

**CHARTER OF
THE EXECUTIVE COMMITTEE OF
THE BOARD OF DIRECTORS OF
iPCS, INC.**

I. PURPOSE

The purpose of the Executive Committee (the “Committee”) of the board of directors (the “Board”) of iPCS, Inc. (the “Company”) shall be to exercise all the powers and authority of the Board in the intervals between regularly scheduled meetings of the Board.

II. COMPOSITION, QUALIFICATIONS AND MEETINGS

The Committee shall be comprised of two or more members of the Board, as determined by the Board. Appointment to the Committee, and the designation of the Chair of the Committee, shall be made on an annual basis by the Board, or by a committee of the Board designated to make such appointments and designations. Committee members may be removed by the Board, with or without cause, at its discretion. Vacancies on the Committee shall be filled by action of the Board. Each member of the Committee shall serve until his or her successor has been duly elected and qualified or until his or her death, resignation or removal, if earlier.

The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter. Meetings of the Committee shall be held at such times and places as the Committee shall determine, including by written consent.

The Committee shall report to the Board any formal actions taken by the Committee. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

III. AUTHORITY AND RESOURCES

In fulfilling its responsibilities, the Committee shall have authority, and shall be afforded resources sufficient, to engage independent counsel or other advisers as it deems necessary. The Committee shall have the sole authority to retain and terminate any such independent counsel or other adviser, including sole authority to approve the fees and other retention terms.

IV. RESPONSIBILITIES AND DUTIES

The Committee shall have the following responsibilities and duties:

1. The Committee shall exercise its business judgment in carrying out the responsibilities described in this Charter in a manner that the Committee members reasonably believe to be in the best interests of the Company and its stockholders.

2. The Committee shall have the authority to exercise all powers and authority of the Board during the intervals between meetings of the Board, except:

- (a) matters which are expressly delegated to another committee of the Board;
- (b) the adoption, amendment or repeal of any Bylaw of the Company or any provision of the Company's Certificate of Incorporation;
- (c) the nomination of persons to serve as directors or to fill newly created directorships;
- (d) the nomination or appointment of persons to serve on any committee of the Board;
- (e) the amendment or repeal of any resolution or action of the Board that is not, specifically by its terms, so amendable or repealable by the Committee;
- (f) the adoption of a plan of merger or consolidation involving the Company or the sale of substantially all of the assets of the Company;
- (g) any actions in respect of declarations of dividends to stockholders; and
- (h) matters not listed above that are not permitted to be taken by a committee of the Board under applicable law, rule or regulation, or under the Company's Certificate of Incorporation or Bylaws.

3. The Committee shall perform such other duties as the Board may from time to time direct or as may be required by, or as the Committee shall deem appropriate under, applicable laws, rules and regulations.

V. EVALUATION OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope.

ADOPTED BY THE BOARD OF DIRECTORS: January 31, 2008