

MAXIMUM RETAIL PRICE POLICY (Effective June 3, 2009)

1. T-Mobile is committed to supporting its Dealers in their efforts to complement and grow their existing businesses by promoting T-Mobile products and services. T-Mobile has proudly created innovative, industry leading branded products of superior quality, value and reputation. To help ensure that T-Mobile's products and services are delivered to our customers at a great value, T-Mobile has adopted this unilateral Maximum Retail Price Policy ("Policy"). This Policy is designed to enable consumers to receive great value no matter where they purchase their T-Mobile Products.
2. Products and services subject to T-Mobile's Policy (the "Covered Products") are described on the attached Covered Products list. The maximum sales price ("MXP") for products covered by this Policy are also listed on the attached Covered Products List. Dealers may offer a Covered Product at the Covered Product's MXP or lower.
3. T-Mobile intends to sell Covered Product inventory, subject to availability and T-Mobile's right to allocate inventory in its sole discretion, to Dealers that do not advertise or sell Covered Products above the MXP described in the Covered Products list.
4. The MXP policy applies to all postpaid two-year contract sales, including postpaid two-year contract add-a-lines.
5. Master Dealers are responsible for providing notice of this Policy to their Sub-Dealers.
6. T-Mobile's Policy is in addition to and does not replace T-Mobile's MAP policy, where applicable.
7. T-Mobile will monitor compliance with this Policy and will take whatever action it deems appropriate, in its sole discretion, to enforce this Policy, including the right to withhold some or all Spiff Compensation for the Covered Products, with or without further notice, from Dealers who fail to comply with this Policy,.
8. It is the policy of T-Mobile not to accept complaints from Dealers or other third parties about specific alleged violations of this Policy. T-Mobile employees are not authorized to discuss this Policy with Dealers. Dealers are asked to refrain from communicating complaints of specific Policy violations to T-Mobile employees.
9. No representative or employee of T-Mobile has the authority to alter, deviate from or impose other conditions on this Policy. Any questions regarding this Policy must be directed, in writing, to T-Mobile's Vice President, Retail Partner Sales at 12920 SE 38th Street, Bellevue, WA 98006.
10. T-Mobile's action under this Policy as to any Dealers will be in T-Mobile's sole discretion. T-Mobile reserves the right to change, modify or amend this Policy, with or without notice. There is no assurance to any Dealer as to how T-Mobile will exercise its discretion with respect to this Policy.
11. T-Mobile may modify or discontinue this Policy at any time, in T-Mobile's discretion, upon notice to Dealers, which may be communicated via T-Mobile News, "Flash" or other communications method.

T-MOBILE MAXIMUM RETAIL PRICE POLICY
COVERED PRODUCTS

<u>Model</u>	<u>Description</u>	<u>SKU</u>	<u>MXP</u>
BB Curve 8320	Sunset	610214617668	\$99.99
BB Curve 8320	Titanium	610214617675	\$99.99
BB Curve 8320	Titanium (Costco)	610214616470	\$99.99
BB 8900	Titanium	610214617156	\$149.99
BB 8820	Black	610214615909	\$99.99
Sidekick LX 2009	SK Blade Orchid	610214618573	\$199.99
Sidekick LX 2009	SK Blade Carbon	610214618566	\$199.99
Sidekick LX	Brown	610214614667	\$149.99
Sidekick LX	Blue	610214614650	\$149.99
Sidekick LX LE Tony Hawk		610214616791	\$199.99
Sidekick Slide	All Colors	610214616586	\$99.99
T-Mobile G1	G1 Black	610214616845	\$179.99
T-Mobile G1	G1 Black (Costco)	610214617903	\$179.99
T-Mobile G1	G1 Bronze	610214616852	\$179.99
T-Mobile G1	G1 White	610214616869	\$179.99
T-Mobile Wing	Blue	610214614360	\$199.99
T-Mobile Dash	Black/Silver	610214617569	\$49.99
T-Mobile Sidekick 2008	Black w/Shells	610214616708	\$99.99
T-Mobile Dash 3G	All Colors	610214618696	\$169.99