



Code of Ethics
2012

Code of Ethics

We are defined at MetroPCS by our commitment to lead and exemplify our Company's Core Values - - to keep our word, be honest, and maintain integrity in all of our actions. Our customers trust us to handle their private information, to provide them with quality services, and believe in the value of our products and services. Therefore, it is critical that we protect and continue to earn our customers, business partners, and shareholders trust every day.

To reinforce these important values, MetroPCS has established a Code of Ethics that outlines what is expected from us and provides you with guidance to make appropriate decisions when faced with an ethical issue. All employees, officers, and members of our Board of Directors are expected to uphold the Company's commitment to ethical business practices, and to comply with all legal and regulatory requirements. This means conducting business ethically at all times by adhering to the requirements of applicable laws and regulations.

While the Code of Ethics cannot address all situations, it does provide the principles that should guide our business activities and provides examples of how those principles apply to everyday situations. One of our Core Values is *Individual Accountability and Initiative*. This value means that we should be personally committed, diligent, and take ownership for what we do and the decisions we make. Therefore, at any time if you are unclear about the correct course of action, it is your responsibility to seek clarification from your supervisor or other resources outlined herein. To assist you in making challenging or ethical decisions, we have identified several sources of help in the Code of Ethics. It is also very important that you read and familiarize yourself with the Code of Ethics and keep it handy as a reference.

Our history of honesty, integrity, and ethics is the foundation of our business success. Our continued achievements and success rely on the dedication and commitment of everyone to these ethical principles and core values. Working together, we must demonstrate the highest levels of business excellence and ethics to make our Company strong. Thank you for your support of the MetroPCS Code of Ethics and for your commitment to conduct yourself in an ethical manner with integrity and honesty.



Roger Linquist
Chairman and
Chief Executive Officer

MetroPCS Core Values

- Getting Things Done Right
- Individual Accountability and Initiative
- Value Leadership
- Ethical Business Practices

Read the Code

Understand the Code

Comply with the Code

... if you are unclear about the correct course of action, it is your responsibility to seek clarification



The MetroPCS Code of Ethics establishes standards of integrity and ethical conduct that all employees, officers, and members of the board of directors must follow.

We earn trust and credibility with our customers, business providers, third parties, and co-workers by acting honestly and with integrity by pursuing our corporate goals solely through ethical and professional conduct and by keeping our commitments.

The Code of Ethics is a statement of principles and a reference point for making sound ethical decisions that applies to the Company's officers, employees, and all members of the Board of Directors. The Code does not cover every situation, nor does it set forth every applicable law, regulation or policy. When an area is not addressed, you are expected to use common sense and your own personal ethical compass to make the right decision. If you are unclear or any issue remains unclear, or you have any reservation about the appropriate action, you are expected to seek additional help and insight from the "Sources of Help" section on page 16.

This Code addresses to the following areas:

- **Responsibilities and Behaviors**
- **Conflicts of Interest**
- **Financial Matters And External Reporting**
- **Company Funds and Assets**
- **Privileged and Confidential Information**
- **Reporting Violations of the Code**

Additionally, the company has created a Vendor and Supplier Code of Ethics that consultants, agents, vendors, suppliers, and contractors to the Company must abide by when supplying goods or performing services for the Company.

Responsibilities and Behaviors

MetroPCS is committed to the highest ethical standards in the conduct of its business and therefore the integrity of each employee, officer, and director is of paramount importance. All employees, officers, and directors are accountable for their actions and must conduct themselves with the utmost integrity. As part of conducting business ethically, employees, officers, and directors must conduct business in strict observance of all applicable federal, state, and local laws and regulations as set forth by those bodies that regulate MetroPCS' business, such as the Federal Communications Commission (the "FCC"), the Federal Trade Commission ("FTC"), state regulatory agencies, and those that regulate public companies, such as the Securities and Exchange Commission (the "SEC"). Persons who act unethically or violate this Code may be subject to disciplinary action, up to and including termination or removal, and, if applicable, referral to the appropriate authorities for prosecution.

When in doubt about making a decision, ask yourself these questions:

- Does my decision appear to be ethical and legal?
- If news of my decision is publicly known, will it harm MetroPCS' reputation?
- Should I check with my supervisor about my decision?
- Would I be willing to risk my job on this decision?
- Would my actions embarrass my family, friends, or co-workers?

It is your responsibility as a representative of the Company, to act ethically and with the highest level of integrity. If you are unclear about the appropriate response to a particular situation, it is your responsibility to use all the resources available to you to seek guidance. One point should be clear: each employee, officer, and director is individually responsible for his or her own actions.

The following are a few examples of the many situations where high ethical standards and principles play a crucial role.

Supervisory Responsibility

It is incumbent upon supervisors to take every opportunity to model behaviors consistent with our Core Values. Supervisors are expected to demonstrate the highest standards of ethical conduct by encouraging open and honest discussions of the ethical, legal, and regulatory implications of business decisions and creating an open and supportive environment where employees are comfortable asking questions, raising concerns and reporting misconduct. Supervisors should also ensure that everyone under their supervision clearly understands the legal and ethical expectations of MetroPCS, including any aspect of the Code, policies or other applicable laws.

Competition and Fair Dealing

We will compete fairly and honestly. Stealing or misappropriating proprietary information, obtaining trade secret information without the owner's consent, or inducing such disclosures by past or present employees, officers, or directors of other companies, or violating the law or regulations, is strictly prohibited. Each officer, director, and employee shall respect the rights of, and deal fairly with, the Company's customers, suppliers, competitors, and employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

Ethical Selling Practices

MetroPCS is committed to selling its services ethically. MetroPCS will communicate clearly and honestly with our customers. No one should deceive or mislead a customer in order to get a sale. Customers should always be fully informed of all charges, fees, and terms of service.

Payments to Government Personnel

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country.

Always lead by example!

Always demonstrate integrity!

Be passionate about our customers!

When presented in a courteous manner, ethical selling provides our customers with options that can actually help them receive the most out of their purchases.

Ethical selling helps our customers make good buying decisions.

Explaining the benefits and features of higher priced plans and handsets, otherwise known as Up Selling, is not unethical. However, manipulating or tricking the customers into buying higher priced phones, rate plans, or accessories is unethical.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities, which may be accepted by U.S. government personnel. The promise, offer or delivery to an elected official or employee of the U.S. government of a gift, favor, or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. Before any business gratuity is offered to any federal, state, or local governmental employee or elected official you must consult with and have the approval of the Company's Legal Department.

Slavery and Human Trafficking

The Company firmly believes in the value of international protections of human rights and labor standards. In accordance with this belief, you are expressly prohibited from knowingly participating in any acts of slavery or human trafficking. If you are negotiating a contract for products or services in excess of \$10 million annually, you are responsible for seeking corporate legal review of the contract in compliance with the Company's Contract Administration Policy and seeking to include the Company's standard contractual provisions dealing with acts of slavery or human trafficking in the contract and for any required certification. Further, you are prohibited from proposing or entering into business relationships on behalf of MetroPCS where the other party has been found to participate in slavery or human trafficking.

Conflicts of Interest

The Company's reputation may be impaired by conflicting relationships or activities. You must conduct your outside associations and personal business, financial, and other relationships in a manner that avoids any conflict of interest, or appearance of a conflict of interest, between yourself and the Company. The term "outside association" includes any affiliation, association, interest, relationship, or employment that you have with anyone other than the Company. Further, you must not give the appearance of Company representation in any of your personal affairs, unless such representation has been previously approved by the Company's Legal Department.

It is impractical to conceive and set forth rules that cover every situation in which a conflict of interest may arise. Conflict of interest situations involve the division of loyalty, or the appearance of a division of loyalty, between the Company and your personal interest that could possibly affect, or appear to affect, your judgment or actions. Guidelines, with respect to some sensitive areas in which conflicts of interest are likely to occur are set forth below. The following is not an exhaustive list of problem areas, but rather a guide in applying the Company's basic conflict of interest policy to any situation. The important criterion is adherence to the spirit of this Code.

Question. I am dating a co-worker, Should I report this situation to Human Resources?

Answer. Yes. You should consult with Human Resources to avoid any potential conflicts.

Question. If am dating a person who works for a vendor or competitor of MetroPCS, should I report this situation to Human Resources?

Answer. Yes. You should consult with Human Resources to avoid any potential conflicts that might arise from this relationship.

Business Relationships

You may not supervise someone you share a close personal relationship, such as your immediate family, or someone you have or had a romantic relationship. You may have a conflict of interest if you, a member of your immediate family, or someone living within your household, owns or has a substantial direct or indirect interest in, or incurs indebtedness to an entity with which the Company has or is likely to have a business relationship, or with which the Company competes or is likely to compete. Investments in relatively small amounts of stocks or bonds of a publicly-held company should not normally give rise to any conflict of interest. The question of when an investment may become so substantial as to possibly affect, or appear to affect, your judgment or actions is largely dependent on the particular circumstances and must be addressed on a case-by-case basis.

A conflict of interest may also arise when you or a member of your immediate family holds a position as an employee, officer, director, partner, or substantive owner of an entity with which the Company has or is likely to have a business relationship or with which the Company competes or is likely to compete. The Company has established a Related Party Transaction Policy, which governs all such situations with employees, officers, and directors.

The Company expects that each employee, officer, and director will avoid circumstances that could result in, or in the appearance of, a conflict of interest, discredit the Company, unduly cause unfavorable criticism of the Company, or impair public confidence in the Company's integrity. Any associations, interests, and business relationships that you have that might affect your judgment or cause you to act in ways that are not in the best interests of the Company, or that might appear to cause such divided loyalties, will be permitted only with the Company's prior written approval.

Business Entertainment, Meals, Gifts, and Favors

MetroPCS recognizes that occasional exchanges of business courtesies between vendors, suppliers, and our employees, such as entertainment, meals, or gifts, can be helpful in building and maintaining business relationships. Participating in entertainment such as meals, sports events, golf outings, and celebration functions, etc. with our business partners is acceptable provided the entertainment is infrequent (with the same provider), in good taste, in moderation, and not extravagant. Soliciting or requesting courtesies from vendors and suppliers who the Company has or is likely to have a business relationship are never acceptable. MetroPCS asks for the cooperation of all employees to refrain from offering or accepting gifts that would in any way violate the gift policy.

Attending supplier sponsored conferences, seminars, and entertainment events where air travel, hotel, or other accommodations are provided,

Question. I am a supervisor. One of my employees is experiencing a personal emergency. Can I loan them some money until the next pay period?

Answer. No. Loans between supervisors and subordinates are prohibited to prevent any potential conflicts of interest.

Question: I was invited to attend a sporting event with a vendor. May I attend this event?

Answer: Tickets to a normal sporting event will mostly likely be deemed acceptable; however, tickets to major events, such as the World Series or other similar playoff events are more than a nominal value and therefore, would not be acceptable.

If the vendor will not be present with you to host the event you are invited to attend, the tickets must be treated as a gift.

It is always a good idea to obtain your supervisor approval prior to attending any vendor or supplier sponsored event.

creates more serious concerns. MetroPCS employee participation in supplier sponsored events where both business and entertainment activities are provided by the sponsor is acceptable when employee participation is important to the business of MetroPCS. Employees should not attend these events if it does not serve a significant business purpose for MetroPCS or could cause, or appear to cause, an employee to favor that supplier over others.

To support this principle, MetroPCS requires all employees who are invited by suppliers to attend conferences, seminars, or entertainment events where air travel or other accommodations are paid for by the supplier, to obtain prior written approval from an appropriate senior executive.

Generally, entertainment and gifts should have a clear business purpose and should benefit the Company by building trust and goodwill in the business relationship. To qualify as acceptable entertainment, the supplier must attend the event with the employee. If the supplier does not attend, the entertainment should be treated as a gift and be subject to the rules related to gifts. Efforts should also be made so that entertainment, meals, or gifts provided by our vendors or suppliers are reciprocated when possible. This is especially important for employees who work closely with suppliers as a normal course of business and may have frequent opportunities to share business meals together.

As a rule, employees should never accept or provide entertainment, meals, gifts, or favors, if doing so would compromise, or appear to compromise, the judgment, or integrity of the employee or vendor. If a gift exceeds the standards set forth in this Code, you should return the gift with an explanation that the Company standards do not permit you to accept such gifts. Additionally, offering or accepting bribes, kickbacks, payoffs or other unusual or improper payments to obtain or keep business is unethical, illegal, and is strictly prohibited.

In conclusion, you may not, without the Company's approval, accept, either directly or indirectly, gifts or favors other than those of immaterial value from persons or entities with which the Company has or is likely to have a business relationship or with which the Company competes or is likely to compete. Participating in occasional social activities with those with whom the Company maintains business relationships will not violate this Code so long as they are reasonable and customary types of social activities in a business context.

Outside Activities/Employment

Any outside activity, including participating in other businesses or being employed by persons other than the Company, should not infringe on the time and attention you are expected to devote to your duties and responsibilities MetroPCS. Outside activities should not adversely affect the quality or quantity of your work product, and

Question: I am a full time MetroPCS employee and my husband works as a consultant for several companies including a competitor to MetroPCS. Does this create a conflict of interest? Do I need to report this situation to Human Resources?

Answer: It depends on the nature of the consulting work being performed by your husband as to whether this causes a conflict of interest. The correct action is to report the potential conflict to Human Resources so that it may be reviewed. By being proactive, you can avoid a potential negative situation.

Question. I need to make some extra money and I want to work a second job. Would this be allowed?

Answer. In most instances, extra jobs are allowed, so long as the second job does not compromise MetroPCS' interest or negatively affect your job performance at MetroPCS.

never involve your use of any Company assets or property. Further, you should never create the appearance of the Company's involvement, endorsement, sponsorship, or support of any activities without the advance approval by the Company. In addition, under no circumstances are you permitted to compete with the Company or take for yourself, your family members, or your business partners or associates any business opportunity that belongs to the Company or that you discover, or that is made available to you by virtue of your position with the Company. You may not, with or without compensation, be employed by, consult with, perform services for or aid a company or organization that is a vendor, supplier, contractor, or competitor of the Company or that provides services that are provided by the Company. Officers are prohibited from employment with third parties without the Company's approval.

Civic/Political Activities

The Company supports your participation in civic, charitable, and political activities so long as such participation does not encroach on the time and attention that you are expected to devote to your duties and responsibilities to the Company. You are to conduct any such activities in a manner that does not involve the Company or its assets or create an appearance of Company involvement, endorsement, sponsorship, or support. Your personal political contributions and activities must be kept separate from the Company.

Loans to Directors and Officers

The Company prohibits the making of any personal loans, or the arrangement by the Company of loans by a third party, to any director or officer.

Bribes and Kickbacks

A bribe is any inducement offered in an effort to influence someone's decision on grounds that are not directly related to the merits of the decision. A kickback is any payment or compensation in return for someone's decision which is related to business given. Bribes and kickbacks could include money, entertainment, or gifts. Purchase or sale of goods or services must not result in you or your family receiving bribes or kickbacks. It is never appropriate to offer, pay, or receive bribes or kickbacks, which can subject you to civil or criminal penalties. You should notify the Legal Department or Corporate Security about any payment or gift that you believe may be a bribe, kickback, or solicitation of a bribe or kickback, or otherwise improper.

Solicitation of Donations

You are prohibited from soliciting donations from suppliers or vendors in a manner that communicates or might be perceived to be a prerequisite for future Company business. Unless the solicitation is approved in advance by the Company, you are prohibited from using MetroPCS letterhead stationery for solicitations from suppliers and vendors.

Employees should never accept cash, cash equivalent (e.g. gift cards), expensive entertainment, or gifts of more than a nominal value.

It is never acceptable for an employee to solicit gifts or entertainment.

Reporting Procedure for Conflicts of Interest

Employees

You must report promptly to your local Human Resources representative the existence of any outside association, interest, relationship, or activity, as it arises, that may involve a conflict of interest or the appearance of a conflict of interest. Failure to report such relationships, activities, and interests will be grounds for disciplinary action, up to and including termination. When the nature of the conflict of interest is such that you believe that you are unable to disclose the details of the conflict without breaching other confidences, Human Resources personnel may, if justified, discuss with you a resolution of the conflict consistent with all of your job responsibilities.

Human Resources personnel will coordinate with Company legal counsel and will review your disclosures of any conflict of interest and determine the appropriate manner by which the Company's approval or disapproval would be provided. You must cooperate fully in the review process by providing all information that is requested. Company actions, with respect to the conflict of interest, will take into account the spirit of this Code and are final.

Directors and Officers

In the case of outside activities by directors and executive officers, the Audit Committee of the Board of Directors will review and consider, among other things, competition issues to determine whether other responsibilities and roles of a director or executive officer do or could impair such person's ability to act in the best interests of the Company. In situations involving directors, the Audit Committee will make recommendations to the Board of Directors on the proper handling of the situation. The Audit Committee or the Board of Directors may suggest that a director refrain from any participation on a matter or group of matters where there is a potential for an actual or potential conflict of interest or that such director resign, take a temporary leave of absence, or otherwise take actions to eliminate the conflict of interest.

All associations, interests, relationships, or activities disclosed by any employee, officer, or director in accordance with this policy shall be held in confidence unless the best interests of the Company dictate otherwise, or as otherwise required by law.

Resolution of Conflicts

In all cases, conflicts of interest must be handled in an ethical manner; meaning they must be fully disclosed and considered prior to being resolved. Human Resources or the legal department, as applicable,

Do not be afraid to speak up!

Do the right thing simply because it is the right thing to do.

Take responsibility.

Be accountable.

If you are ever in doubt as to whether an activity or situation presents a potential conflict of interest, always err on the side of caution and contact your immediate supervisor, Human Resources, Legal, or Corporate Security for clarification.

will handle all questions of conflicts of interest. Human Resources and, as applicable, the Board of Directors or the Audit Committee, may determine, upon review of all relevant facts, that the conduct does not amount to a conflict of interest, or may provide guidance to avoid a conflict from developing.

Financial Matters and External Reporting

The Company is committed to enhancing investors' understanding of the Company's business and to maintaining and providing accurate and understandable information. High quality financial reporting is an excellent measure of the Company and its management. MetroPCS demonstrates its commitment to high quality reporting by establishing and maintaining internal controls and procedures to ensure the integrity of its financial reporting and legal compliance.

Additionally, MetroPCS has adopted appropriate accounting policies and devoted adequate resources to ensure that those policies are applied properly and consistently in order to present our results in a manner that is accurate, complete, and clear. In conjunction with these objectives, MetroPCS has established the following policies relating to its financial matters:

Ethical Conduct with Respect to Auditors

The Company's employees, officers and directors must conduct themselves in accordance with all applicable ethical mandates and guidelines governing their profession. Additionally, all employees, officers and directors shall observe strict ethics and conflict of interest guidelines with respect to the Company's relationships with outside auditors including, but not limited to: employees, officers, and directors shall not manipulate, pressure, or coerce an auditor in order to mislead the audit; employees, officers, and directors shall not hire individuals who have performed audit services for the Company within the time frames specified as being inappropriately close to the time of hiring under applicable securities regulations; and, Employees, officers, and directors will not engage auditors to provide non-audit services that are prohibited by law.

Reports and Documents Filed with the SEC and Other Public Communications

The Company will apply standards of full, fair, accurate, timely, and understandable disclosure in reports and documents that are filed with or submitted to the SEC and other government agencies or that are otherwise distributed externally by the Company. External statements to the general public by the Company should also be clear and consistent to ensure that the general public is accurately informed. Therefore, all statements to the general public, excluding statements primarily regarding financial matters, should be coordinated and made by the designated Company spokesperson. Similarly, all communications with investors or financial analysts should be coordinated through the Vice President and Treasurer, or other

Question: I was asked to provide confidential company information to our external Auditor. Should I provide this sensitive information to the Auditor?

Answer: Yes; however, if you have concerns about the material being requested, promptly contact your immediate supervisor for resolution.

designated Company spokesperson. All communications in connection with regulatory and legal proceedings shall be coordinated through the Company's Legal Department

Inside Information and Insider Trading

Inside information is "material, non-public information" about the Company's financial condition, financial results, securities, plans, developments, prospects, or business operations that could reasonably be expected to influence an investor's decision to buy, sell, or otherwise trade in the Company's securities (including through the exercise of stock options and subsequent sale of stock). "Material, non-public information" includes information that is not available to the public and is obtained through employment with, or from a source that has a fiduciary duty or a duty of confidentiality to the Company.

"Material" by definition is where there is a substantial likelihood that a reasonable investor would consider the information important in making an investment decision or viewed by the reasonable investor as having significantly altered the total mix of information available or reasonably certain to have a substantial effect on the market price of the Company's securities. "Non-public" means that the information has not been disseminated in a manner which makes it available to investors or the public generally.

Examples of inside information include, but are not limited to unannounced:

- **Pending non-public judicial and regulatory decisions;**
- **Business plans;**
- **Earnings and other financial information;**
- **Pending acquisitions or sales of assets;**
- **Company performance;**
- **Product development; and**
- **Future product offerings or services.**

Inside information should never be disclosed unless required by law or otherwise in accordance with the responsibilities of an employee, officer, or director hereunder. Employees, officers, directors, and their family members shall not trade in the securities of any Company based on inside information, which is known as "insider trading." Federal law and SEC regulations make it illegal to engage in insider trading or to pass inside information on to others who may buy or sell securities on the basis of that information. As an employee of the Company, you may become aware of material inside information about the Company or other companies with which we do business. Again, you must never use material inside information (even if you acquired it as a "tip" from others) to trade in our or any other company's securities. In addition, you may not provide material inside information to any other person, including members of your family or your friends, or assist any other person in buying, selling or entering into any other transaction using

Question: My best friend sometimes buys and sells stocks. He has been asking me about how well MetroPCS is performing and said he was considering buying our stock. Can I give him any information about MetroPCS that is not already public?

Answer. No. As employees of the Company, most of us possess information that is not known by the general public. Providing non-public information to anyone is illegal and can constitute Insider Trading.

Stock Analysts, Investor Groups, and private individuals are constantly attempting to gather information in order to predict the future performance of companies.

- These people may try to coax you into disclosing confidential information such as our sales volumes, subscriber levels, new products, proposed product development, promotions, and price plans, among other things.
- What may seem like small, insignificant bits of confidential information may still constitute material non-public information and may be combined with other pieces of information and used by analysts or others to make recommendations on whether to buy or sell our stock. As a result, you would be subject to "tipping" others with information that they could use in trading in our securities. Tipping, even if the tipper does not trade, is illegal.

material inside information. Further, caution must be exercised when discussing any corporate or operational information, including financial information, relating to the Company in public places.

There are serious legal risks and consequences, including civil and criminal prosecution, fines and imprisonment associated with discussing or sharing inside information with others or using the information as a basis for buying or selling securities.

In order to assist with compliance with laws against insider trading, the Company has adopted a specific policy governing employees' trading in securities of the Company. See our Insider Trading Policy, which has been distributed to every employee.

A copy of the Company's Insider Trading Policy may be obtained from the company's Legal Department and is available on MINT. The rules that relate to insider trading are complex.

If you are not sure whether these restrictions apply to you, you should consult the Company's Legal Department before making any decision to buy, sell, or trade in a security, or before you disclose any information to another person.

Company Funds and Assets

Any expenditure of MetroPCS' funds must be in accordance with MetroPCS policies and procedures, as well as applicable law.

Company Property

All Company property should be used for the benefit of the Company in the conduct of its business. Employees, officers, and directors are responsible for protecting Company property that includes both tangible and intangible assets, such as intellectual property, including our brand name and goodwill, and ensuring that Company assets are used for legitimate business purposes. Company property may not be used for non-Company business, although incidental personal use may be permitted.

Privileged and Confidential Information

Employees, officers, and directors should adhere to the confidentiality of information that they acquire by virtue of their position at the Company, including information concerning customers, suppliers, business partners, competitors, and other employees, except where disclosure is approved by the Company or otherwise legally mandated. Confidential information includes all non-public information and includes information that might be of use to competitors, or harmful to the Company, or any non-public information related to its customers. Of special sensitivity is financial information, which should under all circumstances be considered confidential except where its disclosure is approved by the Company, or when it has been publicly available in a periodic or special report for at least two business days. Further, if you have been provided with or have access to attorney client privileged

Question. While I am at work, can I use the Company computer to check the weather, stock prices, or my personal email?

Answer. Limited personal use of the Company's systems, for activities such as checking the weather, stock prices, or personal email are allowed.

Important Steps For Protecting Privileged and Confidential Information Are As Follows:

- Keep your computers locked when not in use.
- Never make comments on internet blogs, message boards, chat rooms, wikis, or bulletin boards.
- Avoid leaving confidential information on your desk when

information or attorney work product, such information may never be disclosed by anyone, except with the prior written permission of the Company's Legal Department.

You may not release non-public company information, including financial information, to the public or third parties, including through Internet forums (including blogs or chat rooms) unless specifically authorized by the Company's Legal Department. The obligation to preserve confidential information continues even after employment ends. In connection with this obligation, every employee should have executed a confidentiality agreement when he or she began his or her employment with the Company.

If, at any time, an employee has a question about whether something should be considered confidential, he/she should assume that it is confidential until he/she has resolved the question with his/her direct manager or supervisor. If an employee is contacted by a member of the media in connection with the Company's business, that individual should be referred to the Vice President and General Manager for market locations, Vice President and Regional General Manager for the region or the Chief Operating Officer in the Corporate Office.

If you suspect or are aware of any improper disclosure of non-public company information, you must immediately report it to Security and Compliance Department or your immediate supervisor.

Company Records and Documents and Records Retention

Employees, officers, and directors are responsible for creating, using, storing, and disposing of records in accordance with the needs of the business and all applicable federal, state, and local laws. Records should be prepared with the utmost care, accuracy, and honesty and may exist in a variety of formats that include, but are not limited to, paper, electronic media (e.g., floppy disks, CDs, etc.), and computer hard drives. There is no distinction between "private" business records and records relating to MetroPCS that are stored on Company property, such as computers. All business records stored on company property, wherever located, are subject to review by MetroPCS at any time.

Additionally, all Company information, even proprietary data, may under certain circumstances, come under public review and scrutiny. Making a false, misleading, inaccurate, or incomplete report or record may be a violation of law and is a violation of this Code. Applicable laws may impose stringent penalties for misuse, improper recordings, and omissions of specified information in Company records.

Records should be retained in accordance with applicable laws, regulations, Company policy, and business needs. All records should have a designated retention period and shall be retained for that period. Employees, officers, and directors are responsible for properly

you are not present.

- Make sure that you are in a secure environment when discussing proprietary information and that only the people who need the information can hear you.
- When making calls, remember that the person on the other end may be using a speakerphone, so be careful of what you say.
- Avoid sending confidential information by e-mail as you cannot control where the e-mail may be forwarded or who may ultimately receive it.
- Do not forward internal memorandums or promotional materials to anyone outside the company unless there is valid business reason for doing so that has been approved by the Marketing Department.
- Stress to those with whom you share information, that the information is sensitive / confidential and may not be shared, published or used without the written permission of the MetroPCS Legal Department.



managing and disposing of records in their possession when records have reached the end of their useful life. The Company has adopted a Records Retention policy that has been distributed to every employee, and all records should be retained in accordance with this policy. A copy of the Company's Records Retention Policy may be obtained from the Company's Legal Department.

In the event of an audit, internal and/or external investigation, or lawsuit, all records relevant to the investigation must be retained for the purpose and length of the inquiry and otherwise in accordance with the retention period. Company personnel must not destroy any information (or order another person to destroy information) that is known to be the subject of an investigation or litigation.

Criminal and/or civil penalties may apply to individuals that destroy information that is the subject of an investigation or litigation. You are obligated to immediately retain and not destroy any records if an action against the Company is reasonably likely, which may be before the Company has been sued.

Customer Information

MetroPCS has an ethical responsibility and a regulatory duty to protect the confidentiality of certain types of information classified as Customer Proprietary Network Information ("CPNI") by the FCC. CPNI is defined as information that relates to the quantity, technical configuration, type, destination, and amount of use of MetroPCS service as subscribed to by its customers. It is also information that would only be made available to MetroPCS by its customers and through service provider relationships. You may only use CPNI type information for very limited purposes as determined appropriate by MetroPCS' legal counsel or a qualified member of senior management.

MetroPCS understands that the protection of privacy is an important part of the business relationship with its customers. This includes all retail consumers, as well as Company employee accounts. Maintaining the privacy of customer information is an important responsibility that consumers expect from us. Violations of privacy rules are against Company policy and the law. Customer information may be accessed and reviewed only when there is a specific business purpose or reason for doing so, and only in accordance with Company policies. Contractors and vendors must also protect customer information and adhere to the Company's policies and procedures relating to protection of CPNI. You should work with the Company's Legal Department to ensure that contracts with these third parties protect customer information. If you are aware of or suspect unauthorized access to, disclosure, or loss of customer information, you must immediately notify the Legal Department, Security and Compliance Department.

If you become aware of someone who is sharing confidential information in violation of these guidelines, you have an obligation to notify management immediately.

Privacy of Customer Communications

Privacy of customer communications is fundamental to MetroPCS' business, both legally and because customers, employees, and the public rely on our integrity. Customers and regulators are especially sensitive to privacy issues and their implications. MetroPCS wants its customers to be able to rely on MetroPCS to treat their personal information with the appropriate degree of confidentiality. Except as otherwise required by the duties of your position, you must not, and you must not permit others with access, the ability to listen to, monitor, record, tamper with, disclose, or intrude upon any customer conversation or communication. Violations of privacy rules may result in serious criminal charges and civil liability for both the Company and for the individual employee responsible for such violation.

The rules and regulations related to privacy issues are dynamic and change periodically, so employees should check with their manager prior to any use of information that may have privacy implications, even if the use of such information had been previously approved.

Reporting Violations of the Code

The Company is committed to establishing and maintaining an effective process for employees, officers, and directors to report, and for MetroPCS to respond to and correct any type of misconduct. Employees, officers, and directors have a continuing responsibility to help the Company enforce its policies and standards of ethical conduct.

Employees

As soon as you become aware of or suspect violations of this Code, or other misconduct by an employee and/or business partner, you are required to report that fact to one or more of the resources listed in the "Sources of Help" section below. Committing a violation, or failing to report a violation are considered equally serious and could result in disciplinary action up to and including termination of employment.

Officers and Directors

Executive officers and directors who learn of, or suspect violations of this Code, or other improper behavior, will promptly advise the Audit Committee, or other appropriate committees of the Board of Directors that will conduct or direct an appropriate investigation. A report of the investigation will be provided to the Board of Directors and action will be taken, as appropriate.

Whistleblower Protection

If you report an actual or suspected violation of this Code by another, you will not be subject to discipline or retaliation of any kind for making a report in good faith.

Investigation into Misconduct

MetroPCS respects the privacy of each employee, officer, and director but reserves the right to investigate behavior that could reasonably be

Retaliation against any employee who in "Good Faith" reports suspected misconduct or provides information as part of an investigation will not be tolerated by MetroPCS.

Question: What does reporting in "Good Faith" mean?

Answer: "Good Faith" means that you provided all the information you have and believe it to be true



considered harmful to the Company's reputation or the safety of its employees, customers, or assets. During an investigation of suspected violations, you are required to cooperate fully in the investigation. You must be honest and forthcoming at all times during an investigation, and you must provide investigators with full, accurate, timely, and truthful information. Misrepresenting material facts or failing to disclose material facts during an investigation is a violation of this Code.

The following conduct is strictly prohibited:

- Interfering with or obstructing an investigation;
- Refusing to provide requested information;
- Misrepresenting the material facts, or failing to disclose material facts, during an investigation;
- Destroying, disposing, manipulating, or falsifying of information or documents related to an investigation;
- Attempting to discover the identity of any person cooperating in an investigation; or,
- Discussing an investigation with others without authorization.

When an allegation of wrongdoing is substantiated, MetroPCS will take prompt, and appropriate, disciplinary action, up to and including termination.

You should remember that some forms of disciplinary action will not be publicly apparent.

Security and Compliance Department

To facilitate compliance with the Code, MetroPCS has established the Security and Compliance Department to address any questions or concerns you may have. The Security and Compliance Department can be reached in any of the following ways:

Email: compliance@metropcs.com

Phone: (214) 570-4854

Mail:

Security and Compliance Department

2250 Lakeside Blvd.

Richardson, Texas 75082

Sources of Help

If you are faced with making a challenging decision regarding a particular situation, you are not alone. There are many resources available to help resolve ethical questions or concerns. There is absolutely no reason for anyone to make a decision of which they are not confident when it comes to ethics or integrity. If you have any questions, you should contact:

- **Your immediate supervisor;**
- **Other supervisors or management personnel;**
- **Your local Human Resources personnel;**

You must adhere to the Code of Ethics and fully cooperate with all investigations relating to MetroPCS.

Corporate Security
214-570-4854

Corporate Human Resources
214-570-5815

compliance@metropcs.com

The Ethics Hotline
(888) 873-8442



- **Corporate Human Resources by calling collect (214) 570-5815;**
- **The Security and Compliance Department by calling collect (214) 570-4854;**
- **The Company’s Legal Department; and,**
- **The MetroPCS Ethics Hotline by calling (888) 873-8442.**

When contacting the Ethics Hotline you may identify yourself, or choose to remain anonymous. If you choose to remain anonymous, you will receive a case number and should refer to that number each time you call to provide additional information.

If you remain anonymous, the Company will take reasonable efforts to retain your anonymity.

Conclusion

This Code is only a beginning. It is not possible to describe all potential unethical or illegal business practices in detail.

The best guidelines are still individual conscience, common sense, and unwavering compliance with Company policies, applicable laws, regulations, and contractual obligations.

If you are unsure how to respond to a particular situation, seek guidance, ask questions, and immediately report wrongdoing.

If you encounter a situation of an actual or suspected violation of the Code, you have a responsibility to report it. You are expected to promptly contact one of the many resources made available to you as listed in the “Sources of Help” section above. Whatever source you choose to contact, you should do so without fear of retaliation.

MetroPCS is counting on you to help it build a reputation as an organization that operates ethically and with the highest level of integrity. Please take this responsibility seriously. MetroPCS’ reputation will be built on the actions and decisions that each of you makes every single day. Our employees are the most valuable resource!

Waivers

Any waiver from this Code for the Company's directors or executive officers (the Chief Executive Officer, the Chief Financial Officer, the Controller or persons performing similar functions) may only be authorized by the Audit Committee of the Board of Directors and then only to the extent permitted by the rules of the New York Stock Exchange and the Securities and Exchange Commission. These waivers will be reported to stockholders and regulators as required by applicable law and New York Stock Exchange listing requirements. Waivers of the Code for all other officers and employees must be approved by the Chief Executive Officer and will be reported to the Audit Committee on a quarterly basis.

Explanatory Note

This Code constitutes the Company's "Code of Ethics" as applicable to its principal executive officer, principal financial officer, and principal accounting officer as required by Item 406 of Regulation S-K and is applicable to all directors, officers, and employees as required by applicable rules of the New York Stock Exchange.

Although all officers and employees must adhere to the standards contained in this Code, this Code does not constitute an employment contract and does not impart any rights on employees. Your employment with the Company is and remains "at-will." The Company may change this Code at any time. This Code does not address every expectation or condition regarding proper and ethical business conduct. This Code is not a substitute for the Company's other policies and procedures.