

METROPCS COMMUNICATIONS, INC.
CORPORATE GOVERNANCE GUIDELINES

ROLE AND FUNCTIONS OF THE BOARD OF DIRECTORS

The role of the Board of Directors (the “Board”) and each director is to exercise its and their business judgment to oversee, advise, and monitor MetroPCS Communications, Inc.’s (the “Company”) management in the best interests of the Company and for the benefit of the Company’s stockholders. To fulfill its role the Board or a Board committee shall perform the following primary functions:

1. oversee the conduct of the Company’s business by Company management to evaluate and monitor whether the business of the Company is being properly managed;
2. review and, where appropriate, approve the Company’s major financial objectives, strategy, plans and actions;
3. review and, where appropriate, approve major changes in, and determinations of other major issues respecting the appropriate auditing and accounting principles and practices to be used in the preparation of the Company’s financial statements;
4. assess major risk factors relating to the Company, its regulatory environment and the Company’s performance, and review measures to address and mitigate such risks;
5. evaluate regularly the performance of the CEO and, with the advice of the CEO, evaluate regularly the performance of the Company’s other executive officers;
6. approve the compensation of the CEO and the Company’s other executive officers; and
7. plan for succession of the CEO and monitor management’s succession planning for other key executives.

In discharging these obligations, directors are entitled to reasonably rely on the honesty and integrity of their fellow directors, the Company’s executives, the Company’s consultants, the Company’s independent auditors, and the Company’s outside advisors. The directors shall be entitled to (i) reasonable directors’ and officers’ liability insurance on their behalf; (ii) the benefits of indemnification to the fullest extent permitted by law under the Company’s charter and any indemnification agreements; and (iii) exculpation as provided by state law and the Company’s charter.

The Board may discharge its responsibilities either directly or by delegating them to its committees, except that the Board may not delegate any of its responsibilities which, under applicable law or the Company’s charter, may not be delegated to a committee of the Board. The Board and each Board committee shall have the full power and authority to hire, at the expense of the Company, independent financial, accounting, legal or other advisors, as necessary to fulfill their duties, without consulting or obtaining the approval of any officer of the Company.

The Board should promote policies within the Company that encourage a corporate culture of openness, honesty, fairness and accountability, including the adoption of a Code of Conduct that applies to all executive officers and directors. These policies should also apply to the Board and to relationships among and between the Board, stockholders and employees. The Board should periodically review and amend these policies if needed.

The Board recognizes that the actual management of the business and affairs of the Company should be conducted by the CEO and other senior managers under his or her supervision and that, in performing the management function, the CEO and other senior managers are obliged to act in a manner that is consistent with the oversight functions and powers of the Board and the standards of the Company and to execute any specific plans, instructions or directions of the Board.

To assist the Directors in the discharge of their duties to the Company, the Board's Nominating and Corporate Governance Committee has developed these Governance Policies (sometimes referenced as the "Policies") which have been reviewed and approved by the Board. These Policies will be made available to any stockholder who requests them and will be published on the Company's website on the Investor Relations page.

DIRECTOR QUALIFICATIONS

Independence: The Board shall have a majority of directors who meet the independence criteria adopted by the Board. The independence criteria are discussed below under "Director Independence."

Qualifications: A director should possess personal and professional integrity, be of good moral character, have good business judgment, relevant experience and skills and be an effective director in conjunction with the full Board in collectively serving the long-term interests of the Company and its stockholders. Directors should be committed to devoting sufficient time and energy to diligently performing their duties as directors. A director also must (i) be a United States citizen, (ii) never have been convicted of a felony, and (iii) not be subject to any denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862 because of a conviction for possession or distribution of a controlled substance.

Size of Board: The Board shall determine the appropriate size of the Board within the limits prescribed in the Company's charter and bylaws, each as amended from time to time.

Selection Process: In accordance with the policies and principles in its charter, the Nominating and Corporate Governance Committee is responsible for identifying, evaluating, and recommending potential director nominees, who are qualified to be directors, to the Board for its approval when there is a vacancy on the Board. The Nominating and Corporate Governance Committee considers candidates proposed by members of the Committee, other directors, management and shareholders. The Committee considers candidates for re-election, provided that the candidate has consented to stand for re-election. All candidates are evaluated in the same manner. After the Committee has completed its evaluation, it presents its recommendation to the full Board for its consideration and approval. The Chairman of the Nominating and Corporate Governance Committee and the Chairman of the Board will, after such approval is given, extend an invitation to the potential director nominee to join the Board. Any potential director nominee shall complete the Company's Director and Officer Questionnaire and any other document requested by the Company's General Counsel and Secretary.

Annual Review of Independence and Qualifications: The Nominating and Corporate Governance Committee will distribute annually a self-evaluation to the Board that includes an assessment of the directors' independence and qualifications. Each director shall annually complete the Company's Director and Officer Questionnaire and such other documents as requested by the Company's General Counsel and Corporate Secretary.

Resignation from the Board: If an individual director (a) permanently retires from, or changes, his/her primary outside function or (b) becomes affiliated with a third party whereby such affiliation creates or may create a potential conflict of interest with the Company, such director should tender his/her written resignation to the Chairman of the Nominating and Corporate Governance Committee. Thereafter, the Nominating and Corporate Governance Committee will consider the resignation at its next regularly scheduled meeting, unless circumstances dictate that they meet sooner. This action by the affected director will allow the Nominating and Corporate Governance Committee an opportunity to evaluate the situation and determine whether it is appropriate for the director to continue on the Board.

Retirement from the Board: A director will tender his resignation from the Board at the first meeting of stockholders to elect directors after he or she reaches 75 years of age. However, at the request of the Chairman, and with the approval of the Board, in certain circumstances a director who has reached age 75 may be asked to remain on the Board.

Recusal when Conflict of Interest: Prior to any Board discussion related to any matter that potentially affects a director's personal, business or professional interests, that director shall (i) disclose the existence of the potential conflict of interest to the Chairman of the Board and (ii) if the Chairman of the Board (in consultation with legal counsel) determines a conflict exists or the perception of a conflict is likely to be significant, recuse himself or herself from any discussion or vote related to the matter.

Limit on Number of Board Memberships: Unless otherwise approved by the Board, no director may serve on more than four public company boards other than the Company's Board. A director should advise the Chairman of the Board and the Chairman of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on the board of another for-profit organization. This prior notice will allow the committee to determine, in its judgment, whether such service will interfere with the outside director's service on the Company's Board or otherwise impact the director's status as an "independent" director. In addition, any chairman of a board committee shall not serve as a chairman of more than two additional committees for any other public board in which he serves. No director shall serve as a director of any competitor of the Company or as a director of any company holding a Federal Communications Commission authorization which would require divestment of authorizations held by the Company. The CEO must have the approval of the Board of Directors before accepting a seat on the board of another public company. Moreover, unless extraordinary circumstances are present, the CEO may not serve on more than one other public company board.

Term and Term Limits: Directors are elected to staggered three year terms with three of the directors initially serving three year terms, three directors serving two year initial terms, and three directors serving an initial one year term. The Board does not believe it should establish term limits. The Company and its stockholders both benefit from Board continuity and stability and by allowing directors to focus on long-term business strategies and results.

DIRECTOR INDEPENDENCE

A majority of the Board and all members of the Audit, the Compensation, and the Nominating and Corporate Governance Committees shall be independent. The Board must make an affirmative determination whether or not a director is independent and disclose this determination in the Company's annual proxy statement.

The term independent is defined in accordance with the New York Stock Exchange ("NYSE") independence requirements, the Sarbanes-Oxley Act of 2002 and the Board's business judgment. A director is deemed to be independent if he or she does not have a direct or indirect material relationship with the Company or any of its affiliates or with any senior management member of the Company or any of its affiliates. In determining the materiality of a relationship and the director's independence, the Board shall be guided by the following independence standards:

A director will be deemed to have a material relationship with the Company and/or its affiliates, and thus not independent, if within the past five years:

- The director is or has been employed by the Company or its affiliates;
- An immediate family member (defined below) of the director is or has been employed by the Company or any of its affiliates as an officer;
- The director is or has been affiliated with or employed by the Company's or any of its affiliate's present or former independent auditor;
- An immediate family member of the director is or has been employed by the Company's or any of its affiliate's present or former independent auditor as a partner, principal or manager; or
- An executive officer of the Company serves on the compensation committee of a company which employs the director, or which employs an immediate family member of the director as an officer.

Other material relationships that will cause the director to be deemed not independent include:

- The director or an immediate family of the director is a director, officer, general partner or large equity holder of a significant customer of or supplier to the Company and/or its affiliates of nonprofessional services and goods;
- The director or an immediate family member of the director is a director, officer, general partner or large equity holder of a significant paid adviser, paid consultant or other paid provider of professional services to the Company or its affiliates, or to any senior management member of the Company; or
- The director or an immediate family member of the director is a director, officer or trustee of a charitable or tax-exempt organization to whom the Company, one of its affiliates or any senior management member of the Company or its affiliates makes substantial charitable contributions.

In the following circumstances, the material relationships are deemed immaterial and thus the director shall still be deemed independent:

- A director who serves as an Interim or acting Chairman or Interim or acting CEO of the Company will not be deemed a former employee for the purpose of determining independence and as such, the director will retain his independent status when his service as Interim or acting Chairman or Interim or acting CEO ends;
- A material relationship that is based on having an immediate family member of the director serving as an officer of the Company or an officer of a Company affiliate will be deemed immaterial upon the death or incapacitation of that immediate family member;
- A material relationship that is based on the director's or the director's immediate family member's connection to a significant customer, supplier or provider of the Company or its affiliates will be deemed immaterial if the Board, in its business judgment, determines that the commercial transactions between the Company or one of its affiliates and the significant customer, supplier or provider were conducted at arm's length in the ordinary course of business and that such a relationship is immaterial in light of all circumstances; or
- A material relationship that is based on the director's immediate family member when the family member no longer is considered an immediate family member.

For any relationships not covered above, the determination of whether these relationships are material or not and whether the director would be independent or not, will be made by the directors who satisfy the independence standards set forth in this section. In making this determination, the Board shall examine all factors that may appear to affect independence, including commercial, industrial, financial, banking, legal, accounting, charitable, familial relationships and long-standing friendships.

The Company and its affiliates shall not make any personal loans or extensions of credit to directors or executive officers. All non-employee directors shall only receive directors' fees and other remuneration as set forth in the Company's non-employee director remuneration plan as their compensation for Board and/or Board committee service and the receipt of such fees shall not affect their determination of independence. The payment of consulting, advisory or other compensatory fees to a director from the Company or one of its affiliates is prohibited and shall negate the director's independence.

Each director has an affirmative obligation to promptly inform the Board of any material changes in his or her circumstances or relationships that may impact his or her designation by the Board as "independent."

In addition to the foregoing provisions, members of the Audit Committee must satisfy additional requirements to be considered independent as provided for by the SEC and NYSE rules.

For the purposes of these independence standards guidelines, the terms:

- "Affiliate" means any corporation or other entity that controls, is controlled by or is under common control with the Company, as evidenced by the power to elect a majority of the Board or comparable governing body of such entity;

- “Immediate Family Member” includes a person’s spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters in-law, brothers and sisters in-law, and anyone (other than employees) who shares such person’s home; and
- “Significant” means payments to or from an entity where the payments exceed five percent of the entity’s annual gross revenues.

Under Section 162(m) of the Internal Revenue Code, as amended, a director is an outside director if the director:

- is not a current employee of the Company;
- is not a former employee of the Company who receives compensation for prior services (other than benefits under a tax-qualified retirement plan) during the taxable year;
- has not been an officer of the Company; and
- does not receive remuneration from the Company, whether directly or indirectly, in any capacity other than as a director.

BOARD MEETINGS

The Board expects generally to have at least four regularly scheduled meetings each year. Upon adequate notice, unscheduled or special meetings may be called throughout the year as the need arises. The Chairman of the Board shall consult with other Board members in determining the times, places, and durations of the Board meetings.

Meeting Attendance: Directors are expected to attend meetings of the Board and of the committees on which they serve. Directors are expected to attend all in-person meetings of the Board in person. Directors also are expected to devote an adequate amount of time and effort to discharge properly their responsibilities. Directors are also encouraged to attend the Annual Meeting of the Company’s shareholders.

Board Materials: Information and data that are important to the Board’s understanding of the business to be conducted at a Board or committee meeting should be distributed to the directors sufficiently in advance of the meeting to permit their review. Directors are expected review these materials in advance of the meeting. A director may request that the CEO or appropriate member of senior management present to the Board specific information as it relates to the Company and its operations. The Board materials shall also include information and data presented to the Board’s committees where appropriate.

Board Meeting Agenda: The Chairman of the Board will establish the agenda for each Board meeting. Each director will be furnished with a copy of the agenda in advance of the Board meeting if possible, and if advance distribution is not possible, then the agenda shall be distributed at the Board meeting. Each director may suggest the inclusion of agenda items. Each director can bring up, at any Board meeting, subjects that are not on the agenda for that meeting.

Non-Management Executive Session of Directors: The non-management directors shall meet in executive session after each regularly scheduled Board meeting or more frequently, if necessary. The Chairman of the Board will preside at an executive session as long as he is a non-management director and, if the Chairman is not a non-management director, the non-

management directors shall elect a “Presiding Director” to preside at these non-management executive sessions. If the Chairman of the Board and the Presiding Director are not present at a non-management executive session, the directors shall elect among their members a Director who shall serve as the acting “Presiding Director” for such meeting.

Minutes: Minutes will be taken of each meeting of the Board by the Secretary, the Assistant Secretary, or an acting secretary appointed by the chairman of the meeting. The minutes of the meeting shall be approved by the directors.

Committee Reports: At each regularly scheduled meeting, the chairman of each committee, or the Company’s Secretary or Assistant Secretary, shall give a report on the meetings of the committee that occurred since the last regularly scheduled meeting.

Committee Recommendations: Where a committee charter provides a committee with responsibility for reviewing and making recommendations to the Board on matters to be voted on by the Board, to the extent possible any item brought to the Board shall first be reviewed and recommended by the committee.

BOARD COMMITTEES

The Board will have at all times an Audit Committee, a Compensation Committee, a Nominating and Corporate Governance Committee and such other committees (standing or *ad hoc*) which shall be established by the Board. All members of these Committees shall be independent directors as determined by the Board in accordance with the aforementioned independence criteria. Committee members shall be appointed by the Board upon recommendation (after consultation with the Chairman) of the Nominating and Corporate Governance Committee.

The Audit Committee, Compensation Committee and the Nominating and Corporate Governance Committee each will have a written charter that sets forth the committee’s structure, membership qualifications, purposes, responsibilities, and procedures for appointing and removing committee members. The charters also will provide that each committee annually evaluates its performance. The Board will periodically review the charters for each committee.

Each committee chairman, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee’s charter. Each committee chairman, in consultation with the appropriate members of the committee and management, will develop the committee’s agenda. Each committee will report to the Board its activities, findings and recommendations after each committee meeting.

The Board may, from time to time, establish or maintain additional committees of the Board, including an Executive Committee. If an Executive Committee is established, it will have the powers and authority as specified in the Company’s bylaws.

Each committee will have the full power and authority to hire independent legal, financial or other advisors as it may deem necessary, without consulting with or obtaining the pre-approval of any Company officer or the Board.

Preliminary quarterly financial information will be provided to the members of the Audit Committee and the other outside directors at the same time. Likewise the Company’s annual

report on Form 10-K, its quarterly reports on Form 10-Q and its press releases concerning quarterly financial results will be distributed to members of the Audit Committee and the other outside directors at the same time. It is anticipated that during the course of the fiscal year, members of the Audit Committee will meet with various departments and committees of the Company to review issues related to internal control and disclosure. To the extent such meetings occur outside the time frames of the regular meetings of the Audit Committee, the Chairman of the Audit Committee will notify all outside directors of such meetings so that any of the outside directors may attend the meetings.

The Company's Secretary, Assistant Secretary, or acting secretary appointed by the committee chairman shall attend committee meetings and should take minutes of such meeting. The committee shall review and approve the minutes of each meeting of the committee.

CHAIRMAN OF THE BOARD

The Board will appoint the Chairman of the Board, who may be an employee of the Company. The Chairman will chair all regular sessions of the Board and (with input from the CEO to the extent not inappropriate) set the agenda for Board meetings, subject to the right of each Board member to suggest the inclusion of item(s) on any agenda.

DIRECTOR ACCESS TO OFFICERS, EMPLOYEES AND INDEPENDENT ADVISERS

Directors are encouraged to keep themselves informed with regard to the Company and its operations. Directors will have full and free access to Company officers and employees. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO, the Company's Secretary or directly by the director. Directors shall use their judgment to ensure that any such contact is not disruptive to the Company's business operations and shall, to the extent that it is not inappropriate, copy the CEO on any written communications between a director and a Company officer or employee.

The Board will approve any director's request to have senior Company officers and other personnel regularly attend the Board meetings. Directors will also have access to the Company's independent advisors following consultation with the CEO to the extent not inappropriate.

DIRECTOR COMPENSATION

The Company and its affiliates shall not make any personal loans or extensions of credit to directors or executive officers. All non-employee directors shall only receive directors' fees and other remuneration as set forth in the Company's non-employee director remuneration plan as their compensation for Board and/or Board committee service and the receipt of such fees shall not affect their determination of independence. The payment of consulting, advisory or other compensatory fees to a director from the Company or one of its affiliates is prohibited and shall negate the director's independence.

DIRECTOR ORIENTATION AND CONTINUING EDUCATION

All new directors will receive an orientation package. The package will include a copy of the Company's bylaws and charter, the Code of Business Conduct and Ethics, the Corporate Governance Guidelines, all SEC filings for the current year and last preceding calendar year,

press releases issued during the current calendar year and any other pertinent information. The new director will attend a meeting with the CEO and CFO to be briefed on the Company's strategic plans, its significant financial, accounting and risk management issues and current significant exploration and development projects.

The Nominating and Corporate Governance Committee supports attendance by the Board members at seminars or programs regarding director education. The Company will pay the reasonable expenses associated with a director's attendance at such seminars or programs.

CEO EVALUATION AND MANAGEMENT SUCCESSION

The Compensation Committee will conduct an annual review of the CEO's performance and compensation, as set forth in its charter. The Board in executive session will review the Compensation Committee's report in order to ensure that the CEO is providing the best long- and short-term leadership for the Company.

The Nominating and Corporate Governance Committee will make an annual report to the Board on emergency as well as expected CEO succession planning. The entire Board will work with the Nominating and Corporate Governance Committee to nominate and evaluate potential successors to the CEO. The CEO will provide the Committee with his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

ANNUAL SELF-EVALUATIONS

The Nominating and Corporate Governance Committee will have responsibility for conducting and overseeing the annual self-evaluations for the Board and reporting the results to the Board following the end of each fiscal year. The evaluations will be based on such objective and subjective criteria as the Board deems appropriate.

CODE OF BUSINESS CONDUCT AND ETHICS

The Board shall adopt and maintain the Code of Business Conduct and Ethics (the "Code") for the directors, officers and employees of the Company in compliance with NYSE requirements. The Code shall be posted on the Company's website. The purpose of the Code shall be to focus the directors, officers and employees on areas of ethical risk, provide guidance in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct and help foster a culture of honesty and accountability.

Directors should act fairly in any dealings with the Company's stakeholders, including customers, suppliers, competitors, employees and shareholders. Directors also should comply with their duty of loyalty to the Company in accordance with Delaware law. Certain portions of the Company's Code of Conduct and Ethics deal with activities of Directors, particularly with respect to transactions in the securities of the Company, potential conflicts of interest, the taking of corporate opportunities for personal use, and competing with the Company. Directors should devote appropriate time to familiarize themselves with the Code's provisions in these areas and should consult with the Company's General Counsel in the event of any issues.

REPORTS OF IRREGULARITIES

Any reports of concerns regarding accounting, internal auditing controls, or other irregularities or concerns whether financial or otherwise shall be brought to the attention of the Chairman of the Audit Committee. These reports are confidential and may be anonymous if made using the anonymous reporting hotline. The Board shall be notified of these reports at every quarterly Board meeting or sooner, if necessary.

CONFIDENTIALITY

The proceedings and deliberations of the Board and its Committees are confidential. Each Director shall maintain the confidentiality of information received in connection with his or her service as a Director. Directors also should maintain the confidentiality of information about the Company and other entities which the Company entrusts to them, except where the disclosure is authorized or required by law.

SECURITIES TRANSACTIONS

A Director may not trade, or enable any other person to trade, in the Company's securities or the securities of another company while aware of material non-public information. Directors shall comply with the Company's Policy on the Prevention of Insider Trading and Misuse of Confidential Information.

INVESTOR RELATIONS

The Board has authorized the senior management to speak for the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairman of the Board. At the request of the Chairman or the CEO, individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company.

SHAREHOLDER COMMUNICATIONS

The Board of Directors has approved procedures to facilitate communications between the directors and employees, shareholders and other interested third parties. Pursuant to these procedures, a person who desires to contact the Chairman and/or the Presiding Director, a standing committee of the Board, the Board as a whole or any individual director may do so in writing addressed as follows:

MetroPCS Communications, Inc.
The Board of Directors c/o Corporate Secretary
8144 Walnut Hill Lane, Suite 800
Dallas, Texas 75231

Upon receipt, the communication will be distributed to the Chairman and/or Presiding Director, and to other directors or executive officers as appropriate, in each case depending on the facts and circumstances outlined in the communication. For example, a letter concerning a shareholder nominee would be sent to the Chairman of the Nominating and Corporate Governance Committee; and a complaint regarding accounting or internal accounting controls

would be forwarded to the Chairman of the Audit Committee.

Approved November 11, 2008