

MetroPCS Communications, Inc. Compensation Committee Charter

Article I. Purpose

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of MetroPCS Communications, Inc. (the “Company”) has been established by the Board and is primarily responsible for:

1. Reviewing and approving corporate goals and objectives relevant to the compensation of the Chief Executive Officer (“CEO”) of the Company and evaluating the CEO’s performance in light of such goals and objectives, and, either as a committee or together with the other independent directors (as directed by the Board), determining and approving the CEO’s compensation level based on this evaluation, including his equity and incentive compensation;
2. Making recommendations to the Board with respect to non-CEO executive officer compensation, and incentive compensation and equity-based plans that are subject to Board approval;
3. Reviewing, evaluating and making recommendations to the Board regarding the agreements, plans, policies and programs of the Company to compensate the executive officers of the Company and the members of the Board;
4. Acting as the plan administrator under the Company’s incentive compensation and equity-based plans and making recommendations to the Board regarding grants and awards to executive officers and directors under such plans; and
5. Preparing the disclosure required by Item 407(e)(5) of Regulation S-K of the rules and regulations of the Securities and Exchange Commission (the “SEC”) and any other reports that may from time to time be required by the rules of the New York Stock Exchange (the “NYSE”) or any other stock exchange or market on which the securities of the Company are listed, or by applicable law or the other rules or regulations of the SEC.

Article II. Membership

The Committee shall consist of no fewer than three members of the Board. Prior to their appointment and thereafter, the members of the Committee shall each have been affirmatively determined by the Board in its judgment to satisfy the independence requirements of the rules of the NYSE or any other stock exchange or market on which the Company’s securities are listed, and any higher standard of independence imposed by applicable law or the rules of the SEC. In addition, each member of the Committee shall qualify both (i) as a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and (ii) as an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended.

Each member of the Committee shall first be nominated by the Nominating and Corporate Governance Committee of the Board and then be appointed by the full Board by majority vote of the Board, and shall serve until the expiration of such member's term or until such member's earlier resignation, death, retirement or removal. The members of the Committee may be removed at any time, with or without cause, by majority vote of the Board.

The Board, or if no such designation is made, a majority of the members of the Committee, shall designate a Chairperson of the Committee who will chair all regular sessions of the Committee and set the agendas for Committee meetings. This Chairperson shall serve until the expiration of his or her term or until his or her earlier resignation, death, retirement or removal. If the Chairperson is absent from a particular meeting, a majority of the members of the Committee shall select an acting Chairperson among the members of the Committee present for the meeting.

The Committee may delegate in writing all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Article III. Meetings

The Committee shall meet at least once a year at the call of the Chairperson. Additional meetings may occur as the Committee or its Chairperson deems advisable.

A majority of Committee members shall constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet in person, by telephone, videoconference or otherwise and may take action by unanimous written consent to the fullest extent permitted by the Delaware General Corporation Law.

The Committee will cause to be kept minutes of all its proceedings and will report its actions and recommendations to the Board directly, through its Chairperson, or through the Secretary of the Company. The Secretary or Assistant Secretary of the Company shall take the minutes of each meeting of the Committee that he or she attends. If the Secretary or Assistant Secretary is not present at a meeting, the Committee shall designate a member of the Committee to serve as the acting secretary of the meeting to take the minutes. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous written consent.

Article IV. Authority

The Committee shall have the resources and authority necessary to fulfill the purpose of the Committee and discharge its duties and responsibilities. In particular, the Committee shall have the sole authority and responsibility to retain, compensate, evaluate, and terminate outside legal counsel, advisors, or other experts or consultants to the Committee, including consultants to assist in the evaluation of director, CEO, or executive officer compensation, as it deems appropriate in its sole discretion without consulting with or obtaining the approval of the Board or any officer of the Company. The Committee also shall have the sole authority to retain and terminate any consulting firm used to advise the Committee in evaluating the compensation of the directors, the CEO, and the executive officers of the Company. The Committee shall have the sole authority to approve the fees and other retention terms of any consultant, outside counsel or other advisor to the Committee. The Committee shall have the sole authority and responsibility to determine whether any compensation consultant, legal counsel, or any other

advisor to the Committee meets the independence requirements established by the NYSE or any higher independence requirements standard established by the SEC. The Board shall establish, and the Committee shall have, appropriate funding as determined by the Committee, for payment of compensation to the Committee's compensation consultants, legal counsel and other advisors. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company. The Committee will take all necessary steps to preserve the privileged nature of those communications, unless the Committee decides that it is in the best interests of the Company and its stockholders to disclose such communications.

Article V. Responsibilities and Duties

The Committee shall have the following responsibilities and duties:

1. To evaluate, develop and administer the compensation policies based on industry comparables applicable to the executive officers of the Company, which shall include guidance regarding the specific relationship of corporate performance to executive compensation;
2. To review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance in light of corporate goals and objectives established for the CEO, and recommend to the Board the CEO's compensation based on this evaluation, including his incentive equity-based compensation;
3. To make recommendations to the Board with respect to non-CEO executive officer compensation, incentive-compensation plans and equity-based compensation plans;
4. To periodically review the compensation paid to non-employee directors (including Board and committee chairpersons) in the form of annual retainers and meeting fees and equity awards and grants, if any, and to make recommendations to the Board regarding any adjustments;
5. To review the Company's incentive compensation, equity-based and other plans and recommend changes in such plans to the Board as needed;
6. To assist the full Board with respect to the administration of the Company's incentive compensation, equity-based and other plans;
7. To review the Compensation Discussion and Analysis to be included in the Company's annual proxy statement or annual report on Form 10-K prepared by the Company and provide comments, if any, to the Company;
8. To review the CEO's recommendations regarding the performance and compensation of the executive officers of the Company (other than the CEO) and to recommend to the Board the compensation of the executive officers of the Company;
9. To act as the plan administrator under the Company's incentive compensation and equity-based plans and make recommendations to the Board regarding grants and awards to executive officers and directors under such plans;

10. To prepare the disclosure required by Item 407(e)(5) of Regulation S-K of the SEC's rules and regulations and any other reports that may from time to time be required by the rules of the NYSE or any other stock exchange or market on which the securities of the Company are listed, or by applicable law or the other rules or regulations of the SEC;
11. To establish and administer a policy to ensure that compensation consultants, outside legal counsel, and other advisors are independent under the independence requirements established by the SEC and that in deciding whether to engage such consultants, legal counsel or advisors the Committee shall consider the factors established by the NYSE or any other stock exchange or market on which the securities of the Company are listed, any higher standard established by the SEC and the following factors:
 - The provision of other services to the Company by the person that employs the advisor;
 - The amount of fees received from the Company by the person that employs the advisor as a percentage of such person's total revenue;
 - The policies and procedures of such person that are designed to prevent conflicts of interest;
 - Any business or personal relationship of the advisor with a member of the Committee; and
 - Any Company securities owned by the advisor.
12. To evaluate its own performance, and review the adequacy of this charter, at least annually, delivering a report setting forth the results of such evaluation and review, and any recommended changes, to the Board for its approval;
13. To provide oversight to the Company's 401(k) plan and the 401(k) Committee; and
14. Any other activities as the Committee deems appropriate, or as are requested by the Board, consistent with this Charter, the Company's bylaws and applicable law.
