

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2014</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>T-MOBILE USA, INC. 401(K) RETIREMENT SAVINGS PLAN AND TRUST</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2000</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/2000</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/2000</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>T-MOBILE USA, INC.</u> <u>12920 SOUTHEAST 38TH STREET</u> <u>BELLEVUE, WA 98006</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>91-1983600</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>425-383-4000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>517000</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>91-1983600</u>	2c Plan Sponsor's telephone number <u>425-383-4000</u>	2d Business code (see instructions) <u>517000</u>	
2b Employer Identification Number (EIN) <u>91-1983600</u>					
2c Plan Sponsor's telephone number <u>425-383-4000</u>					
2d Business code (see instructions) <u>517000</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	<u>10/01/2015</u>	<u>TINA COREA</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
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		3b Administrator's EIN	
		3c Administrator's telephone number	
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:		4b EIN	
a Sponsor's name		4c PN	
5 Total number of participants at the beginning of the plan year		5	46626
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).			
a(1) Total number of active participants at the beginning of the plan year		6a(1)	36951
a(2) Total number of active participants at the end of the plan year		6a(2)	45296
b Retired or separated participants receiving benefits		6b	11
c Other retired or separated participants entitled to future benefits.....		6c	10322
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	55629
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	27
f Total. Add lines 6d and 6e		6f	55656
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	45384
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h	173
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: 2E 2F 2G 2J 2K 2S 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)		9b Plan benefit arrangement (check all that apply)	
(1) ☐ Insurance		(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts		(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust		(3) ☒ Trust	
(4) ☐ General assets of the sponsor		(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		b General Schedules	
(1) ☒ R (Retirement Plan Information)		(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary		(2) ☐ I (Financial Information – Small Plan)	
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		(3) ☐ A (Insurance Information)	
		(4) ☒ C (Service Provider Information)	
		(5) ☒ D (DFE/Participating Plan Information)	
		(6) ☐ G (Financial Transaction Schedules)	

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

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
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>T-MOBILE USA, INC. 401(K) RETIREMENT SAVINGS PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>T-MOBILE USA, INC.</u>	D Employer Identification Number (EIN) <u>91-1983600</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	2240516	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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.	
CONESTOGA SM CAP INV - MUTUAL SHAR 34-1896033	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.	
DODGE & COX INTL STK - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.10%	
(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.	
NB HIGH INC BOND IS - STATE STREET 04-0025081	0.10%	

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.
PIM TOTAL RT INST - BOSTON FINANCIAL P.O. BOX 8480 BOSTON, MA 02266	0.03%	
(a) Enter service provider name as it appears on line 2		(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.
WM BLAIR SM CP VAL I - BOSTON FINANCIAL P.O. BOX 8480 BOSTON, MA 02266	0.15%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2014</div> This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>T-MOBILE USA, INC. 401(K) RETIREMENT SAVINGS PLAN AND TRUST</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>T-MOBILE USA, INC.</u>	D Employer Identification Number (EIN) <u>91-1983600</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)
(Complete as many entries as needed to report all interests in DFEs)	

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T. ROWE PRICE EQUITY INDEX TRUST</u>			
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>			
c EIN-PN <u>52-6559833-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>64881986</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>TRP GROWTH STOCK TRUST</u>			
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>			
c EIN-PN <u>52-6559833-013</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>107883858</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>TRP RETIREMENT 2010 TRUST ACTIVE</u>			
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>			
c EIN-PN <u>32-6199795-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>21046685</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>TRP RETIREMENT 2020 TRUST ACTIVE</u>			
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>			
c EIN-PN <u>36-7594871-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>70957407</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>TRP RETIREMENT 2030 TRUST ACTIVE</u>			
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>			
c EIN-PN <u>38-7010946-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>183816552</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>TRP RETIREMENT 2040 TRUST ACTIVE</u>			
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>			
c EIN-PN <u>35-6941729-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>315623499</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>TRP RETIREMENT 2050 TRUST ACTIVE</u>			
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>			
c EIN-PN <u>30-6303214-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>160153307</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: TRP RETIREMENT INCOME TRUST ACTIVE**b** Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN 38-7011316-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: TRP STABLE VALUE COMMON TRUST FUND**b** Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN 52-1309931-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 101586086
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a Name of MTIA, CCT, PSA, or 103-12 IE: TRP U.S. MID-CAP VALUE EQUITY TRUST**b** Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN 35-6941663-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 56866277
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a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE RETIREMENT BALANCED**b** Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN 35-6785642-005	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5222190
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

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

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

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

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

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

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>T-MOBILE USA, INC. 401(K) RETIREMENT SAVINGS PLAN AND TRUST</u>		B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>T-MOBILE USA, INC.</u>		D Employer Identification Number (EIN) <u>91-1983600</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a	0	0
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)	905066	2740704
	(2) Participant contributions.....	1b(2)	5679	2504
	(3) Other.....	1b(3)	0	0
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	48119	0
	(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)	47116502	56624559
	(9) Value of interest in common/collective trusts	1c(9)	922347153	1088037847
	(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)	368092680	416454543
	(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	1338515199	1563860157

Liabilities

g Benefit claims payable	1g	0	0
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	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1338515199	1563860157
---	-----------	------------	------------

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)	67836511	
(B) Participants	2a(1)(B)	120032373	
(C) Others (including rollovers)	2a(1)(C)	11769865	
(2) Noncash contributions	2a(2)	0	199638749
(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)	0	2662758
(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)	2662758	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2662758
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	13328094
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	13328094	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		13328094
(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)		62362216
(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)		2831819
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		280823636

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	135545409	
(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)		135545409
f Corrective distributions (see instructions).....	2f		402229
g Certain deemed distributions of participant loans (see instructions).....	2g		55522
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)	2240516	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		2240516
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		138243676

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		142579960
l Transfers of assets:			
(1) To this plan.....	2l(1)		82764998
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: CLARK NUBER, P.S.

(2) EIN: 91-1194016

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

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

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 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		10000000
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)

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 2014 This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>T-MOBILE USA, INC. 401(K) RETIREMENT SAVINGS PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>T-MOBILE USA, INC.</u>	D Employer Identification Number (EIN) <u>91-1983600</u>

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

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
-----------------	-------------------

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

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): _____

T-MOBILE USA, INC.
401(k) RETIREMENT SAVINGS PLAN & TRUST

Financial Statements

For the Year Ended December 31, 2014

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Independent Auditor's Report

**To the Participants and Administrator of the
T-Mobile USA, Inc. 401(k) Retirement Savings Plan & Trust
EIN: 91-1983600
Plan No.: 001
Bellevue, Washington**

REPORT ON THE FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of the T-Mobile USA, Inc. 401(k) Retirement Savings Plan & Trust (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, 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 5, which was certified by Fidelity Management Trust Company and T. Rowe Price Trust Company, the trustees 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 Fidelity Management Trust Company held the Plan's investment assets and executed investment transactions from January 3, 2014 to December 31, 2014, and that T. Rowe Price Trust Company held the Plan's investment assets as of December 31, 2013, and for the period from January 1, 2014 to January 3, 2014. The plan administrator has obtained certifications from the trustees as of December 31, 2014 and 2013, and for the year ended December 31, 2014, that the information provided to the plan administrator by the trustee is complete and accurate.



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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.

Other Matter

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.

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 trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Certified Public Accountants
September 21, 2015

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

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

	<u>2014</u>	<u>2013</u>
Assets:		
Investments, at fair value-		
Mutual funds	\$ 416,454,543	\$ 368,092,680
Common/collective trust funds	1,088,037,847	922,347,153
Money market funds	<u>-</u>	<u>48,119</u>
Total investments, at fair value	1,504,492,390	1,290,487,952
Receivables-		
Notes receivable from participants	56,624,559	47,116,502
Employer contributions	2,740,704	905,066
Participant contributions	<u>2,504</u>	<u>5,679</u>
Total receivables	<u>59,367,767</u>	<u>48,027,247</u>
Total Assets at Fair Value	<u>1,563,860,157</u>	<u>1,338,515,199</u>
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(1,472,668)</u>	<u>(1,368,229)</u>
Net Assets Available for Benefits	<u>\$ 1,562,387,489</u>	<u>\$ 1,337,146,970</u>

See accompanying notes.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

**Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2014**

Additions to Net Assets:

Contributions-

Employer	\$ 67,836,511
Participant	120,032,373
Rollover	10,944,931
Other	<u>824,934</u>

Total contributions	199,638,749
---------------------	-------------

Investment income-

Net appreciation in fair value of investments	65,089,596
Interest, dividends, and fees	<u>15,990,852</u>

Net investment income	<u>81,080,448</u>
-----------------------	-------------------

Total Additions to Net Assets	280,719,197
--------------------------------------	--------------------

Deductions From Net Assets:

Benefits paid to participants	136,003,160
Administrative expenses	<u>2,240,516</u>

Total Deductions From Net Assets	<u>138,243,676</u>
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Net Increase in Net Assets Available for Benefits	142,475,521
--	--------------------

Transfer from MetroPCS Plan	82,764,998
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Net Assets Available for Benefits:

Beginning of year	<u>1,337,146,970</u>
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End of Year	<u><u>\$ 1,562,387,489</u></u>
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See accompanying notes.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

Notes to Financial Statements For the Year Ended December 31, 2014

Note 1 - Plan Description

The following description of the T-Mobile USA, Inc. 401(k) Retirement Savings Plan & Trust (the Plan) is provided for general information purposes only. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General - T-Mobile USA, Inc. is a wholly owned subsidiary of T-Mobile US, Inc. The Plan is a defined contribution plan established by T-Mobile USA, Inc. (the Company or the Employer) under the provisions of Section 401(a) of the Internal Revenue Code (the IRC), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC, for the benefit of eligible employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

On April 30, 2013, the Company completed a business combination with MetroPCS Wireless, Inc. (MetroPCS). The Plan was amended on May 1, 2013, to provide predecessor service credit to MetroPCS employees. On January 3, 2014, the Plan merged with the MetroPCS Wireless Inc. 401(k) Plan. As a result of the merger, assets totaling approximately \$83 million, including existing loan balances, were transferred into the Plan. This transfer is included as a separate line item in the statement of changes in net assets available for benefits.

Eligibility - Employees are eligible to participate in the Plan immediately upon the start of employment. Employees who have completed six months of service as defined by the plan provisions are eligible to receive allocations of employer matching contributions. Effective January 1, 2014 the service requirement for matching contribution allocations increased to 12 months for employees hired after that date.

Plan Administration - The Plan is administered by the Retirement Committee, which consists of certain employees of the Company. As of December 31, 2013, T. Rowe Price Trust Company served as the trustee for the Plan. As of and for the year ended December 31, 2014, Fidelity Management Trust Company served as the trustee for the Plan.

Contributions - The plan provisions permit pre-tax contributions by employees pursuant to section 401(k) of the IRC. Participants contribute to the Plan each pay period through payroll deductions at the rate of any whole percentage from 1% to 75% of the participant's compensation, subject to certain limitations under the IRC. All new employees of the Company are automatically enrolled in the Plan to contribute 5% of their eligible compensation (automatic enrollment rate). The automatic enrollment rate is subject to annual increases of 1% up to a maximum deferral contribution of 10%. A participant may elect not to participate, or to participate at a different level of deferral contribution. The participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

The Company provides a matching contribution equal to 100% of each participant's contribution up to a maximum of 3% of eligible compensation and 50% of each participant's contribution on the next 2% of eligible compensation, up to a maximum of 4% or the IRC limitation for a safe-harbor matching contribution.

Participant Accounts - Individual accounts are maintained for each of the Plan's participants to reflect the participant's contributions, the related Company contribution and the participant's share of the Plan's income or loss. Participant accounts are valued on a daily basis based on quoted market prices.

Investment Options - Participants may direct their contributions and any related earnings into investment options in 1% increments. Investment options include shares of registered investment companies (mutual funds) and common/collective trust funds. Participants may change their investment elections and make transfers between investment options daily.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

Notes to Financial Statements For the Year Ended December 31, 2014

Note 1 - Continued

Vesting - Participants are fully vested in all contributions and earnings thereon.

Forfeited Accounts - The Employer, at its discretion, may elect to utilize unallocated forfeited amounts transferred into the Plan in previous years from merged plans to reduce future employer contributions or to pay reasonable administrative expenses of the Plan. The Employer used approximately \$198,000 in forfeited amounts to reduce matching contributions during 2014. As of December 31, 2014, the balance of unallocated forfeitures was approximately \$51,000 (2013 - approximately \$425,000).

Stale Checks - As of December 31, 2013, the Plan had approximately \$412,000 of stale checks which represent disbursements for retirement benefits that were unclaimed. Stale checks are considered allocated assets as they belong to former participants. During the year ended December 31, 2014, approximately \$825,000 related to stale checks was contributed to the Plan and allocated to participants that previously requested distributions. As of December 31, 2014, all stale checks were allocated to specific participant accounts.

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

Notes Receivable From Participants - A participant may borrow 50% of his or her vested account balance up to a maximum of \$50,000. The minimum loan amount is \$1,000. Participants are assessed a fee of \$50 for each loan origination. Loans are repayable through payroll deductions over periods ranging up to five years, unless the loan is used to acquire a principal residence, in which case the loan term may exceed five years. Loans are secured by the balance of the participant's account. The interest rate is determined by the plan administrator at loan inception based on prime plus 2% and is fixed over the life of the note.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting - The financial statements of the Plan have been prepared on the accrual basis of accounting. In accordance with generally accepted accounting principles in the United States (U.S. GAAP), investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statement of changes in net assets available for benefits recognizes the realized income from the contract and the unrealized change in contract value.

Use of Estimates - The preparation of financial statements in conformity with U.S. GAAP requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from those estimates.

Payment of Benefits - Benefits are recorded when paid. As of December 31, 2014 and 2013, no amounts had been requested but not yet paid.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

Notes to Financial Statements For the Year Ended December 31, 2014

Note 2 - Continued

Notes Receivable From Participants - Notes receivable from participants are measured at their unpaid principal balance. Accrued but unpaid interest, if any, would not have a material impact on the Plan's financial statements. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded for the full amount of the outstanding loan balance.

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

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

Administrative Expenses - Participants are assessed a quarterly administrative fee for custodial and investment advisory services. Substantially all other administrative expenses related to the Plan are paid by the Company. Fees are charged on a pro rata basis to each participant in relation to the size of each participant's account balance or may be charged equally to each participant. Several of the investment fund options are subject to investment and administrative fees based on a percentage of invested assets, as disclosed in the fund's prospectus. All such fees are charged directly against the fund's investment performance and thus are not separately disclosed in the accompanying financial statements. Loan origination and distribution fees are paid by the requesting participants of the Plan. Loan origination, distribution fees and quarterly administrative fees paid by participants for the year ended December 31, 2014 totaled \$2,240,516.

Subsequent Events - The Plan's management has evaluated subsequent events through September 21, 2015, the date on which the Plan's financial statements were available to be issued.

Note 3 - Fair Value Measurements

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

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

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.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

**Notes to Financial Statements
For the Year Ended December 31, 2014**

Note 3 - Continued

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2014 and 2013.

Mutual Funds - Valued at 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 transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common/Collective Trust Funds - Valued using the NAV as a practical expedient to estimate fair value, as provided by the fund's trustees. 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. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust funds, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to insure that securities liquidations will be carried out in an orderly business manner.

Money Market Funds - Valued at cost plus accrued interest, which approximates fair value.

The valuation methodologies used by the Plan may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan's management 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 a different fair value measurement at the reporting date.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

**Notes to Financial Statements
For the Year Ended December 31, 2014**

Note 3 - Continued

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31:

Fair Value Measurements as of December 31, 2014				
	Level 1	Level 2	Level 3	Total
Mutual funds-				
Domestic stock funds	\$ 244,119,190	\$ -	\$ -	\$ 244,119,190
Domestic bond funds	72,914,901	-	-	72,914,901
International stock funds	99,420,452	-	-	99,420,452
Total mutual funds	416,454,543	-	-	416,454,543
Common/collective trust funds-				
Stable value fixed income fund	-	101,586,086	-	101,586,086
Equity common trust funds	-	229,632,121	-	229,632,121
Asset allocation active trust funds	-	756,819,640	-	756,819,640
Total common/collective trust funds	-	1,088,037,847	-	1,088,037,847
	\$ 416,454,543	\$ 1,088,037,847	\$ -	\$ 1,504,492,390

Fair Value Measurements as of December 31, 2013				
	Level 1	Level 2	Level 3	Total
Mutual funds-				
Domestic stock funds	\$ 208,443,843	\$ -	\$ -	\$ 208,443,843
Domestic bond funds	65,882,800	-	-	65,882,800
International stock funds	93,766,037	-	-	93,766,037
Total mutual funds	368,092,680	-	-	368,092,680
Common/collective trust funds-				
Stable value fixed income fund	-	97,903,809	-	97,903,809
Equity common trust funds	-	190,044,608	-	190,044,608
Asset allocation active trust funds	-	634,398,736	-	634,398,736
Total common/collective trust funds	-	922,347,153	-	922,347,153
Money market funds	48,119	-	-	48,119
	\$ 368,140,799	\$ 922,347,153	\$ -	\$ 1,290,487,952

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

Notes to Financial Statements For the Year Ended December 31, 2014

Note 3 - 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>
Common/Collective Trust Funds (a)-				
As of December 31, 2014	\$ 1,088,037,847	None	Daily	3 - 30 months
As of December 31, 2013	\$ 922,347,153	None	Daily	3 - 30 months

(a) The objectives of the funds and redemption notice periods are as follows:

- TRP Retirement Active Trust Funds - Each Retirement Trust seeks to provide exposure to a diversified mix of stocks, bonds, and cash by investing in several or all of the underlying trusts: T. Rowe Price U.S. Equities Trust, T. Rowe Price Non-U.S. Equities Trust, T. Rowe Price Fixed Income Trust, T. Rowe Price Inflation Focused Bond Trust, and T. Rowe Price Real Assets Trust. For all Retirement Trusts other than the Retirement Income Trust, the allocation to equity-based underlying trust is expected to become increasingly conservative over time, with substantial exposure to equity-based underlying trusts (approximately 55%) remaining at the end of its target year and the most conservative allocation (approximately 20%) projected to occur 30 years after the target date is reached. The Retirement Income Trust's investment allocation will remain generally static, with approximately 40% of its assets invested in equity-based underlying trusts and approximately 60% invested in the fixed income-based underlying trusts. Retirement plans invested in the funds are required to provide ninety days advance written notice prior to redemption of trust units.
- TRP Stable Value Fund - Seeks to maximize current income consistent with the maintenance of principal by investing principally in guaranteed investment contracts (GICs) issued by insurance companies; investment contracts issued by banks (BICs); structured or synthetic investment contracts (SICs) issued by banks, insurance companies, and other issuers, as well as the securities supporting such SICs (underlying assets); separate account contracts (SACs); and other similar instruments that are intended to maintain a constant net asset value. The fund seeks to provide for withdrawals for participant-initiated transactions without penalty or adjustment. Retirement plans invested in the fund are required to provide twelve to thirty months advance written notice prior to redemption of trust units.
- TRP Growth Stock Trust - The investment objective of the trust is primarily to seek long-term capital growth and, secondarily, increasing dividend income. Retirement plans invested in the fund are required to provide ninety days advance written notice prior to redemption of trust units.
- TRP Equity Income Trust - Seeks to provide substantial dividend income and long-term growth of capital through investments in the common stocks of established companies. Retirement plans invested in the fund are required to provide ninety days advance written notice prior to redemption of trust units.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

Notes to Financial Statements For the Year Ended December 31, 2014

Note 3 - Continued

- TRP US Mid-Cap Value Equity Trust - Seeks to provide long-term capital appreciation by investing primarily in mid-size companies whose stocks appear undervalued. Retirement plans invested in the fund are required to provide ninety days advance written notice prior to redemption of trust units.
- TRP Equity Index Trust - Seeks to provide investment results that correspond to the total return performance of common stocks publicly traded in the United States as represented by Standard & Poor's 500 Composite Stock Index (S&P Index). Retirement plans invested in the fund are required to provide ninety days advance written notice prior to redemption of trust units.

Note 4 - Investments

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

	2014	2013
Mutual funds-		
Vanguard Inst. Index	\$ 85,468,400	\$ *
Timesquare Mid Cap Growth Fund	*	72,667,228
Common collective trust fund-		
TRP Retirement 2040 Active Trust	315,623,499	272,088,647
TRP Retirement 2030 Active Trust	183,816,552	149,525,322
TRP Retirement 2050 Active Trust	160,153,307	128,182,079
TRP Growth Stock Trust	107,883,858	80,787,255
TRP Stable Value Fund**	101,586,086	97,903,809

* Does not represent 5% of the Plan's net assets at year end.

** Reported at fair value, contract value at December 31, 2014 and 2013, is \$100,113,418 and \$96,535,580, respectively.

During 2014, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated as follows:

Common/collective trust funds	\$ 62,257,777
Mutual funds	2,831,819
	<u>\$ 65,089,596</u>

Note 5 - Information Certified by Trustee

The Plan's management elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Under this provision of ERISA, certain information certified by Fidelity Management Trust Company (Fidelity) and T. Rowe Price Trust Company (T. Rowe) need not be subjected to independent audit.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

Notes to Financial Statements For the Year Ended December 31, 2014

Note 5 - Continued

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

- Fair value and, if applicable, contract value of investments as of December 31, 2014;
- Investment and other income earned from January 4, 2014 to December 31, 2014; and
- Investment transactions from January 4, 2014 to December 31, 2014.

The Plan's management has obtained a certification from T. Rowe that the following information provided by the trustee is complete and accurate:

- Fair value and, if applicable, contract value of investments as of December 31, 2013;
- Investment and other income earned from January 1, 2014 to January 3, 2014; and
- Investment transactions from January 1, 2014 to January 3, 2014.

Note 6 - Related Party Transactions

Fidelity provided recordkeeping services to the Plan for the year ended December 31, 2014 and therefore transactions with Fidelity qualify as party-in-interest transactions. Fees paid by the Plan to Fidelity for the year ended December 31, 2014, amounted to \$2,240,516, which consist of loan origination, redemption fees and quarterly administrative fees assessed to participants.

Note 7 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA, as amended.

Note 8 - Tax Status

The Company has adopted a Fidelity volume submitter plan document. Fidelity received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008, which states that the volume submitter document satisfies the applicable provisions of the IRC. The Plan itself has not received a determination letter from the IRS. However, the Company believes that the Plan currently is designed and being operated in compliance with the applicable requirements of the IRC and, therefore, the Plan qualifies under Section 401(a) and the related trust is tax-exempt as of December 31, 2014. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Plan is subject to audits by the IRS; however, there are currently no audits for any tax periods in progress.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

**Notes to Financial Statements
For the Year Ended December 31, 2014**

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 the Form 5500 at December 31:

	<u>2014</u>	<u>2013</u>
Net assets available for benefits per the financial statements	\$ 1,562,387,489	\$ 1,337,146,970
Adjustment from fair value to contract value for fully benefit-responsive investment contract	<u>1,472,668</u>	<u>1,368,229</u>
Net Assets Per Form 5500	<u>\$ 1,563,860,157</u>	<u>\$ 1,338,515,199</u>

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to Form 5500 for the year ended December 31, 2014:

Net increase in net assets per the financial statements	\$ 142,475,521
2014 adjustment from fair value to contract value for fully benefit-responsive investment contract	1,472,668
2013 adjustment from fair value to contract value for fully benefit-responsive investment contract	<u>(1,368,229)</u>
Net Income Per Form 5500	<u>\$ 142,579,960</u>

Note 10 - Risks and Uncertainties

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

SUPPLEMENTARY INFORMATION

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

**Attachment to Form 5500, Schedule H, Line 4(i)
Schedule of Assets Held as of December 31, 2014**

Employer: T-Mobile USA, Inc.

EIN: 91-1983600

Plan No.: 001

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	TRP Retirement 2040 Active Trust	Common/Collective Trust Fund, 20,495,032 units	**	\$ 315,623,499
	TRP Retirement 2030 Active Trust	Common/Collective Trust Fund, 12,303,651 units	**	183,816,552
	TRP Retirement 2050 Active Trust	Common/Collective Trust Fund, 10,399,565 units	**	160,153,307
	TRP Growth Stock Trust	Common/Collective Trust Fund, 6,294,274 units	**	107,883,858
	TRP Stable Value Fund	Common/Collective Trust Fund, 100,113,418 units	**	101,586,086
	Vanguard Inst. Index	Mutual Fund, 453,005 shares	**	85,468,400
	Timesquare Mid Cap Growth Fund	Mutual Fund, 4,024,985 shares	**	74,623,225
	TRP Retirement 2020 Active Trust	Common/Collective Trust Fund, 5,043,170 units	**	70,957,407
	TRP Equity Income Trust	Common/Collective Trust Fund, 3,737,442 units	**	64,881,986
	TRP US Mid-Cap Value Equity Trust	Common/Collective Trust Fund, 3,347,044 units	**	56,866,277
	American Funds EuroPacific Growth	Mutual Fund, 1,110,104 shares	**	52,274,784
	Dodge & Cox International Stock	Mutual Fund, 887,014 shares	**	37,352,165
	PIMCO Total Return	Mutual Fund, 3,343,925 shares	**	35,646,242
	Conestoga Small Cap Fund	Mutual Fund, 875,197 shares	**	29,494,151
	Vanguard Ext Market Index Inst	Mutual Fund, 436,792 shares	**	29,090,349
	William Blair Small Cap Value	Mutual Fund, 1,400,279 shares	**	25,443,065
	TRP Retirement 2010 Active Trust	Common/Collective Trust Fund, 1,620,222 units	**	21,046,685
	Neuberger Berman High Income Bond	Mutual Fund, 1,691,253 shares	**	15,136,716
	Vanguard Inflation Protected	Mutual Fund, 1,055,948 shares	**	11,129,695
	Vanguard Total Bond Market Index	Mutual Fund, 1,012,166 shares	**	11,002,248
	Vanguard Developed Market Index Inst.	Mutual Fund, 804,064 shares	**	9,793,503
	TRP Retirement Income Active Trust	Common/Collective Trust Fund, 424,223 units	**	5,222,190
*	Loans to Participants	Participant loans (Interest Rates 5.25% - 10.25% maturing through December 2029)	-0-	56,624,559
Total				<u>\$ 1,561,116,949</u>

* Represents a party-in-interest.

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

See independent auditor's report.

T-MOBILE USA, INC.
401(k) RETIREMENT SAVINGS PLAN & TRUST

Financial Statements

For the Year Ended December 31, 2014

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Independent Auditor's Report

**To the Participants and Administrator of the
T-Mobile USA, Inc. 401(k) Retirement Savings Plan & Trust
EIN: 91-1983600
Plan No.: 001
Bellevue, Washington**

REPORT ON THE FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of the T-Mobile USA, Inc. 401(k) Retirement Savings Plan & Trust (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, 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 5, which was certified by Fidelity Management Trust Company and T. Rowe Price Trust Company, the trustees 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 Fidelity Management Trust Company held the Plan's investment assets and executed investment transactions from January 3, 2014 to December 31, 2014, and that T. Rowe Price Trust Company held the Plan's investment assets as of December 31, 2013, and for the period from January 1, 2014 to January 3, 2014. The plan administrator has obtained certifications from the trustees as of December 31, 2014 and 2013, and for the year ended December 31, 2014, that the information provided to the plan administrator by the trustee is complete and accurate.



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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.

Other Matter

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.

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 trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Certified Public Accountants
September 21, 2015

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

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

	<u>2014</u>	<u>2013</u>
Assets:		
Investments, at fair value-		
Mutual funds	\$ 416,454,543	\$ 368,092,680
Common/collective trust funds	1,088,037,847	922,347,153
Money market funds	<u>-</u>	<u>48,119</u>
Total investments, at fair value	1,504,492,390	1,290,487,952
Receivables-		
Notes receivable from participants	56,624,559	47,116,502
Employer contributions	2,740,704	905,066
Participant contributions	<u>2,504</u>	<u>5,679</u>
Total receivables	<u>59,367,767</u>	<u>48,027,247</u>
Total Assets at Fair Value	<u>1,563,860,157</u>	<u>1,338,515,199</u>
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(1,472,668)</u>	<u>(1,368,229)</u>
Net Assets Available for Benefits	<u>\$ 1,562,387,489</u>	<u>\$ 1,337,146,970</u>

See accompanying notes.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

**Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2014**

Additions to Net Assets:

Contributions-

Employer	\$ 67,836,511
Participant	120,032,373
Rollover	10,944,931
Other	<u>824,934</u>

Total contributions	199,638,749
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Investment income-

Net appreciation in fair value of investments	65,089,596
Interest, dividends, and fees	<u>15,990,852</u>

Net investment income	<u>81,080,448</u>
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Total Additions to Net Assets	280,719,197
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Deductions From Net Assets:

Benefits paid to participants	136,003,160
Administrative expenses	<u>2,240,516</u>

Total Deductions From Net Assets	<u>138,243,676</u>
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Net Increase in Net Assets Available for Benefits	142,475,521
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Transfer from MetroPCS Plan	82,764,998
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Net Assets Available for Benefits:

Beginning of year	<u>1,337,146,970</u>
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End of Year	<u><u>\$ 1,562,387,489</u></u>
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See accompanying notes.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

Notes to Financial Statements For the Year Ended December 31, 2014

Note 1 - Plan Description

The following description of the T-Mobile USA, Inc. 401(k) Retirement Savings Plan & Trust (the Plan) is provided for general information purposes only. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General - T-Mobile USA, Inc. is a wholly owned subsidiary of T-Mobile US, Inc. The Plan is a defined contribution plan established by T-Mobile USA, Inc. (the Company or the Employer) under the provisions of Section 401(a) of the Internal Revenue Code (the IRC), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC, for the benefit of eligible employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

On April 30, 2013, the Company completed a business combination with MetroPCS Wireless, Inc. (MetroPCS). The Plan was amended on May 1, 2013, to provide predecessor service credit to MetroPCS employees. On January 3, 2014, the Plan merged with the MetroPCS Wireless Inc. 401(k) Plan. As a result of the merger, assets totaling approximately \$83 million, including existing loan balances, were transferred into the Plan. This transfer is included as a separate line item in the statement of changes in net assets available for benefits.

Eligibility - Employees are eligible to participate in the Plan immediately upon the start of employment. Employees who have completed six months of service as defined by the plan provisions are eligible to receive allocations of employer matching contributions. Effective January 1, 2014 the service requirement for matching contribution allocations increased to 12 months for employees hired after that date.

Plan Administration - The Plan is administered by the Retirement Committee, which consists of certain employees of the Company. As of December 31, 2013, T. Rowe Price Trust Company served as the trustee for the Plan. As of and for the year ended December 31, 2014, Fidelity Management Trust Company served as the trustee for the Plan.

Contributions - The plan provisions permit pre-tax contributions by employees pursuant to section 401(k) of the IRC. Participants contribute to the Plan each pay period through payroll deductions at the rate of any whole percentage from 1% to 75% of the participant's compensation, subject to certain limitations under the IRC. All new employees of the Company are automatically enrolled in the Plan to contribute 5% of their eligible compensation (automatic enrollment rate). The automatic enrollment rate is subject to annual increases of 1% up to a maximum deferral contribution of 10%. A participant may elect not to participate, or to participate at a different level of deferral contribution. The participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

The Company provides a matching contribution equal to 100% of each participant's contribution up to a maximum of 3% of eligible compensation and 50% of each participant's contribution on the next 2% of eligible compensation, up to a maximum of 4% or the IRC limitation for a safe-harbor matching contribution.

Participant Accounts - Individual accounts are maintained for each of the Plan's participants to reflect the participant's contributions, the related Company contribution and the participant's share of the Plan's income or loss. Participant accounts are valued on a daily basis based on quoted market prices.

Investment Options - Participants may direct their contributions and any related earnings into investment options in 1% increments. Investment options include shares of registered investment companies (mutual funds) and common/collective trust funds. Participants may change their investment elections and make transfers between investment options daily.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

Notes to Financial Statements For the Year Ended December 31, 2014

Note 1 - Continued

Vesting - Participants are fully vested in all contributions and earnings thereon.

Forfeited Accounts - The Employer, at its discretion, may elect to utilize unallocated forfeited amounts transferred into the Plan in previous years from merged plans to reduce future employer contributions or to pay reasonable administrative expenses of the Plan. The Employer used approximately \$198,000 in forfeited amounts to reduce matching contributions during 2014. As of December 31, 2014, the balance of unallocated forfeitures was approximately \$51,000 (2013 - approximately \$425,000).

Stale Checks - As of December 31, 2013, the Plan had approximately \$412,000 of stale checks which represent disbursements for retirement benefits that were unclaimed. Stale checks are considered allocated assets as they belong to former participants. During the year ended December 31, 2014, approximately \$825,000 related to stale checks was contributed to the Plan and allocated to participants that previously requested distributions. As of December 31, 2014, all stale checks were allocated to specific participant accounts.

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

Notes Receivable From Participants - A participant may borrow 50% of his or her vested account balance up to a maximum of \$50,000. The minimum loan amount is \$1,000. Participants are assessed a fee of \$50 for each loan origination. Loans are repayable through payroll deductions over periods ranging up to five years, unless the loan is used to acquire a principal residence, in which case the loan term may exceed five years. Loans are secured by the balance of the participant's account. The interest rate is determined by the plan administrator at loan inception based on prime plus 2% and is fixed over the life of the note.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting - The financial statements of the Plan have been prepared on the accrual basis of accounting. In accordance with generally accepted accounting principles in the United States (U.S. GAAP), investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statement of changes in net assets available for benefits recognizes the realized income from the contract and the unrealized change in contract value.

Use of Estimates - The preparation of financial statements in conformity with U.S. GAAP requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from those estimates.

Payment of Benefits - Benefits are recorded when paid. As of December 31, 2014 and 2013, no amounts had been requested but not yet paid.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

Notes to Financial Statements For the Year Ended December 31, 2014

Note 2 - Continued

Notes Receivable From Participants - Notes receivable from participants are measured at their unpaid principal balance. Accrued but unpaid interest, if any, would not have a material impact on the Plan's financial statements. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded for the full amount of the outstanding loan balance.

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

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

Administrative Expenses - Participants are assessed a quarterly administrative fee for custodial and investment advisory services. Substantially all other administrative expenses related to the Plan are paid by the Company. Fees are charged on a pro rata basis to each participant in relation to the size of each participant's account balance or may be charged equally to each participant. Several of the investment fund options are subject to investment and administrative fees based on a percentage of invested assets, as disclosed in the fund's prospectus. All such fees are charged directly against the fund's investment performance and thus are not separately disclosed in the accompanying financial statements. Loan origination and distribution fees are paid by the requesting participants of the Plan. Loan origination, distribution fees and quarterly administrative fees paid by participants for the year ended December 31, 2014 totaled \$2,240,516.

Subsequent Events - The Plan's management has evaluated subsequent events through September 21, 2015, the date on which the Plan's financial statements were available to be issued.

Note 3 - Fair Value Measurements

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

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

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.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

**Notes to Financial Statements
For the Year Ended December 31, 2014**

Note 3 - Continued

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2014 and 2013.

Mutual Funds - Valued at 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 transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common/Collective Trust Funds - Valued using the NAV as a practical expedient to estimate fair value, as provided by the fund's trustees. 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. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust funds, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to insure that securities liquidations will be carried out in an orderly business manner.

Money Market Funds - Valued at cost plus accrued interest, which approximates fair value.

The valuation methodologies used by the Plan may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan's management 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 a different fair value measurement at the reporting date.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

**Notes to Financial Statements
For the Year Ended December 31, 2014**

Note 3 - Continued

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31:

Fair Value Measurements as of December 31, 2014				
	Level 1	Level 2	Level 3	Total
Mutual funds-				
Domestic stock funds	\$ 244,119,190	\$ -	\$ -	\$ 244,119,190
Domestic bond funds	72,914,901	-	-	72,914,901
International stock funds	99,420,452	-	-	99,420,452
Total mutual funds	416,454,543	-	-	416,454,543
Common/collective trust funds-				
Stable value fixed income fund	-	101,586,086	-	101,586,086
Equity common trust funds	-	229,632,121	-	229,632,121
Asset allocation active trust funds	-	756,819,640	-	756,819,640
Total common/collective trust funds	-	1,088,037,847	-	1,088,037,847
	\$ 416,454,543	\$ 1,088,037,847	\$ -	\$ 1,504,492,390

Fair Value Measurements as of December 31, 2013				
	Level 1	Level 2	Level 3	Total
Mutual funds-				
Domestic stock funds	\$ 208,443,843	\$ -	\$ -	\$ 208,443,843
Domestic bond funds	65,882,800	-	-	65,882,800
International stock funds	93,766,037	-	-	93,766,037
Total mutual funds	368,092,680	-	-	368,092,680
Common/collective trust funds-				
Stable value fixed income fund	-	97,903,809	-	97,903,809
Equity common trust funds	-	190,044,608	-	190,044,608
Asset allocation active trust funds	-	634,398,736	-	634,398,736
Total common/collective trust funds	-	922,347,153	-	922,347,153
Money market funds	48,119	-	-	48,119
	\$ 368,140,799	\$ 922,347,153	\$ -	\$ 1,290,487,952

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

Notes to Financial Statements For the Year Ended December 31, 2014

Note 3 - 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>
Common/Collective Trust Funds (a)-				
As of December 31, 2014	\$ 1,088,037,847	None	Daily	3 - 30 months
As of December 31, 2013	\$ 922,347,153	None	Daily	3 - 30 months

(a) The objectives of the funds and redemption notice periods are as follows:

- TRP Retirement Active Trust Funds - Each Retirement Trust seeks to provide exposure to a diversified mix of stocks, bonds, and cash by investing in several or all of the underlying trusts: T. Rowe Price U.S. Equities Trust, T. Rowe Price Non-U.S. Equities Trust, T. Rowe Price Fixed Income Trust, T. Rowe Price Inflation Focused Bond Trust, and T. Rowe Price Real Assets Trust. For all Retirement Trusts other than the Retirement Income Trust, the allocation to equity-based underlying trust is expected to become increasingly conservative over time, with substantial exposure to equity-based underlying trusts (approximately 55%) remaining at the end of its target year and the most conservative allocation (approximately 20%) projected to occur 30 years after the target date is reached. The Retirement Income Trust's investment allocation will remain generally static, with approximately 40% of its assets invested in equity-based underlying trusts and approximately 60% invested in the fixed income-based underlying trusts. Retirement plans invested in the funds are required to provide ninety days advance written notice prior to redemption of trust units.
- TRP Stable Value Fund - Seeks to maximize current income consistent with the maintenance of principal by investing principally in guaranteed investment contracts (GICs) issued by insurance companies; investment contracts issued by banks (BICs); structured or synthetic investment contracts (SICs) issued by banks, insurance companies, and other issuers, as well as the securities supporting such SICs (underlying assets); separate account contracts (SACs); and other similar instruments that are intended to maintain a constant net asset value. The fund seeks to provide for withdrawals for participant-initiated transactions without penalty or adjustment. Retirement plans invested in the fund are required to provide twelve to thirty months advance written notice prior to redemption of trust units.
- TRP Growth Stock Trust - The investment objective of the trust is primarily to seek long-term capital growth and, secondarily, increasing dividend income. Retirement plans invested in the fund are required to provide ninety days advance written notice prior to redemption of trust units.
- TRP Equity Income Trust - Seeks to provide substantial dividend income and long-term growth of capital through investments in the common stocks of established companies. Retirement plans invested in the fund are required to provide ninety days advance written notice prior to redemption of trust units.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

Notes to Financial Statements For the Year Ended December 31, 2014

Note 3 - Continued

- TRP US Mid-Cap Value Equity Trust - Seeks to provide long-term capital appreciation by investing primarily in mid-size companies whose stocks appear undervalued. Retirement plans invested in the fund are required to provide ninety days advance written notice prior to redemption of trust units.
- TRP Equity Index Trust - Seeks to provide investment results that correspond to the total return performance of common stocks publicly traded in the United States as represented by Standard & Poor's 500 Composite Stock Index (S&P Index). Retirement plans invested in the fund are required to provide ninety days advance written notice prior to redemption of trust units.

Note 4 - Investments

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

	2014	2013
Mutual funds-		
Vanguard Inst. Index	\$ 85,468,400	\$ *
Timesquare Mid Cap Growth Fund	*	72,667,228
Common collective trust fund-		
TRP Retirement 2040 Active Trust	315,623,499	272,088,647
TRP Retirement 2030 Active Trust	183,816,552	149,525,322
TRP Retirement 2050 Active Trust	160,153,307	128,182,079
TRP Growth Stock Trust	107,883,858	80,787,255
TRP Stable Value Fund**	101,586,086	97,903,809

* Does not represent 5% of the Plan's net assets at year end.

** Reported at fair value, contract value at December 31, 2014 and 2013, is \$100,113,418 and \$96,535,580, respectively.

During 2014, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated as follows:

Common/collective trust funds	\$ 62,257,777
Mutual funds	2,831,819
	<u>\$ 65,089,596</u>

Note 5 - Information Certified by Trustee

The Plan's management elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Under this provision of ERISA, certain information certified by Fidelity Management Trust Company (Fidelity) and T. Rowe Price Trust Company (T. Rowe) need not be subjected to independent audit.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

Notes to Financial Statements For the Year Ended December 31, 2014

Note 5 - Continued

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

- Fair value and, if applicable, contract value of investments as of December 31, 2014;
- Investment and other income earned from January 4, 2014 to December 31, 2014; and
- Investment transactions from January 4, 2014 to December 31, 2014.

The Plan's management has obtained a certification from T. Rowe that the following information provided by the trustee is complete and accurate:

- Fair value and, if applicable, contract value of investments as of December 31, 2013;
- Investment and other income earned from January 1, 2014 to January 3, 2014; and
- Investment transactions from January 1, 2014 to January 3, 2014.

Note 6 - Related Party Transactions

Fidelity provided recordkeeping services to the Plan for the year ended December 31, 2014 and therefore transactions with Fidelity qualify as party-in-interest transactions. Fees paid by the Plan to Fidelity for the year ended December 31, 2014, amounted to \$2,240,516, which consist of loan origination, redemption fees and quarterly administrative fees assessed to participants.

Note 7 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA, as amended.

Note 8 - Tax Status

The Company has adopted a Fidelity volume submitter plan document. Fidelity received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008, which states that the volume submitter document satisfies the applicable provisions of the IRC. The Plan itself has not received a determination letter from the IRS. However, the Company believes that the Plan currently is designed and being operated in compliance with the applicable requirements of the IRC and, therefore, the Plan qualifies under Section 401(a) and the related trust is tax-exempt as of December 31, 2014. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Plan is subject to audits by the IRS; however, there are currently no audits for any tax periods in progress.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

**Notes to Financial Statements
For the Year Ended December 31, 2014**

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 the Form 5500 at December 31:

	<u>2014</u>	<u>2013</u>
Net assets available for benefits per the financial statements	\$ 1,562,387,489	\$ 1,337,146,970
Adjustment from fair value to contract value for fully benefit-responsive investment contract	<u>1,472,668</u>	<u>1,368,229</u>
Net Assets Per Form 5500	<u>\$ 1,563,860,157</u>	<u>\$ 1,338,515,199</u>

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to Form 5500 for the year ended December 31, 2014:

Net increase in net assets per the financial statements	\$ 142,475,521
2014 adjustment from fair value to contract value for fully benefit-responsive investment contract	1,472,668
2013 adjustment from fair value to contract value for fully benefit-responsive investment contract	<u>(1,368,229)</u>
Net Income Per Form 5500	<u>\$ 142,579,960</u>

Note 10 - Risks and Uncertainties

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

SUPPLEMENTARY INFORMATION

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

**Attachment to Form 5500, Schedule H, Line 4(i)
Schedule of Assets Held as of December 31, 2014**

Employer: T-Mobile USA, Inc.

EIN: 91-1983600

Plan No.: 001

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	TRP Retirement 2040 Active Trust	Common/Collective Trust Fund, 20,495,032 units	**	\$ 315,623,499
	TRP Retirement 2030 Active Trust	Common/Collective Trust Fund, 12,303,651 units	**	183,816,552
	TRP Retirement 2050 Active Trust	Common/Collective Trust Fund, 10,399,565 units	**	160,153,307
	TRP Growth Stock Trust	Common/Collective Trust Fund, 6,294,274 units	**	107,883,858
	TRP Stable Value Fund	Common/Collective Trust Fund, 100,113,418 units	**	101,586,086
	Vanguard Inst. Index	Mutual Fund, 453,005 shares	**	85,468,400
	Timesquare Mid Cap Growth Fund	Mutual Fund, 4,024,985 shares	**	74,623,225
	TRP Retirement 2020 Active Trust	Common/Collective Trust Fund, 5,043,170 units	**	70,957,407
	TRP Equity Income Trust	Common/Collective Trust Fund, 3,737,442 units	**	64,881,986
	TRP US Mid-Cap Value Equity Trust	Common/Collective Trust Fund, 3,347,044 units	**	56,866,277
	American Funds EuroPacific Growth	Mutual Fund, 1,110,104 shares	**	52,274,784
	Dodge & Cox International Stock	Mutual Fund, 887,014 shares	**	37,352,165
	PIMCO Total Return	Mutual Fund, 3,343,925 shares	**	35,646,242
	Conestoga Small Cap Fund	Mutual Fund, 875,197 shares	**	29,494,151
	Vanguard Ext Market Index Inst	Mutual Fund, 436,792 shares	**	29,090,349
	William Blair Small Cap Value	Mutual Fund, 1,400,279 shares	**	25,443,065
	TRP Retirement 2010 Active Trust	Common/Collective Trust Fund, 1,620,222 units	**	21,046,685
	Neuberger Berman High Income Bond	Mutual Fund, 1,691,253 shares	**	15,136,716
	Vanguard Inflation Protected	Mutual Fund, 1,055,948 shares	**	11,129,695
	Vanguard Total Bond Market Index	Mutual Fund, 1,012,166 shares	**	11,002,248
	Vanguard Developed Market Index Inst.	Mutual Fund, 804,064 shares	**	9,793,503
	TRP Retirement Income Active Trust	Common/Collective Trust Fund, 424,223 units	**	5,222,190
*	Loans to Participants	Participant loans (Interest Rates 5.25% - 10.25% maturing through December 2029)	-0-	56,624,559
Total				<u>\$ 1,561,116,949</u>

* Represents a party-in-interest.

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

See independent auditor's report.