ASSIGNMENT AND ASSUMPTION AGREEMENT

This Assignment and Assumption Agreement is made and entered into as of this 17th day of June, 2009, by and between OMNIPOINT COMMUNICATIONS INC., a Delaware corporation ("Assignor"), and TMO CA/NV HOLDINGS LLC, a Delaware limited liability company ("Assignee").

WITNESSETH:

WHEREAS, Assignor is the holder of the wireless markets listed in Exhibit A, attached hereto and incorporated herein by reference, and the assets relating thereto including, without limitation, cell site and/or commercial and/or other leases under which Assignor is lessee (collectively the "Wireless Market Assets");

WHEREAS, Assignor now wishes to transfer to the Assignee (which is a subsidiary of Assignor), and Assignee is willing to assume and discharge Assignor from all of its obligations under, the Wireless Market Assets effective June 30, 2009 at 4:30 p.m. EDT (the "Effective Time");

NOW THEREFORE, in consideration of the premises and mutual covenants contained herein, and for other good and valuable consideration, Assignor and Assignee agree as follows:

Assignor hereby assigns, conveys and transfers to Assignee all of its right, title and interest in and to the Wireless Market Assets, and Assignee hereby accepts such assignment and agrees to assume and discharge Assignor from all of its obligations under or relating to the Wireless Market Assets, in all cases effective as of the Effective Time.

Assignor hereby grants its power-of-attorney to Assignee and hereby appoints Assignee as Assignor's attorney-in-fact to take any appropriate action in connection with the Wireless Market Assets transferred hereby, in the name of Assignor or in its own or any other name, it being understood that this authorization and power-of-attorney are coupled with an interest and are irrevocable.

Assignor covenants and agrees promptly to execute and deliver any additional documents and instruments and perform any additional acts that may be reasonably necessary or desirable to effectuate and perform more fully the provisions of this of Assignment and Assumption Agreement and the assignment and transfer provided for herein.

This Assignment and Assumption Agreement (a) shall be governed by and construed in accordance with the internal laws of the State of Delaware without regard to the principles of conflicts of law thereof, and (b) shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns.

IN WITNESS WHEREOF, the parties hereto have executed this Assignment and Assumption Agreement as of the date first written above.

OMNIPOINT COMMUNICATIONS, INC.

Name: David A. Miller
Title: Vice President, General Counsel and Secretary

TMO CA/NV HOLDINGS LLC

Name: David A. Miller
Title: Vice President, General Counsel and Secretary

Exhibit A

California
Nevada

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:

"TMO CA/NV HOLDINGS LLC", A DELAWARE LIMITED LIABILITY COMPANY,

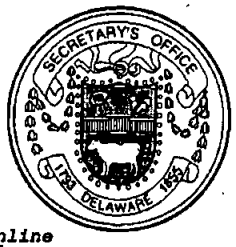
WITH AND INTO "T-MOBILE WEST CORPORATION" UNDER THE NAME OF "T-MOBILE WEST CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF JUNE, A.D. 2009, AT 7:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF JUNE, A.D. 2009, AT 4:50 O'CLOCK P.M.

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

2516821 8100M

090655179



Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 7390367

DATE: 06-29-09

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:40 PM 06/26/2009
FILED 07:30 PM 06/26/2009
SRV 090655179 - 2516821 FILE

STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC LIMITED LIABILITY COMPANY
INTO A
DOMESTIC CORPORATION

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is T-Mobile West Corporation, a Delaware Corporation, and the name of the limited liability company being merged into this surviving corporation is TMO CA/NV HOLDINGS LLC.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD: The name of the surviving corporation is T-Mobile West Corporation.

FOURTH: The merger is to become effective on June 30, 2009 at 4:50 p.m. EDT.

FIFTH: The Agreement of Merger is on file at 12920 SE 38th Street Bellevue, WA 98006, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SEVENTH: The Certificate of Incorporation of the surviving corporation shall be it's Certificate of Incorporation

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 17th day of June, A.D., 2009.

By: _____
Authorized Officer

Name: David A. Miller
Print or Type

Title: Senior Vice President, General Counsel and Secretary

6-1004.2

T-Mobile

April 27, 2009

SENT BY CERTIFIED MAIL
249 W

The City of San Diego
Real Estate Assets
City of San Diego
1200 Third Avenue, Suite 1700, MS 51A
San Diego, CA 92101

RE: Lease SD06496A commenced on or about 9/1/2001 between The City of San Diego and T-Mobile CA/NV, LLC ("Lease") for the Premises located at or about 3434 Ocean View Boulevard San Diego CA 92113

Dear The City of San Diego:

T-Mobile CA/NV, LLC, as Tenant under your Lease, is part of the T-Mobile family. We thank you for being part of the exciting growth of T-Mobile as we help people stay connected to those who matter most.

As a result of our continued growth, T-Mobile is simplifying its corporate structure by combining certain of its subsidiaries which will have no functional effect to you. This correspondence serves as notice that the Lease will be conveyed to T-Mobile West Corporation effective June 30, 2009. This is merely an internal conveyance and it will not change or affect your relationship with T-Mobile, including the contact information you currently use, the T-Mobile analyst who administers your Lease, or the rent payment you receive from T-Mobile.

Pursuant to the terms of the above referenced Lease, please confirm your consent to the internal conveyance as it relates to the Lease by signing this letter where indicated below and returning it in the enclosed self-addressed, stamped envelope.

Thank you for your prompt attention to this matter. If you have any questions, feel free to e-mail us at entitychange@bv.com. Please include the Notice ID and the Site ID stated below. Thank you so much.

Very truly yours,

Debby Andresen
Director Lease Compliance and
Information Management

Acknowledged and Consented:
The City of San Diego:

By: _____
Authorized Signatory
Print Name: **David A. Sandoval, CCIM**
Title: **Deputy Director, Real Estate Assets**
Date: 7/15/09

Certified Mail Tracking Number: 7007256000006913 4510
Notice ID: cls
Site ID: SD06496A_1