)
Add: employer contributions receivable at the beginning of the year	137,992
Net increase in net assets available for benefits per the Form 5500	<u>\$ 8,566,398</u>

Note 12 - Subsequent Events

The Plan Administrator evaluated all events or transactions that occurred after December 31, 2011 through August 10, 2012, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

METROPCS WIRELESS, INC. 401(k) PLAN

Form 5500 - Schedule H - Line 4i Schedule of Assets Held at End of Year December 31, 2011

EIN: 75-2694973
PN: 001

(a)	(b)	(c)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Current value
	Money Market Accounts:		
*	Fidelity Retirement Money Market	423,246.810 Units	\$ 423,247
	Total Money Market Accounts		423,247
	Stable Value Funds:		
	Wells Fargo Stable Return Fund	91,021.938 Units	4,227,969
	Total Stable Value Funds		4,227,969
	Bond Funds:		
	PIMCO Total Return Fund	354,811.456 Units	3,856,800
	Loomis Sayles Bond Fund	37,096.496 Units	513,416
	Templeton Global Bond A	43,707.399 Units	542,409
	Total Bond Funds		4,912,625
	Mutual Funds:		
*	Fidelity Fund	20,606.877 Units	641,904
*	Fidelity Puritan	43,356.274 Units	766,972
*	Fidelity Contrafund	64,673.822 Units	4,362,896
*	Fidelity Growth Company	63,140.910 Units	5,107,468
*	Fidelity Real Estate Investments	39,789.754 Units	1,098,993
*	Fidelity Low Priced Stock	66,673.138 Units	2,382,231
*	Fidelity Freedom Income	31,194.951 Units	350,631
*	Fidelity Freedom 2000	28,325.088 Units	336,502
*	Fidelity Freedom 2005	2,703.893 Units	28,445
*	Fidelity Freedom 2010	36,310.682 Units	475,670
*	Fidelity Freedom 2015	69,483.564 Units	759,455
*	Fidelity Freedom 2020	89,043.930 Units	1,168,256
*	Fidelity Freedom 2025	112,248.463 Units	1,213,406
*	Fidelity Freedom 2030	118,474.463 Units	1,521,212
*	Fidelity Freedom 2035	139,062.301 Units	1,467,107
*	Fidelity Freedom 2040	185,273.772 Units	1,363,615
*	Fidelity Freedom 2045	69,340.878 Units	602,572
*	Fidelity Freedom 2050	50,025.229 Units	427,215
*	Spartan Total Market Index	39,598.957 Units	1,430,314
*	Spartan Extended Market Index	8,845.282 Units	313,654
	T. Rowe Price Mid Cap Value	62,671.223 Units	1,335,524
	Columbia Acorn International Fund	18,098.886 Units	620,973
	Columbia Mid Cap Growth	86,242.247 Units	2,126,734
	Columbia Small Cap Value II	22,664.727 Units	303,254
	Oppenheimer Developing Markets Fund A	24,873.899 Units	729,303
	Wells Fargo Small Cap Value	43,607.396 Units	1,301,245
	Allianz NFJ Dividend Value Fund	105,580.490 Units	1,214,176
	Prudential Jennison Small Company Z	3,604.127 Units	74,966
	Thornburg International Value R5	118,250.839 Units	2,901,876
	Total Mutual Funds		36,426,569
*	Participant Loans Receivable	Variable Interest 5.25% (prime + 2%)	1,821,107
			\$ 47,811,517

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

* Party-in-interest

See independent auditors' report.

METROPCS WIRELESS, INC. 401(k) PLAN

Form 5500 - Schedule H - Line 4a
Schedule of Delinquent Participant Contributions
Year Ended December 31, 2011

EIN: 75-2694973
PN: 001

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Correct Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included <u>X</u>	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
	\$ —	\$ —	\$ 606	\$ —

See independent auditors' report.

METROPCS WIRELESS, INC. 401(k) PLAN

Financial Statements
and
Supplemental Schedules
with
Independent Auditors' Report
December 31, 2011 and 2010

METROPCS WIRELESS, INC. 401(k) PLAN

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INDEPENDENT AUDITORS' REPORT

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

We were engaged to audit the accompanying statements of net assets available for benefits of MetroPCS Wireless, Inc. 401(k) Plan (the Plan) as of December 31, 2011 and 2010, the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplemental schedules as of and for the year ended December 31, 2011. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by Regulation 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Fidelity Management Trust Company (the Trustee), except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the Trustee as of December 31, 2011 and 2010, and for the year ended December 31, 2011, that the information provided to the plan administrator by the Trustee is complete and accurate.

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

Travis Wolff, LLP

August 10, 2012

METROPCS WIRELESS, INC. 401(k) PLANStatements of Net Assets Available for Benefits
December 31, 2011 and 2010

	2011	2010
ASSETS		
Investments at fair value:		
Money market accounts	\$ 423,247	\$ —
Stable value fund	4,227,969	3,622,963
Bond funds	4,912,625	3,563,153
Mutual funds	36,426,569	31,040,806
Total investments	45,990,410	38,226,922
Participant loans receivable	1,821,107	1,440,136
Employee contributions receivable	280,686	—
Employer contributions receivable	141,253	137,992
Total assets	48,233,456	39,805,050
LIABILITIES		
Excess contributions payable (Note 9)	336,092	272,606
Net assets available for benefits	\$ 47,897,364	\$ 39,532,444

See accompanying notes to financial statements.

METROPCS WIRELESS, INC. 401(k) PLAN**Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2011****Additions:**

Investment income (loss):

Interest and dividend income \$ 1,234,473

Net depreciation in fair value of investments (2,310,159)

Total investment loss (1,075,686)

Employer contributions 1,315,350

Participants' contributions 9,760,746

Participants' rollovers 1,017,826

Interest income on participant loans receivable 88,936

Total additions 11,107,172

Deductions:

Benefits paid to or on behalf of participants 2,346,612

Corrective distributions 336,092

Administrative expenses 59,548Total deductions 2,742,252**Net increase in net assets available for benefits** 8,364,920**Net assets available for benefits, beginning of year** 39,532,444**Net assets available for benefits, end of year** \$ 47,897,364

See accompanying notes to financial statements.

METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements
December 31, 2011 and 2010

Note 1 - Description of Plan

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

General

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

Eligibility

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

Contributions

Participants may elect to defer up to 60% of their annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. Each participant may elect to change the percentage of compensation deferred and investment options daily. The Employer may also make discretionary contributions to the Plan as determined by its board of directors. The Employer contributions for the year ended December 31, 2011 totaled \$1,315,350.

Participants' accounts

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

Vesting

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

Payment of benefits

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

METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements December 31, 2011 and 2010

to an Individual Retirement Account or Annuity (IRA) for the benefit of the participant. Account balances less than \$1,000 may be distributed as a lump sum distribution.

Forfeitures

Amounts that are forfeited as nonvested will be used first to reduce administrative expenses and then to reduce Employer contributions. Forfeitures for the year ended December 31, 2011 were \$22,553. At December 31, 2011 and 2010, the unallocated forfeiture balances were \$21,903 and \$28,908, respectively.

Participant loans receivable

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

Administrative expenses

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

Note 2 - Summary of Significant Accounting Policies

Basis of accounting

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

Use of estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets during the reporting period. Actual results could differ from those estimates. Significant items subject to such estimates and assumptions include the fair value of investments.

Risks and uncertainties

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

Investments valuation and income recognition

Investments of the Plan are stated at fair value. Purchases and sales of investments are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The stable value fund held by the Plan is a collective trust fund which invests primarily in investment contracts issued by financial companies including guaranteed investments contracts (GIC's), separate account GIC's and security backed investment contracts to yield a fixed rate of return. The average rate of return for the stable value fund was 2.14% and 2.76% for the years ended December 31, 2011 and 2010, respectively. This return is not guaranteed and is adjusted on a daily basis. Investments in the stable value fund are reported

METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements
December 31, 2011 and 2010

at fair value which is also contract value.

The stable value fund generally permits participant redemptions daily. However, if the Plan should elect to redeem the fund in favor of alternative Plan investments, and the fund experiences periods of insufficient liquidity, the fund may defer honoring any payment request until liquidity is sufficient.

Payment of benefits

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

Fair value measurements

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

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

Level 2: Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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

Investments in money markets funds, mutual funds and bond funds are stated at the net asset value (NAV) of shares held by the Plan at year end using observable quotes from banks and unadjusted quoted market prices from identical securities in an active market and are classified as Level 1 assets in the fair value hierarchy.

Investments in stable value funds are stated at the NAV of the units held by the Plan at year end, as reported by the fund manager, based on the fair value of the underlying investments held by the fund less any liabilities, divided by the total units outstanding on the valuation date. The Plan is permitted to redeem investment units at NAV for participant-directed transactions on the measurement date and, as a result, the investment is classified as a Level 2 asset in the fair value hierarchy.

Fair value estimates are made at a specific point in time and the methods described may produce a fair value calculation that may not be indicative of the net realizable value or reflective of future fair value. Although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in different fair value measurements at the reporting date.

Participant loans receivable

Participant loans receivable are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans receivable are recorded as a distribution based upon the provisions of the Plan.

METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements
December 31, 2011 and 2010

Reclassifications

Certain amounts in the prior year financial statements were reclassified to conform to the current year presentation.

Note 3 - Party-In-Interest Transactions

Parties-in-interest are defined under Department of Labor Regulations as any fiduciary of the Plan, any party rendering services to the Plan, the Employer, and certain others. Certain Plan investments are shares of mutual funds managed by Fidelity Investments (an affiliate of Fidelity Management Trust Company, or the Trustee) and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Company on behalf of the Plan for the investment management services amounted to \$51,198 for the year ended December 31, 2011.

Note 4 - Fair Value Measurements

The following tables present the Plan's fair value hierarchy by asset class for those assets measured at fair value as of December 31, 2011 and 2010:

Investment Class	Assets Measured at Fair Value at 12/31/11	Fair Value Measurements at 12/31/11		
		Level 1	Level 2	Level 3
Money market accounts	\$ 423,247	\$ 423,247	\$ —	\$ —
Stable value fund	4,227,969	—	4,227,969	—
Corporate bond funds	4,370,216	4,370,216	—	—
Government bond fund	542,409	542,409	—	—
Blended funds	6,069,348	6,069,348	—	—
Target-date funds	9,714,086	9,714,086	—	—
Growth funds	11,672,064	11,672,064	—	—
International funds	4,252,152	4,252,152	—	—
Value funds	2,852,954	2,852,954	—	—
Other funds	1,865,965	1,865,965	—	—
	<u>\$ 45,990,410</u>	<u>\$ 41,762,441</u>	<u>\$ 4,227,969</u>	<u>\$ —</u>

METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements
December 31, 2011 and 2010

Investment Class	Assets Measured at Fair Value at 12/31/10	Fair Value Measurements at 12/31/10		
		Level 1	Level 2	Level 3
Stable value fund	\$ 3,622,963	\$ —	\$ 3,622,963	\$ —
Corporate bond funds	3,440,442	3,440,442	—	—
Government bond fund	122,711	122,711	—	—
Blended funds	5,443,442	5,443,442	—	—
Target-date funds	7,088,841	7,088,841	—	—
Growth funds	10,531,333	10,531,333	—	—
International funds	4,002,466	4,002,466	—	—
Value funds	2,473,838	2,473,838	—	—
Other funds	1,500,886	1,500,886	—	—
	<u>\$ 38,226,922</u>	<u>\$ 34,603,959</u>	<u>\$ 3,622,963</u>	<u>\$ —</u>

Note 5 - Investments

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

	2011	2010
Investments at fair value:		
Fidelity Growth Company	\$ 5,107,468	\$ 4,403,387
Fidelity Contrafund	4,362,896	4,003,395
Wells Fargo Stable Return Fund	4,227,969	3,622,963
PIMCO Total Return Fund	3,856,800	3,139,729
Thornburg International Value R5 Fund	2,901,876	—
Fidelity Diversified International	—	3,096,796
Fidelity Mid-Cap Stock	—	2,106,397
Fidelity Low Priced Stock	2,382,231	2,069,541

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

The Plan administrator has elected the method of annual reporting permitted by Regulation 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by the Trustee except for comparing such information certified by the Trustee to information included in the Plan's financial statements and supplemental schedules.

METROPCS WIRELESS, INC. 401(k) PLANNotes to Financial Statements
December 31, 2011 and 2010

The Trustee has certified that the following data, included in the accompanying financial statements and supplemental schedules, is complete and accurate at December 31, 2011 and 2010 and for the year ended December 31, 2011.

	<u>2011</u>	<u>2010</u>
Investments at fair value:		
Money market accounts	\$ 423,247	\$ —
Stable value fund	4,227,969	3,622,963
Bond funds	4,912,625	3,563,153
Mutual funds	36,426,569	31,040,806
Total investments	<u>45,990,410</u>	<u>38,226,922</u>
Participant loans receivable	<u>1,821,107</u>	<u>1,440,136</u>
	<u>\$ 47,811,517</u>	<u>\$ 39,667,058</u>
		<u>Year Ended</u> <u>12/31/2011</u>
Interest and dividend income		\$ 1,234,473
Net depreciation in fair value of investments		(2,310,159)
Interest income on participant loans receivable		<u>88,936</u>
		<u>\$ (986,750)</u>

Note 7 - Plan Termination

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

Note 8 - Income Tax Status and Plan Amendment

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

Note 9 - Excess Contributions Payable

The excess contributions payable of \$336,092 and \$272,606 as of December 31, 2011 and 2010, respectively, relate to amounts payable to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan.

METROPCS WIRELESS, INC. 401(k) PLAN

Notes to Financial Statements
December 31, 2011 and 2010

Note 10 - Prohibited Transactions

During the year ended December 31, 2011, the Employer did not remit certain salary deferrals within the time period required by the Department of Labor. The Employer corrected this oversight by remitting an amount which represents a rate of return equal to the higher of the applicable federal rate or equal to the best performing investment option to cover the period of time for which these remittances were late.

Note 11 - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 at December 31:

	<u>2011</u>	<u>2010</u>
Net assets available for benefits per the financial statements	\$ 47,897,364	\$ 39,532,444
Add: excess contributions payable	336,092	272,606
Less: employer contributions receivable	—	(137,992)
Net assets available for benefits per the Form 5500	<u>\$ 48,233,456</u>	<u>\$ 39,667,058</u>

The following is a reconciliation of changes in net assets available for benefits per the financial statements to Form 5500 for the year ended December 31, 2011:

Net increase in net assets available for benefits per the financial statements	\$ 8,364,920
Add: excess contributions payable at the end of the year	336,092
Less: excess contributions payable at the beginning of the year	(272,606)
Add: employer contributions receivable at the beginning of the year	137,992
Net increase in net assets available for benefits per the Form 5500	<u>\$ 8,566,398</u>

Note 12 - Subsequent Events

The Plan Administrator evaluated all events or transactions that occurred after December 31, 2011 through August 10, 2012, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

METROPCS WIRELESS, INC. 401(k) PLAN

Form 5500 - Schedule H - Line 4i Schedule of Assets Held at End of Year December 31, 2011

EIN: 75-2694973
PN: 001

(a)	(b)	(c)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Current value
	Money Market Accounts:		
*	Fidelity Retirement Money Market	423,246.810 Units	\$ 423,247
	Total Money Market Accounts		423,247
	Stable Value Funds:		
	Wells Fargo Stable Return Fund	91,021.938 Units	4,227,969
	Total Stable Value Funds		4,227,969
	Bond Funds:		
	PIMCO Total Return Fund	354,811.456 Units	3,856,800
	Loomis Sayles Bond Fund	37,096.496 Units	513,416
	Templeton Global Bond A	43,707.399 Units	542,409
	Total Bond Funds		4,912,625
	Mutual Funds:		
*	Fidelity Fund	20,606.877 Units	641,904
*	Fidelity Puritan	43,356.274 Units	766,972
*	Fidelity Contrafund	64,673.822 Units	4,362,896
*	Fidelity Growth Company	63,140.910 Units	5,107,468
*	Fidelity Real Estate Investments	39,789.754 Units	1,098,993
*	Fidelity Low Priced Stock	66,673.138 Units	2,382,231
*	Fidelity Freedom Income	31,194.951 Units	350,631
*	Fidelity Freedom 2000	28,325.088 Units	336,502
*	Fidelity Freedom 2005	2,703.893 Units	28,445
*	Fidelity Freedom 2010	36,310.682 Units	475,670
*	Fidelity Freedom 2015	69,483.564 Units	759,455
*	Fidelity Freedom 2020	89,043.930 Units	1,168,256
*	Fidelity Freedom 2025	112,248.463 Units	1,213,406
*	Fidelity Freedom 2030	118,474.463 Units	1,521,212
*	Fidelity Freedom 2035	139,062.301 Units	1,467,107
*	Fidelity Freedom 2040	185,273.772 Units	1,363,615
*	Fidelity Freedom 2045	69,340.878 Units	602,572
*	Fidelity Freedom 2050	50,025.229 Units	427,215
*	Spartan Total Market Index	39,598.957 Units	1,430,314
*	Spartan Extended Market Index	8,845.282 Units	313,654
	T. Rowe Price Mid Cap Value	62,671.223 Units	1,335,524
	Columbia Acorn International Fund	18,098.886 Units	620,973
	Columbia Mid Cap Growth	86,242.247 Units	2,126,734
	Columbia Small Cap Value II	22,664.727 Units	303,254
	Oppenheimer Developing Markets Fund A	24,873.899 Units	729,303
	Wells Fargo Small Cap Value	43,607.396 Units	1,301,245
	Allianz NFJ Dividend Value Fund	105,580.490 Units	1,214,176
	Prudential Jennison Small Company Z	3,604.127 Units	74,966
	Thornburg International Value R5	118,250.839 Units	2,901,876
	Total Mutual Funds		36,426,569
*	Participant Loans Receivable	Variable Interest 5.25% (prime + 2%)	1,821,107
			\$ 47,811,517

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

* Party-in-interest

See independent auditors' report.

METROPCS WIRELESS, INC. 401(k) PLANForm 5500 - Schedule H - Line 4a
Schedule of Delinquent Participant Contributions
Year Ended December 31, 2011EIN: 75-2694973
PN: 001

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Correct Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included <u>X</u>	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
	\$ —	\$ —	\$ 606	\$ —

See independent auditors' report.

► For Privacy Act and Paperwork Reduction Act Notice, see instructions.

File With IRS Only

Part I Identification

A Name of filer, plan administrator, or plan sponsor (see instructions) MetroPCS Wireless, Inc. Number, street, and room or suite no. (If a P.O. box, see instructions) 2250 Lakeside Blvd. City or town, state, and ZIP code Richardson, TX 75082				B Filer's identifying number (see instructions) Employer identification number (EIN) 75-2694973						
				Social security number (SSN) (see instructions)						
C				Plan name			Plan number	Plan year ending—		
							MM	DD	YYYY	
1 MetroPCS Wireless, Inc. 401(k) Plan				0	0	1	12	31	2011	
2										
3										

Part II Extension of Time To File Form 5500 Series, and/or Form 8955-SSA

- 1 I request an extension of time until 1 0 / 1 5 / 2 0 1 2 to file Form 5500 series (see instructions).
Note. A signature IS NOT required if you are requesting an extension to file Form 5500 series.
- 2 I request an extension of time until 1 0 / 1 5 / 2 0 1 2 to file Form 8955-SSA (see instructions).
Note. A signature IS required if you are requesting an extension to file Form 8955-SSA.

The application is **automatically approved** to the date shown on line 1 and/or line 2 (above) if: **(a)** the Form 5558 is filed on or before the normal due date of Form 5500 series, and/or Form 8955-SSA for which this extension is requested, and **(b)** the date on line 1 and/or line 2 (above) is not later than the 15th day of the third month after the normal due date.

Part III Extension of Time To File Form 5330 (see instructions)

- 3** I request an extension of time until / / to file Form 5330.
You may be approved for up to a 6 month extension to file Form 5330, after the normal due date of Form 5330.

a Enter the Code section(s) imposing the tax ▶ **a**

b Enter the payment amount attached **b**

c For excise taxes under section 4980 or 4980F of the Code, enter the reversion/amendment date . . . ▶ c

4 State in detail why you need the extension:

[illegible]

Under penalties of perjury, I declare that to the best of my knowledge and belief, the statements made on this form are true, correct, and complete, and that I am authorized to prepare this application.

Signature ► Jerry K. Kelle

Date ► 4/24/12

Cat. No. 12005T