TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/01/2013

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MetroPCS Wireless, Inc.		04/30/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	T-Mobile USA, Inc.
Street Address:	12920 S.E. 38th Street
City:	Bellevue
State/Country:	WASHINGTON
Postal Code:	98006
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 116

Property Type	Number	Word Mark
Registration Number:	2784778	METROPCS
Registration Number:	2792316	METROPCS
Registration Number:	2792361	PERMISSION TO SPEAK FREELY
Registration Number:	2802174	TALK ALL I WANT, ALL OVER TOWN
Registration Number:	2803097	METROPCS
Registration Number:	2865446	METROPCS
Registration Number:	2923692	TEXT-TALK
Registration Number:	2957733	GET OFF THE CLOCK
Registration Number:	2957734	WIRELESS IS NOW MINUTELESS
Registration Number:	2967544	FREEDOM PACKAGE
Registration Number:	2977779	@METRO
Registration Number:	3121250	PICTURE TALK
Registration Number:	3166669	TRAVELTALK

OP $2915.00 2784778

Registration Number:	3247231	ECOSAVE
Registration Number:	3261612	GREETME TONES
Registration Number:	3356758	MY METRO
Registration Number:	3381319	METROLOCAL
Registration Number:	3417239	
Registration Number:	3517486	UNLIMIT YOURSELF
Registration Number:	3521734	METRO CONNECT
Registration Number:	3528448	THE UNLIMITED COMPANY
Registration Number:	3542846	METROPCS
Registration Number:	3545428	METROWEB
Registration Number:	3580433	
Registration Number:	3628264	THE LEADER IN UNLIMTED
Registration Number:	3628658	SCREENIT
Registration Number:	3674409	METRONAVIGATOR
Registration Number:	3682928	MYEXTRAS
Registration Number:	3684155	METROFLASH
Registration Number:	3703435	GROUPLINE
Registration Number:	3732489	METROPCS UNLIMITED NATIONWIDE
Registration Number:	3822786	METRO CHATLINK
Registration Number:	3848928	MV
Registration Number:	3874560	METRO UNIVERSITY
Registration Number:	3878000	MYMETROMAIL
Registration Number:	3878011	WIRELESS FOR ALL
Registration Number:	3878018	METROVISION
Registration Number:	3878019	METROVISION
Registration Number:	3881440	TECH & TALK
Registration Number:	3935166	METROVISION
Registration Number:	3971899	METROSTUDIO
Registration Number:	4013894	NATIONWIDER
Registration Number:	4050638	METRO USA
Registration Number:	4081514	MEXICO ILIMITADO
Registration Number:	4081515	UNLIMITED MEXICO
Registration Number:	4206721	METRO TOTAL PROTECTION
Registration Number:	4211803	MEXICO UNLIMITED
Registration Number:	4222747	METROHERO

	4226673	TELEFONIA CELULAR PARA TODOS
Registration Number:	4227250	METROLINK
Registration Number:	4237997	METROMUSIC
Registration Number:	4269669	EVERYBODY'S MOVING TO METRO>
Registration Number:	4276820	METROGLOBAL
Registration Number:	4276829	METROBLOCK-IT
Registration Number:	4290321	M
Registration Number:	4290322	M
Registration Number:	4293037	METROMARKET
Registration Number:	4297270	METROPCS WIRELESS FOR ALL. EDUCATION LEA
Registration Number:	4302585	EVERYBODY'S MOVING TO METRO>
Registration Number:	4310752	CADA VEZ M?S VAN CON METRO>
Registration Number:	4310753	>
Serial Number:	85319668	LTE FOR ALL
Serial Number:	85735566	METROPCS+
Serial Number:	85870340	M STUDIO
Serial Number:	85869031	4G FOR ALL
Serial Number:	85792340	MKNOWS
Serial Number:	85792338	METROKNOWS
Serial Number:	85790220	METROMINUTE
Serial Number:	85526361	CADA VEZ M?S VAN CON METRO>
Serial Number:	85526268	>
Serial Number:	85768962	MSTUDIO
Serial Number:	85062395	MSTUDIO
Serial Number:	85526381	EVERYBODY'S MOVING TO METRO>
Serial Number:	85526382	EVERYBODY'S MOVING TO METRO>
Serial Number:	85526303	M >
Serial Number:	85399312	METROMARKETPLACE
Serial Number:	85448643	METROBLOCK
Serial Number:	85368228	BROADBAND FOR ALL
Serial Number:	85368215	WIRELESS BROADBAND FOR ALL
Serial Number:	85368196	MOBILE BROADBAND FOR ALL
Serial Number:	85288000	METRORECOVERY
Serial Number:	85497893	M
Serial Number:	85497235	M

	85526278	METRO>
Serial Number:	85511268	CADA VEZ MAS VAN CON METRO
Serial Number:	85497229	EVERYBODY'S MOVING TO METRO
Serial Number:	85319696	4G LTE
Serial Number:	85447435	METROWORLD
Serial Number:	85735561	METRO+
Serial Number:	85601897	GO GREEN PACKAGE DESIGNED WITH THE ENVIR
Serial Number:	85676221	4G FOR ME
Serial Number:	85319690	4G LTE
Serial Number:	85319683	4G LTE FOR ALL
Serial Number:	85680948	4G LTE FOR ME
Serial Number:	85368976	4G ENABLED LTE
Serial Number:	85323898	LTE FOR ALL
Serial Number:	77767469	MYCASH
Serial Number:	77838084	YOU GET MORE
Serial Number:	77957896	METROPCS UNLIMITED
Serial Number:	77826834	METRO4BIZ
Serial Number:	77791918	@METRO APP STORE
Serial Number:	77875707	METROUSA
Serial Number:	77957907	UNLIMITED TALK, TEXT AND WEB
Serial Number:	77896942	TECH AND TALK
Serial Number:	77767479	MYWALLET
Serial Number:	77767473	MYMONEY
Serial Number:	77594918	METROPCS NATIONAL UNLIMITED
Serial Number:	77557865	METROBACKUP
Serial Number:	77394867	CHATLINK
Serial Number:	77219186	METROBUCKS
Serial Number:	77138908	METRO TONES
Serial Number:	76603918	MINIMETRO
Serial Number:	76554518	METRODATA
Serial Number:	76538863	METRO BUCKS
Serial Number:	76361994	METRO CONNECT
Serial Number:	85452902	METRONEWS

CORRESPONDENCE DATA

Fax Number: 2142064330
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 2142064312
Email: trina@richardlawgroup.com
Correspondent Name: Jim F. Struthers
Address Line 1: 8411 Preston Road, Suite 890
Address Line 4: Dallas, TEXAS 75225

ATTORNEY DOCKET NUMBER:	MPCS-0011
NAME OF SUBMITTER:	Jim F. Struthers
Signature:	/Jim F. Struthers/
Date:	05/02/2013

Total Attachments: 4
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Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"METROPCS WIRELESS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "T-MOBILE USA, INC." UNDER THE NAME OF "T-MOBILE USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF APRIL, A.D. 2013, AT 3:48 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF MAY, A.D. 2013, AT 12:02 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

Jeffrey W. Bullock, Secretary of State

3058821 8100M

130504236

AUTHENTICATION: 0396501

DATE: 04-30-13

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:47 PM 04/30/2013
FILED 03:48 PM 04/30/2013
SRV 130504236 - 3058821 FILE

CERTIFICATE OF MERGER

merging

METROPCS WIRELESS, INC.

with and into

T-MOBILE USA, INC.

Pursuant to Section 251 of the General Corporation Law of the State of Delaware (the "DGCL"), T-Mobile USA, Inc., a Delaware corporation, hereby certifies the following information relating to the merger (the "Merger") of MetroPCS Wireless, Inc., a Delaware corporation, with and into T-Mobile USA, Inc., a Delaware corporation, with T-Mobile USA, Inc. surviving the Merger:

FIRST: The names and states of incorporation of the constituent corporations (the "Constituent Corporations") in the Merger are:

Name	State of Incorporation
MetroPCS Wireless, Inc.	Delaware
T-Mobile USA, Inc.	Delaware

SECOND: The Agreement and Plan of Merger, dated as of April 29, 2013, by and between T-Mobile USA, Inc. and MetroPCS Wireless, Inc. (the "Merger Agreement"), setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 251 of the DGCL and by the written consent of the sole stockholder of each of T-Mobile USA, Inc. and MetroPCS Wireless, Inc. in accordance with Section 228 of the DGCL.

THIRD: The corporation surviving the Merger (the "Surviving Corporation") shall be T-Mobile USA, Inc., and the name of the Surviving Corporation shall remain "T-Mobile USA, Inc."

FOURTH: At the effective time of the Merger, T-Mobile USA, Inc.'s Amended and Restated Certificate of Incorporation shall remain the certificate of incorporation of the Surviving Corporation.

FIFTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, whose address is 12920 SE 38th Street, Bellevue, Washington 98006.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation.

SEVENTH: This Certificate of Merger shall be effective at 12:02 a.m. Eastern Standard Time on May 1, 2013.

[*signature page follows*]

IN WITNESS WHEREOF, this Certificate of Merger has been executed by the undersigned, a duly authorized officer of the Surviving Corporation, on this 30th day of April, 2013.

T-MOBILE USA, INC.

By: /s/ David A. Miller
Name: David A. Miller
Title: Executive Vice President, General Counsel and Secretary

TRADEMARK
RECORDED: 05/02/2013 REEL: 005018 FRAME: 0705