

MetroPCS Communications, Inc.

Finance and Planning Committee Charter

Article I. Purpose

The Finance and Planning 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. overseeing financial matters of importance to the Company, including monitoring the present and future capital requirements and opportunities pertaining to the Company’s business;
2. reviewing and providing guidance to the Board and management about all proposals concerning major financial policies of the Company; and
3. providing guidance to the Board on organizational and human resource matters of the Company, including interviewing, evaluating and recommending persons to be appointed as officers of the Company and evaluating and designing executive succession plans of the Company.

Article II. Membership

The Committee shall consist of no fewer than three members of the Board. Prior to their election and annually thereafter, the members of the Committee shall each have been affirmatively determined by the Board to satisfy the same standards of “independence” as apply to the members of the Company’s Audit Committee.

Each member of the Committee shall first be nominated by the Nominating and Corporate Governance Committee of the Board and then be elected by the full Board, and shall serve until the expiration of such member’s term or until such member’s earlier resignation, 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, retirement or removal. If the Chairperson is absent from a particular meeting, another member of the Committee shall serve as chairperson for purposes of that 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 deem 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 or videoconference 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 adequate minutes of all its proceedings and will report its actions to the Board directly or through its Chairperson. 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, the Committee shall designate a member of the Committee to serve as 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 purposes of the Committee and discharge its duties and responsibilities. In particular, the Committee shall have the authority to retain outside counsel or other experts or consultants, as it deems appropriate in its sole discretion without consulting with or obtaining the approval of any officer of the Company in advance. 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.

Article V. Responsibilities and Duties

The Committee shall have the following responsibilities and duties:

1. The Committee shall review and make recommendations to the Board on all matters (a) brought to the Committee by the management of the Company, (b) which are not the responsibility of any other Committee, or (c) requested by the Board to be reviewed by the Committee, including, but not limited to the following:
 - a. The Company's annual and long term financial plans;
 - b. The Company's financial objectives and principles;
 - c. The Company's financial strategies and capital structure;
 - d. The Company's capital structure, corporate organization, and management organization;
 - e. The human capital resources necessary for the corporation, including interviewing and recommending appointment of officers of the Company;
 - f. Assisting the Board in developing and evaluating potential candidates for executive positions, including the Chief Executive Officer, and to oversee the development of executive succession plans;
 - g. The Company's tax planning;
 - h. The implications of major investments, restructurings, joint ventures, mergers, acquisitions and divestitures;
 - i. Impacts of various financial activities on debt ratings;
 - j. Material banking, borrowing and other financing arrangements, including the

pricing of any securities offerings;

- k. The officers and employees of the Company who can execute documents and act on behalf of the Company pursuant to previously approved banking, borrowing and other financing agreements;
- l. The corporate goals and objectives for the performance of the Chief Executive Officer; and
- m. 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.
 - 2. 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; and
 - 3. To perform any other activities consistent with this Charter, the Company's Certificate of Incorporation (as the same may be amended and/or restated and in effect from time to time), the Company's bylaws (as the same may be amended and/or restated and in effect from time to time), and governing law, as the Committee or the Board deems necessary or appropriate.
