

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: 1.2em; font-weight: bold;">2013</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</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>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>METROPCS WIRELESS, INC.</u> <u>2250 LAKESIDE BLVD.</u> <u>RICHARDSON, TX 75082</u>	1c Effective date of plan <u>07/01/2001</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.	10/14/2014	TINA MARIE COREA
	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
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
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		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	3657
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	20
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits		6c	322
d Subtotal. Add lines 6a , 6b , and 6c		6d	342
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	342
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	337
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	128
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics 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 Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

Part I	Service Provider Information (see instructions)
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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
FIDELITY INVESTMENTS INSTITUTIONAL
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
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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?
37 60 64 65	RECORDKEEPER	98048	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?
15	RECORDKEEPER	14500	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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.	
ALZGI NFJ DIV VL ADM - BOSTON FINA 330 W. 9TH STREET KANSAS CITY, MO 66160	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 P.O. BOX 8081 BOSTON, MA 02266	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	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		
COL/ACORN INTL Z - COLUMBIA MGT IN P.O. BOX 8081 BOSTON, MA 02266	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
LOOMIS BOND INST - BOSTON FINANCIA P.O. BOX 8480 BOSTON, MA 02266	0.20%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
OPPHMR DEV MKTS A - OFI GLOBAL ASS TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK, NY 10281	0.50%	

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		
PIMCO TOT RETURN ADM - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.28%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
PRU/J SMALL CO Z - PRUDENTIAL MUTU 22-3703799	0.25%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
THORNBURG INT VAL R5 - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.25%	

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>TMPL GLOBAL BOND A - FRANKLIN TEMP</p> <p>94-3167260</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>0.40%</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>TRP MID CAP VAL ADV - T. ROWE PRIC</p> <p>52-2269240</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>0.40%</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>WFA SM CAP VAL INV - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266</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>0.40%</p>		

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: TRAVIS WOLFF LLP	b EIN: 20-8185533
c Position: AUDITOR	
d Address:	e Telephone:

Explanation: THE METROPCS PLAN MERGED INTO THE T-MOBILE PLAN EFFECTIVE 1/1/2014, AS A PART OF THAT CONVERSION THE T-MOBILE EXISTING AUDIT FIRM WAS CHOSEN TO DO THE METROPCS AUDIT AS WELL.

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:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center; font-weight: bold;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: right; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large; font-weight: bold;">2013</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan METROPCS WIRELESS, INC. 401(K) PLAN	B Three-digit plan number (PN) ▶	001
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	

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 52-2250946-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5879860
--	--	---

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 52-2252209-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
--	--	---

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:
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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:
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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:
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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 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	125353	348561
(2) Participant contributions.....	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	1128603	980952
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans.....	1c(8)	2404509	2391482
(9) Value of interest in common/collective trusts	1c(9)	5084917	5879860
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	55036230	74409953
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	63779612	84010808

Liabilities

g Benefit claims payable	1g	0	354115
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	354115

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	63779612	83656693
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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)	3465058	
(B) Participants	2a(1)(B)	12986111	
(C) Others (including rollovers)	2a(1)(C)	1210380	
(2) Noncash contributions	2a(2)	0	17661549
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	118	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	118742	
(F) Other	2b(1)(F)	0	118860
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	3289127
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	3289127	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		3289127
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	0
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	0
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		-61542
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		10024358
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		31032352

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	10223090	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other.....	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		10223090
f Corrective distributions (see instructions).....	2f		775305
g Certain deemed distributions of participant loans (see instructions).....	2g		-9864
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	0	
(4) Other.....	2i(4)	114731	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		114731
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		11103262

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		19929090
l Transfers of assets:			
(1) To this plan.....	2l(1)		1308
(2) From this plan.....	2l(2)		53317

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: CLARK NUBER P.S.

(2) EIN: 91-1194016

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

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

Part IV Compliance Questions

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

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		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?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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)
T-MOBILE USA, INC. 401(K) RETIREMENT SAVINGS PLAN & TRUST	20-0836269	001

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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
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
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

METROPCS WIRELESS, INC. 401(k) PLAN

Financial Statements

For the Period Ended January 3, 2014
and the Year Ended December 31, 2013

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Independent Auditor's Report***To the Plan Administrator
MetroPCS Wireless, Inc. 401(k) Plan
Bellevue, Washington******REPORT ON THE FINANCIAL STATEMENTS***

We were engaged to audit the accompanying financial statements of MetroPCS Wireless, Inc. 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of January 3, 2014 and December 31, 2013, and the related statements of changes in net assets available for benefits for the period ended January 3, 2014 and the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executed investment transactions. The plan administrator has obtained certifications from the trustee as of January 3, 2014 and December 31, 2013, and for the period ended January 3, 2014 and the year ended December 31, 2013, that the information provided to the plan administrator by the custodians is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

CLARK NUBER

Certified Public
Accountants
and Consultants

Other Matter - Basis of Accounting

As further discussed in Note 1 to the financial statements, the Plan sponsor completed a business combination transaction in April 2013. As a result, the Plan assets merged into a successor plan effective January 3, 2014. Accordingly the statements of nets assets available for benefits as of January 3, 2014 and December 31, 2013, and the related statements of changes in net assets for the period ended January 3, 2014 and the year ended December 31, 2013, are presented on the liquidation basis of accounting.

Other Matter - Supplementary Information

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplementary information, as listed in the accompanying table of contents, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. The supplementary information is the responsibility of management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplementary information.

Other Matter - 2012 Financial Statements

The financial statements of the Plan as of December 31, 2012, were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed the predecessor auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the custodian. Their report, dated July 29, 2013, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the custodian, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

REPORT ON FORM AND CONTENT IN COMPLIANCE WITH DOL RULES AND REGULATIONS

The form and content of the information included in the financial statements and supplementary information, other than that derived from the information certified by the custodians, 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.

Clark Nuber PS

Certified Public Accountants
October 6, 2014

METROPCS WIRELESS, INC. 401(k) Plan

**Statements of Net Assets Available for Benefits
January 3, 2014, December 31, 2013 and 2012**

	<i>Liquidation Basis</i>		
	<i>January 3, 2014</i>	<i>December 31, 2013</i>	<i>December 31, 2012</i>
Assets:			
Investments, at fair value-			
Money market accounts	\$ -	\$ 980,952	\$ 1,128,603
Stable value fund	-	5,879,860	5,084,917
Mutual funds	-	74,409,953	55,036,230
Total investments at fair value	-	81,270,765	61,249,750
Participant loans receivable	-	2,391,482	2,404,509
Employer contributions receivable	-	348,561	125,353
Total Assets	-	84,010,808	63,779,612
Liabilities:			
Excess contributions payable	-	354,115	387,535
Net Assets Available for Benefits at Fair Value	-	83,656,693	63,392,077
Adjustment from fair value to contract value for fully benefit-responsive contracts	-	-	(143,410)
Net Assets Available for Benefits	\$ -	\$ 83,656,693	\$ 63,248,667

See accompanying notes.

METROPCS WIRELESS, INC. 401(k) Plan

Statement of Changes in Net Assets Available for Benefits
For the Period Ended January 3, 2014 and the Year Ended December 31, 2013

	<i>Liquidation Basis</i>	
	<u>2014</u>	<u>2013</u>
Contributions and Investment (Loss) Income		
Investment (loss) income-		
Interest and dividend income	\$ 581	\$ 3,289,245
Net (depreciation) appreciation in fair value of investments	(518,990)	10,106,227
Total investment (loss) income	(518,409)	13,395,472
Employer contributions	-	3,465,058
Participant contributions	68	12,631,996
Participant rollovers	-	1,210,380
Interest income on participant loans receivable	99	118,742
Total Contributions and Investment (Loss) Income	<u>(518,242)</u>	<u>30,821,648</u>
Deductions from Net Assets:		
Benefits paid to or on behalf of participants	379,006	10,246,882
Administrative expenses	-	114,731
Total Deductions from Net Assets	<u>379,006</u>	<u>10,361,613</u>
Net (decrease) increase in net assets available for benefits	(897,248)	20,460,035
Transfer to T-Mobile Plan	(82,759,445)	(52,009)
Net Assets Available for Benefits:		
Beginning of period	83,656,693	63,248,667
End of Period	<u><u>\$ -</u></u>	<u><u>\$ 83,656,693</u></u>

See accompanying notes.

METROPCS WIRELESS, INC. 401(k) Plan

Notes to Financial Statements

For the Period Ended January 3, 2014 and the Year Ended December 31, 2013

Note 1 - Plan Description

The following description of the MetroPCS Wireless, Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under 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 accounting principles generally accepted in the United States of America (U.S. GAAP) and 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.

On April 30, 2013, the Company completed a business combination transaction with Deutsche Telekom AG, ("Deutsche Telekom"), T-Mobile Global, a direct wholly-owned subsidiary of Deutsche Telekom ("T-Mobile Global"), T-Mobile Global Holding, a direct wholly-owned subsidiary of T-Mobile Global ("T-Mobile Holding") and T-Mobile USA, Inc., a Delaware corporation and a direct wholly-owned subsidiary of T-Mobile Holding ("T-Mobile"). Effective January 3, 2014, subject to the provisions of ERISA, the Plan discontinued its contributions and merged all assets and liabilities, including loan balances, to the T-Mobile USA, Inc. 401(k) Retirement Savings Plan & Trust.

Eligibility - Effective January 1, 2013, all employees of the Company who have attained the age of 21 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 period ended January 3, 2014 and the year ended December 31, 2013, totaled \$0 and \$3,465,058, respectively.

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 balances in each investment option as a percentage of the total of participants' account balances in such investment option. 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 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.

METROPCS WIRELESS, INC. 401(k) Plan

Notes to Financial Statements

For the Period Ended January 3, 2014 and the Year Ended December 31, 2013

Note 1 - Continued

Forfeitures - Amounts that are forfeited as nonvested will be used first to reduce administrative expenses and then to reduce Employer contributions. Forfeitures for the period ended January 3, 2014 and the year ended December 31, 2013, were \$0 and \$52,755, respectively. At January 3, 2014, December 31, 2013 and 2012, the unallocated forfeiture balances were \$0, \$1,585 and \$30,093, respectively. For the period ended January 3, 2014 and the years ended December 31, 2013 and 2012, forfeited amounts of \$0, \$74,852 and \$61,909, respectively, were utilized to reduce the payment of administrative expenses and audit fees.

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 upon loan inception, generally at prevailing market rates, which is currently 5.25% (prime + 2%). 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. Administrative expenses incurred by the Plan and Plan participants totaled \$0 and \$114,731 for the period ended January 3, 2014 and the year ended December 31, 2013, respectively.

Plan Termination - On January 3, 2014, the Plan merged the Plan participant accounts, including loan balances, to the T-Mobile USA, Inc. 401(k) Plan & Trust and discontinued its contributions. Participants that continue their employment with T-Mobile will continue to vest in accordance with the MetroPCS Wireless, Inc. 401(k) Plan provisions with respect to employer contributions.

Subsequent Events - The Plan Administrator evaluated all events or transactions that occurred after January 3, 2014 through October 6, 2014, the date the financial statements were available to be issued.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting - The accompanying 2014 and 2013 financial statements have been prepared on the liquidation basis of accounting in accordance with U.S. GAAP. The 2012 financial statements have been prepared on the accrual basis of accounting in accordance with U.S. GAAP.

Use of Estimates - The preparation of financial statements in conformity with U.S. 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.

METROPCS WIRELESS, INC. 401(k) Plan

Notes to Financial Statements

For the Period Ended January 3, 2014 and the Year Ended December 31, 2013

Note 2 - Continued

Investment 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.

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.

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

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.

Reclassifications - Certain amounts in the prior year financial statements have been reclassified to conform to the current year presentation.

Note 3 - Party-In-Interest Transactions

Parties-in-interest are defined under ERISA as any fiduciary of the Plan, any party rendering services to the Plan, the Employer, and certain others. Certain Plan investments are shares of funds managed by Fidelity Investments (an affiliate of the Fidelity Management Trust Company (Trustee)) and, therefore, these transactions qualify as party-in-interest transactions. The Trustee receives certain fees paid by the Plan, certain fees paid by the participants, and other fees paid by the Plan's investment funds. Fees paid by the Plan include a quarterly per participant fee and additional annual fees related to processing excessive contribution returns. Fees paid by the participant include fees charged for distributions and new loan set-up. Fees paid by the investment funds are revenue share fees for shareholder services provided to the funds, including 12(b)(1) fees, sub-transfer agent fees and other shareholder servicing fees. These fees are paid to the Trustees for handling certain duties for the fund companies that they would otherwise have to do such as sending out prospectuses. None of the 12(b)(1) fees or sub-transfer agent fees are shared with parties-in-interest to the Plan. Fees paid by the Plan for participant transactions amounted to \$0 and \$114,731 for the period ended January 3, 2014 and the year ended December 31, 2013, respectively.

METROPCS WIRELESS, INC. 401(k) Plan

Notes to Financial Statements

For the Period Ended January 3, 2014 and the Year Ended December 31, 2013

Note 4 - 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. U.S. 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 - Unadjusted quoted prices available in active markets for identical assets or liabilities;

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. With respect to mutual funds, there have been no changes in the methodologies used at December 31, 2013 and 2012, as these investments are valued and traded daily and thus the fair value is essentially equivalent to liquidation basis. There was a change in valuation methodologies for the stable value fund.

Mutual Funds - Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Stable Value Fund – As of and for the periods ended January 3, 2014 and December 31, 2013, the Stable Value Fund (SVF) is valued at contract value, which is deemed to be equivalent to both fair and liquidation value. As of and for the year ended December 31, 2012, the SVF was valued using the NAV provided by the fund's trustee (Wells Fargo). The NAV is based on the fair value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of units outstanding at the valuation date. The fund is traded on a private market that is not active; however, the unit price is based primarily on observable market data of the fund's underlying assets.

METROPCS WIRELESS, INC. 401(k) Plan

Notes to Financial Statements

For the Period Ended January 3, 2014 and the Year Ended December 31, 2013

Note 4 - Continued

The following tables present the Plan's fair value hierarchy by asset class for those assets measured at fair value as of December 31, 2013 and 2012:

<i>Fair Value Measurements as of December 31, 2013</i>				
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Money market accounts	\$ 980,952	\$ -	\$ -	\$ 980,952
Stable value fund*	-	5,879,860	-	5,879,860
Bond funds	5,674,114	-	-	5,674,114
Blended funds	10,647,544	-	-	10,647,544
Target-date funds	20,917,544	-	-	20,917,544
Growth funds	22,522,402	-	-	22,522,402
International funds	5,870,639	-	-	5,870,639
Value funds	5,508,454	-	-	5,508,454
Other funds	3,269,256	-	-	3,269,256
	\$ 75,390,905	\$ 5,879,860	\$ -	\$ 81,270,765

* The stable value fund is carried at contract value at December 31, 2013, consistent with the liquidation basis of accounting. The difference between contract value and fair value is immaterial.

<i>Fair Value Measurements as of December 31, 2012</i>				
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Money market accounts	\$ 1,128,603	\$ -	\$ -	\$ 1,128,603
Stable value fund	-	5,084,917	-	5,084,917
Bond funds	6,099,936	-	-	6,099,936
Blended funds	6,984,677	-	-	6,984,677
Target-date funds	14,154,007	-	-	14,154,007
Growth funds	15,842,890	-	-	15,842,890
International funds	5,450,200	-	-	5,450,200
Value funds	3,635,312	-	-	3,635,312
Other funds	2,869,208	-	-	2,869,208
	\$ 56,164,833	\$ 5,084,917	\$ -	\$ 61,249,750

METROPCS WIRELESS, INC. 401(k) Plan

Notes to Financial Statements

For the Period Ended January 3, 2014 and the Year Ended December 31, 2013

Note 4 - Continued

The following sets forth additional disclosures of the Plan's investments, whose fair value is estimated using NAV per share (or its equivalent):

	<u>Fair Value</u>	<u>Unfunded Commitment</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Collective trust fund-				
Wells Fargo Stable Value Fund C:				
As of December 31, 2013	\$ 5,879,860	\$ -	Daily	None
As of December 31, 2012	\$ 5,084,917	\$ -	Daily	None

The Plan invests in a Wells Fargo Stable Fund C (the Fund) whose fair value is estimated NAV per share as a practical expedient. The investment objective of the Wells Fargo Stable Value Fund C is to provide income, while preventing price fluctuations. The Fund is wholly-invested in Wells Fargo Stable Fund G, which is in turn primarily comprised of investment contracts including Guaranteed Investment Contracts (GICs), Separate Account GICs, and Security Backed Investment Contracts. GICs are issued by insurance companies which guarantee the return of principal and a stated rate of interest. Separate Account GICs are issued by an insurance company and are maintained in a separate account. Security Backed Investment Contracts are comprised of investment contracts and underlying fixed income portfolios.

Note 5 - Investments

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

	<u>2013</u>	<u>2012</u>
Investments at fair value-		
Fidelity Growth Company	\$ 10,101,134	\$ 7,094,794
Fidelity Contrafund	7,959,217	5,372,355
Wells Fargo Stable Return Fund	5,879,860	5,084,917
Fidelity Low Priced Stock	4,266,578	3,063,732
PIMCO Total Return Fund	4,069,402	4,356,998
Thornburg International Value R5 Fund	*	3,437,097

* Investment is less than 5% of net assets.

METROPCS WIRELESS, INC. 401(k) Plan

Notes to Financial Statements

For the Period Ended January 3, 2014 and the Year Ended December 31, 2013

Note 6 - Information Certified by the Plan's Trustee

The Plan administrator has elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Under this provision of ERISA, certain information certified by a qualifying institution need not be subjected to independent audits. The Plan's management has obtained certifications from the Plan's Trustee, which state the following information provided by the Trustee and included in the Plan's financial statements and supplementary information is complete and accurate:

- Fair value of investments as of January 3, 2014, December 31, 2013 and 2012;
- Investment income earned for the period ended January 3, 2014 and the year ended December 31, 2013; and
- Investment transactions for the period ended January 3, 2014 and the year ended December 31, 2013.

Note 7 - 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.

US GAAP requires the Plan administrator and the Plan's tax counsel to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator and the Plan's tax counsel have analyzed the tax positions taken by the Plan, and have concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the Plan's financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

Note 8 - Excess Contributions Payable

The excess contributions payable of \$0, \$354,115 and \$387,535 as of January 3, 2014, December 31, 2013 and 2012, 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

For the Period Ended January 3, 2014 and the Year Ended December 31, 2013

Note 9 - 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>January 3, 2014</u>	<u>December 31, 2013</u>	<u>December 31, 2012</u>
Net assets available for benefits per the financial statements	\$ -	\$ 83,656,693	\$ 63,248,667
Add excess contributions payable	-	-	387,535
Add adjustment from fair value to contract value for fully benefit-responsive contracts	<u>-</u>	<u>-</u>	<u>143,410</u>
Net Assets Available for Benefits Per the Form 5500	<u>\$ -</u>	<u>\$ 83,656,693</u>	<u>\$ 63,779,612</u>

The following is a reconciliation of changes in net assets available for benefits per the financial statements to Form 5500 for the period ended January 3, 2014 and the year ended December 31, 2013:

	<u>2014</u>	<u>2013</u>
Net (decrease) increase in net assets available for benefits per the financial statements	\$(83,656,693)	\$ 20,408,026
Less excess contributions payable at beginning of the year	-	(387,535)
Add change in adjustment from fair value to contract value for fully benefit-responsive contracts at end of the year	<u>-</u>	<u>(143,410)</u>
Net (Decrease) Increase in Net Assets Available for Benefits Per the Form 5500	<u>\$(83,656,693)</u>	<u>\$ 19,877,081</u>

SUPPLEMENTARY INFORMATION

METROPCS WIRELESS, INC. 401(k) Plan

**Attachment to Form 5500, Schedule H, Line 4(i)
Schedule of Assets Held as of December 31, 2013**

Employer: MetroPCS Wireless, Inc. 401(k) Plan

EIN: 75-2694973

Plan No.: 001

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	AllianzGI NFJ Dividend Value Admin	Mutual fund	**	\$ 1,941,469
	T Rowe Price Mid-cap Value Adv	Mutual fund	**	2,374,642
	Columbia Small cap Value Fund II Z	Mutual fund	**	1,192,343
*	Fidelity Spartan Total Mkt Idx Advtg	Mutual fund	**	3,101,037
*	Fidelity Low-Priced Stock	Mutual fund	**	4,266,578
*	Fidelity Spartan Extnd Mkt Idx Advtg	Mutual fund	**	1,323,628
	Wells Fargo Advantage Small Cap Val Inv	Mutual fund	**	1,956,301
*	Fidelity fund	Mutual fund	**	1,113,834
*	Fidelity Contrafund	Mutual fund	**	7,959,217
*	Fidelity Growth Company	Mutual fund	**	10,101,134
	Columbia Mid Cap Growth Z	Mutual fund	**	2,979,672
	Prudential Jennison Small Company Z	Mutual fund	**	368,545
*	Fidelity Retirement Money Market	Money market fund	**	980,952
	Wells Fargo Stable Return C	Stable value fund	**	5,879,860
	PIMCO Total Return Admin	Mutual fund	**	4,069,402
	Loomis Sayles Bond Instl	Mutual fund	**	892,983
	Templeton Global Bond A Load Waived	Mutual fund	**	711,729
	Thornburg International Value R5	Mutual fund	**	3,749,198
	Columbia Acorn International Z	Mutual fund	**	1,020,378
	Oppenheimer Developing Markets A LW	Mutual fund	**	1,101,063
*	Fidelity Real Estate Investment	Mutual fund	**	1,968,635
*	Fidelity Freedom K Income	Mutual fund	**	448,344
*	Fidelity Puritan	Mutual fund	**	1,300,621
*	Fidelity Freedom K 2000	Mutual fund	**	445,941
*	Fidelity Freedom K 2005	Mutual fund	**	24,879
*	Fidelity Freedom K 2010	Mutual fund	**	359,747
*	Fidelity Freedom K 2015	Mutual fund	**	1,255,014
*	Fidelity Freedom K 2020	Mutual fund	**	2,256,758
*	Fidelity Freedom K 2025	Mutual fund	**	2,407,267
*	Fidelity Freedom K 2030	Mutual fund	**	3,538,508
*	Fidelity Freedom K 2035	Mutual fund	**	3,239,672
*	Fidelity Freedom K 2040	Mutual fund	**	3,404,485
*	Fidelity Freedom K 2045	Mutual fund	**	1,952,827
*	Fidelity Freedom K 2050	Mutual fund	**	1,351,989
*	Fidelity Freedom K 2055	Mutual fund	**	232,113
*	Participant Loans	Rates from 5.25% to 9.00%, maturing through November 2022	- 0 -	2,391,482
				<u>\$ 83,662,247</u>

* Party-in-interest as defined by section 3(14) of ERISA.

** Historical cost information omitted with respect to assets held for investment purposes on participant-directed individual account balances.

See independent auditor's report.

METROPCS WIRELESS, INC. 401(k) PLAN

Financial Statements

For the Period Ended January 3, 2014
and the Year Ended December 31, 2013

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Independent Auditor's Report***To the Plan Administrator
MetroPCS Wireless, Inc. 401(k) Plan
Bellevue, Washington******REPORT ON THE FINANCIAL STATEMENTS***

We were engaged to audit the accompanying financial statements of MetroPCS Wireless, Inc. 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of January 3, 2014 and December 31, 2013, and the related statements of changes in net assets available for benefits for the period ended January 3, 2014 and the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executed investment transactions. The plan administrator has obtained certifications from the trustee as of January 3, 2014 and December 31, 2013, and for the period ended January 3, 2014 and the year ended December 31, 2013, that the information provided to the plan administrator by the custodians is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

CLARK NUBER

Certified Public
Accountants
and Consultants

Other Matter - Basis of Accounting

As further discussed in Note 1 to the financial statements, the Plan sponsor completed a business combination transaction in April 2013. As a result, the Plan assets merged into a successor plan effective January 3, 2014. Accordingly the statements of nets assets available for benefits as of January 3, 2014 and December 31, 2013, and the related statements of changes in net assets for the period ended January 3, 2014 and the year ended December 31, 2013, are presented on the liquidation basis of accounting.

Other Matter - Supplementary Information

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplementary information, as listed in the accompanying table of contents, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. The supplementary information is the responsibility of management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplementary information.

Other Matter - 2012 Financial Statements

The financial statements of the Plan as of December 31, 2012, were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed the predecessor auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the custodian. Their report, dated July 29, 2013, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the custodian, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

REPORT ON FORM AND CONTENT IN COMPLIANCE WITH DOL RULES AND REGULATIONS

The form and content of the information included in the financial statements and supplementary information, other than that derived from the information certified by the custodians, 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.

Clark Nuber PS

Certified Public Accountants
October 6, 2014

METROPCS WIRELESS, INC. 401(k) Plan

**Statements of Net Assets Available for Benefits
January 3, 2014, December 31, 2013 and 2012**

	<i>Liquidation Basis</i>		
	<i>January 3, 2014</i>	<i>December 31, 2013</i>	<i>December 31, 2012</i>
Assets:			
Investments, at fair value-			
Money market accounts	\$ -	\$ 980,952	\$ 1,128,603
Stable value fund	-	5,879,860	5,084,917
Mutual funds	-	74,409,953	55,036,230
Total investments at fair value	-	81,270,765	61,249,750
Participant loans receivable	-	2,391,482	2,404,509
Employer contributions receivable	-	348,561	125,353
Total Assets	-	84,010,808	63,779,612
Liabilities:			
Excess contributions payable	-	354,115	387,535
Net Assets Available for Benefits at Fair Value	-	83,656,693	63,392,077
Adjustment from fair value to contract value for fully benefit-responsive contracts	-	-	(143,410)
Net Assets Available for Benefits	\$ -	\$ 83,656,693	\$ 63,248,667

See accompanying notes.

METROPCS WIRELESS, INC. 401(k) Plan

**Statement of Changes in Net Assets Available for Benefits
For the Period Ended January 3, 2014 and the Year Ended December 31, 2013**

	<i>Liquidation Basis</i>	
	<u>2014</u>	<u>2013</u>
Contributions and Investment (Loss) Income		
Investment (loss) income-		
Interest and dividend income	\$ 581	\$ 3,289,245
Net (depreciation) appreciation in fair value of investments	(518,990)	10,106,227
Total investment (loss) income	(518,409)	13,395,472
Employer contributions	-	3,465,058
Participant contributions	68	12,631,996
Participant rollovers	-	1,210,380
Interest income on participant loans receivable	99	118,742
Total Contributions and Investment (Loss) Income	<u>(518,242)</u>	<u>30,821,648</u>
Deductions from Net Assets:		
Benefits paid to or on behalf of participants	379,006	10,246,882
Administrative expenses	-	114,731
Total Deductions from Net Assets	<u>379,006</u>	<u>10,361,613</u>
Net (decrease) increase in net assets available for benefits	(897,248)	20,460,035
Transfer to T-Mobile Plan	(82,759,445)	(52,009)
Net Assets Available for Benefits:		
Beginning of period	83,656,693	63,248,667
End of Period	<u><u>\$ -</u></u>	<u><u>\$ 83,656,693</u></u>

See accompanying notes.

METROPCS WIRELESS, INC. 401(k) Plan

Notes to Financial Statements

For the Period Ended January 3, 2014 and the Year Ended December 31, 2013

Note 1 - Plan Description

The following description of the MetroPCS Wireless, Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under 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 accounting principles generally accepted in the United States of America (U.S. GAAP) and 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.

On April 30, 2013, the Company completed a business combination transaction with Deutsche Telekom AG, ("Deutsche Telekom"), T-Mobile Global, a direct wholly-owned subsidiary of Deutsche Telekom ("T-Mobile Global"), T-Mobile Global Holding, a direct wholly-owned subsidiary of T-Mobile Global ("T-Mobile Holding") and T-Mobile USA, Inc., a Delaware corporation and a direct wholly-owned subsidiary of T-Mobile Holding ("T-Mobile"). Effective January 3, 2014, subject to the provisions of ERISA, the Plan discontinued its contributions and merged all assets and liabilities, including loan balances, to the T-Mobile USA, Inc. 401(k) Retirement Savings Plan & Trust.

Eligibility - Effective January 1, 2013, all employees of the Company who have attained the age of 21 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 period ended January 3, 2014 and the year ended December 31, 2013, totaled \$0 and \$3,465,058, respectively.

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 balances in each investment option as a percentage of the total of participants' account balances in such investment option. 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 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.

METROPCS WIRELESS, INC. 401(k) Plan

Notes to Financial Statements

For the Period Ended January 3, 2014 and the Year Ended December 31, 2013

Note 1 - Continued

Forfeitures - Amounts that are forfeited as nonvested will be used first to reduce administrative expenses and then to reduce Employer contributions. Forfeitures for the period ended January 3, 2014 and the year ended December 31, 2013, were \$0 and \$52,755, respectively. At January 3, 2014, December 31, 2013 and 2012, the unallocated forfeiture balances were \$0, \$1,585 and \$30,093, respectively. For the period ended January 3, 2014 and the years ended December 31, 2013 and 2012, forfeited amounts of \$0, \$74,852 and \$61,909, respectively, were utilized to reduce the payment of administrative expenses and audit fees.

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 upon loan inception, generally at prevailing market rates, which is currently 5.25% (prime + 2%). 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. Administrative expenses incurred by the Plan and Plan participants totaled \$0 and \$114,731 for the period ended January 3, 2014 and the year ended December 31, 2013, respectively.

Plan Termination - On January 3, 2014, the Plan merged the Plan participant accounts, including loan balances, to the T-Mobile USA, Inc. 401(k) Plan & Trust and discontinued its contributions. Participants that continue their employment with T-Mobile will continue to vest in accordance with the MetroPCS Wireless, Inc. 401(k) Plan provisions with respect to employer contributions.

Subsequent Events - The Plan Administrator evaluated all events or transactions that occurred after January 3, 2014 through October 6, 2014, the date the financial statements were available to be issued.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting - The accompanying 2014 and 2013 financial statements have been prepared on the liquidation basis of accounting in accordance with U.S. GAAP. The 2012 financial statements have been prepared on the accrual basis of accounting in accordance with U.S. GAAP.

Use of Estimates - The preparation of financial statements in conformity with U.S. 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.

METROPCS WIRELESS, INC. 401(k) Plan

Notes to Financial Statements

For the Period Ended January 3, 2014 and the Year Ended December 31, 2013

Note 2 - Continued

Investment 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.

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.

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

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.

Reclassifications - Certain amounts in the prior year financial statements have been reclassified to conform to the current year presentation.

Note 3 - Party-In-Interest Transactions

Parties-in-interest are defined under ERISA as any fiduciary of the Plan, any party rendering services to the Plan, the Employer, and certain others. Certain Plan investments are shares of funds managed by Fidelity Investments (an affiliate of the Fidelity Management Trust Company (Trustee)) and, therefore, these transactions qualify as party-in-interest transactions. The Trustee receives certain fees paid by the Plan, certain fees paid by the participants, and other fees paid by the Plan's investment funds. Fees paid by the Plan include a quarterly per participant fee and additional annual fees related to processing excessive contribution returns. Fees paid by the participant include fees charged for distributions and new loan set-up. Fees paid by the investment funds are revenue share fees for shareholder services provided to the funds, including 12(b)(1) fees, sub-transfer agent fees and other shareholder servicing fees. These fees are paid to the Trustees for handling certain duties for the fund companies that they would otherwise have to do such as sending out prospectuses. None of the 12(b)(1) fees or sub-transfer agent fees are shared with parties-in-interest to the Plan. Fees paid by the Plan for participant transactions amounted to \$0 and \$114,731 for the period ended January 3, 2014 and the year ended December 31, 2013, respectively.

METROPCS WIRELESS, INC. 401(k) Plan

Notes to Financial Statements

For the Period Ended January 3, 2014 and the Year Ended December 31, 2013

Note 4 - 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. U.S. 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 - Unadjusted quoted prices available in active markets for identical assets or liabilities;

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. With respect to mutual funds, there have been no changes in the methodologies used at December 31, 2013 and 2012, as these investments are valued and traded daily and thus the fair value is essentially equivalent to liquidation basis. There was a change in valuation methodologies for the stable value fund.

Mutual Funds - Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Stable Value Fund – As of and for the periods ended January 3, 2014 and December 31, 2013, the Stable Value Fund (SVF) is valued at contract value, which is deemed to be equivalent to both fair and liquidation value. As of and for the year ended December 31, 2012, the SVF was valued using the NAV provided by the fund's trustee (Wells Fargo). The NAV is based on the fair value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of units outstanding at the valuation date. The fund is traded on a private market that is not active; however, the unit price is based primarily on observable market data of the fund's underlying assets.

METROPCS WIRELESS, INC. 401(k) Plan

Notes to Financial Statements

For the Period Ended January 3, 2014 and the Year Ended December 31, 2013

Note 4 - Continued

The following tables present the Plan's fair value hierarchy by asset class for those assets measured at fair value as of December 31, 2013 and 2012:

<i>Fair Value Measurements as of December 31, 2013</i>				
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Money market accounts	\$ 980,952	\$ -	\$ -	\$ 980,952
Stable value fund*	-	5,879,860	-	5,879,860
Bond funds	5,674,114	-	-	5,674,114
Blended funds	10,647,544	-	-	10,647,544
Target-date funds	20,917,544	-	-	20,917,544
Growth funds	22,522,402	-	-	22,522,402
International funds	5,870,639	-	-	5,870,639
Value funds	5,508,454	-	-	5,508,454
Other funds	3,269,256	-	-	3,269,256
	\$ 75,390,905	\$ 5,879,860	\$ -	\$ 81,270,765

* The stable value fund is carried at contract value at December 31, 2013, consistent with the liquidation basis of accounting. The difference between contract value and fair value is immaterial.

<i>Fair Value Measurements as of December 31, 2012</i>				
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Money market accounts	\$ 1,128,603	\$ -	\$ -	\$ 1,128,603
Stable value fund	-	5,084,917	-	5,084,917
Bond funds	6,099,936	-	-	6,099,936
Blended funds	6,984,677	-	-	6,984,677
Target-date funds	14,154,007	-	-	14,154,007
Growth funds	15,842,890	-	-	15,842,890
International funds	5,450,200	-	-	5,450,200
Value funds	3,635,312	-	-	3,635,312
Other funds	2,869,208	-	-	2,869,208
	\$ 56,164,833	\$ 5,084,917	\$ -	\$ 61,249,750

METROPCS WIRELESS, INC. 401(k) Plan

Notes to Financial Statements

For the Period Ended January 3, 2014 and the Year Ended December 31, 2013

Note 4 - Continued

The following sets forth additional disclosures of the Plan's investments, whose fair value is estimated using NAV per share (or its equivalent):

	<u>Fair Value</u>	<u>Unfunded Commitment</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Collective trust fund-				
Wells Fargo Stable Value Fund C:				
As of December 31, 2013	\$ 5,879,860	\$ -	Daily	None
As of December 31, 2012	\$ 5,084,917	\$ -	Daily	None

The Plan invests in a Wells Fargo Stable Fund C (the Fund) whose fair value is estimated NAV per share as a practical expedient. The investment objective of the Wells Fargo Stable Value Fund C is to provide income, while preventing price fluctuations. The Fund is wholly-invested in Wells Fargo Stable Fund G, which is in turn primarily comprised of investment contracts including Guaranteed Investment Contracts (GICs), Separate Account GICs, and Security Backed Investment Contracts. GICs are issued by insurance companies which guarantee the return of principal and a stated rate of interest. Separate Account GICs are issued by an insurance company and are maintained in a separate account. Security Backed Investment Contracts are comprised of investment contracts and underlying fixed income portfolios.

Note 5 - Investments

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

	<u>2013</u>	<u>2012</u>
Investments at fair value-		
Fidelity Growth Company	\$ 10,101,134	\$ 7,094,794
Fidelity Contrafund	7,959,217	5,372,355
Wells Fargo Stable Return Fund	5,879,860	5,084,917
Fidelity Low Priced Stock	4,266,578	3,063,732
PIMCO Total Return Fund	4,069,402	4,356,998
Thornburg International Value R5 Fund	*	3,437,097

* Investment is less than 5% of net assets.

METROPCS WIRELESS, INC. 401(k) Plan

Notes to Financial Statements

For the Period Ended January 3, 2014 and the Year Ended December 31, 2013

Note 6 - Information Certified by the Plan's Trustee

The Plan administrator has elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Under this provision of ERISA, certain information certified by a qualifying institution need not be subjected to independent audits. The Plan's management has obtained certifications from the Plan's Trustee, which state the following information provided by the Trustee and included in the Plan's financial statements and supplementary information is complete and accurate:

- Fair value of investments as of January 3, 2014, December 31, 2013 and 2012;
- Investment income earned for the period ended January 3, 2014 and the year ended December 31, 2013; and
- Investment transactions for the period ended January 3, 2014 and the year ended December 31, 2013.

Note 7 - 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.

US GAAP requires the Plan administrator and the Plan's tax counsel to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator and the Plan's tax counsel have analyzed the tax positions taken by the Plan, and have concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the Plan's financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

Note 8 - Excess Contributions Payable

The excess contributions payable of \$0, \$354,115 and \$387,535 as of January 3, 2014, December 31, 2013 and 2012, 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

For the Period Ended January 3, 2014 and the Year Ended December 31, 2013

Note 9 - 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>January 3, 2014</u>	<u>December 31, 2013</u>	<u>December 31, 2012</u>
Net assets available for benefits per the financial statements	\$ -	\$ 83,656,693	\$ 63,248,667
Add excess contributions payable	-	-	387,535
Add adjustment from fair value to contract value for fully benefit-responsive contracts	<u>-</u>	<u>-</u>	<u>143,410</u>
Net Assets Available for Benefits Per the Form 5500	<u>\$ -</u>	<u>\$ 83,656,693</u>	<u>\$ 63,779,612</u>

The following is a reconciliation of changes in net assets available for benefits per the financial statements to Form 5500 for the period ended January 3, 2014 and the year ended December 31, 2013:

	<u>2014</u>	<u>2013</u>
Net (decrease) increase in net assets available for benefits per the financial statements	\$(83,656,693)	\$ 20,408,026
Less excess contributions payable at beginning of the year	-	(387,535)
Add change in adjustment from fair value to contract value for fully benefit-responsive contracts at end of the year	<u>-</u>	<u>(143,410)</u>
Net (Decrease) Increase in Net Assets Available for Benefits Per the Form 5500	<u>\$(83,656,693)</u>	<u>\$ 19,877,081</u>

SUPPLEMENTARY INFORMATION

METROPCS WIRELESS, INC. 401(k) Plan

**Attachment to Form 5500, Schedule H, Line 4(i)
Schedule of Assets Held as of December 31, 2013**

Employer: MetroPCS Wireless, Inc. 401(k) Plan

EIN: 75-2694973

Plan No.: 001

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	AllianzGI NFJ Dividend Value Admin	Mutual fund	**	\$ 1,941,469
	T Rowe Price Mid-cap Value Adv	Mutual fund	**	2,374,642
	Columbia Small cap Value Fund II Z	Mutual fund	**	1,192,343
*	Fidelity Spartan Total Mkt Idx Advtg	Mutual fund	**	3,101,037
*	Fidelity Low-Priced Stock	Mutual fund	**	4,266,578
*	Fidelity Spartan Extnd Mkt Idx Advtg	Mutual fund	**	1,323,628
	Wells Fargo Advantage Small Cap Val Inv	Mutual fund	**	1,956,301
*	Fidelity fund	Mutual fund	**	1,113,834
*	Fidelity Contrafund	Mutual fund	**	7,959,217
*	Fidelity Growth Company	Mutual fund	**	10,101,134
	Columbia Mid Cap Growth Z	Mutual fund	**	2,979,672
	Prudential Jennison Small Company Z	Mutual fund	**	368,545
*	Fidelity Retirement Money Market	Money market fund	**	980,952
	Wells Fargo Stable Return C	Stable value fund	**	5,879,860
	PIMCO Total Return Admin	Mutual fund	**	4,069,402
	Loomis Sayles Bond Instl	Mutual fund	**	892,983
	Templeton Global Bond A Load Waived	Mutual fund	**	711,729
	Thornburg International Value R5	Mutual fund	**	3,749,198
	Columbia Acorn International Z	Mutual fund	**	1,020,378
	Oppenheimer Developing Markets A LW	Mutual fund	**	1,101,063
*	Fidelity Real Estate Investment	Mutual fund	**	1,968,635
*	Fidelity Freedom K Income	Mutual fund	**	448,344
*	Fidelity Puritan	Mutual fund	**	1,300,621
*	Fidelity Freedom K 2000	Mutual fund	**	445,941
*	Fidelity Freedom K 2005	Mutual fund	**	24,879
*	Fidelity Freedom K 2010	Mutual fund	**	359,747
*	Fidelity Freedom K 2015	Mutual fund	**	1,255,014
*	Fidelity Freedom K 2020	Mutual fund	**	2,256,758
*	Fidelity Freedom K 2025	Mutual fund	**	2,407,267
*	Fidelity Freedom K 2030	Mutual fund	**	3,538,508
*	Fidelity Freedom K 2035	Mutual fund	**	3,239,672
*	Fidelity Freedom K 2040	Mutual fund	**	3,404,485
*	Fidelity Freedom K 2045	Mutual fund	**	1,952,827
*	Fidelity Freedom K 2050	Mutual fund	**	1,351,989
*	Fidelity Freedom K 2055	Mutual fund	**	232,113
*	Participant Loans	Rates from 5.25% to 9.00%, maturing through November 2022	- 0 -	2,391,482
				<u>\$ 83,662,247</u>

* Party-in-interest as defined by section 3(14) of ERISA.

** Historical cost information omitted with respect to assets held for investment purposes on participant-directed individual account balances.

See independent auditor's report.