

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

I. PURPOSE

The purpose of the Compensation Committee (the “Committee”) is to discharge the responsibilities of the board of directors (the “Board”) of iPCS, Inc. (the “Company”) in:

- controlling and managing the operation and administration (including reviewing, recommending and approving award grants) of the Company’s benefit plans, including the iPCS, Inc. 2004 Long-Term Incentive Plan, as amended from time to time (the “Plan”), in each case, as contemplated by, and in accordance with, the terms of such benefit plan;
- reviewing and administering all compensation arrangements for executive officers and directors of the Company; and
- establishing and reviewing general policies relating to the compensation and benefits of the Company’s executive officers and employees.

II. COMPOSITION, QUALIFICATIONS AND MEETINGS

The Committee will comprise three or more members of the Board. Each Committee member shall be “independent” as defined by applicable law, including the rules and regulations of the Securities and Exchange Commission and the rules of the Nasdaq Stock Market. In addition and if deemed appropriate, each member shall meet the definition of “non-employee director” under Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended. 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. The members of the Committee shall serve until their successors are appointed and qualified.

The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to such new member(s) satisfying the above requirements. Except as expressly provided in this Charter or the Bylaws of the Company, the Committee shall fix its own rules of procedure.

Meetings of the Committee shall be held at such times and places as the Committee shall determine, including by written consent. When necessary, the Committee shall meet in executive session outside of the presence of any senior executive officer of the Company. The Chair of the Committee shall report on activities of the Committee to the Board.

In fulfilling its responsibilities, as set forth below, the Committee shall have authority to delegate its authority to subcommittees, including subcommittees consisting solely of one or more Company employees, in each case to the extent permitted by applicable law.

III. AUTHORITY AND RESOURCES

In fulfilling its responsibilities, the Committee shall have the authority, and shall be afforded resources sufficient, to engage independent compensation consultants or legal advisers when determined by the Committee to be necessary or appropriate. The Committee shall have sole authority to retain and terminate any such consultant or legal adviser, including sole authority to approve the fees and other retention terms.

IV. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee shall:

1. Meet in executive session to determine the compensation of the Chief Executive Officer (the “CEO”) of the Company. In determining the amount, form, and terms of such compensation, the Committee shall consider the annual performance evaluation of the CEO conducted by the Committee in light of Company goals and objectives relevant to CEO compensation, competitive market data pertaining to CEO compensation at comparable companies, and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Company and its stockholders.

2. Review the CEO’s recommendations relevant to the compensation of the Company’s executive officers and determine salaries, bonuses, and other matters relating to the compensation of the executive officers of the Company. The Committee shall have the final authority to determine the compensation of the executive officers of the Company. In determining the amount, form, and terms of such compensation, the Committee shall consider the executive officer’s performance in light of Company goals and objectives relevant to executive compensation, competitive market data pertaining to executive compensation at comparable companies, and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Company and its stockholders. The CEO of the Company may be present at meetings during which such compensation is under review and consideration but may not vote.

3. Review and make recommendations with respect to stockholder proposals related to compensation matters.

4. To the extent Board action is required, review and make recommendations to the Board regarding benefit plans and programs that may be adopted by the Company from time to time.

5. As requested by Company management, review, consult and make recommendations and/or determinations regarding employee compensation and benefit plans and programs generally, including employee bonus and retirement plans and programs.

6. Review for approval or disapproval all employment agreements, severance agreements and other similar agreements to be entered into, or amended, with the CEO or any executive officer.

7. Review for approval or disapproval all special hiring or severance packages for executive officers of the Company and its subsidiaries that go beyond the Board's adopted criteria for management authority, if it is determined by the Committee that approval by the full Board is not necessary.

8. Administer the Company's benefit plans, including the Plan, as contemplated, and in accordance with, the terms thereof.

9. Be authorized to allocate all or any portion of its responsibilities and powers to any one or more of its members and may delegate all or any part of its responsibilities and powers to any person or persons selected by it.

10. Once the Company becomes a registrant under the Exchange Act, review and approve the Report of the Compensation Committee on Executive Compensation to be included in the Company's annual proxy statement.

11. Annually review and reassess the adequacy of its charter, structure, process and membership requirements, and recommend any changes to the Board.

V. LIMITATIONS

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to review or approve broad-based employee benefit plans (such as medical or insurance plans) not specifically delegated to the Committee. The consideration and approval of any such plans shall remain the responsibility of the officers of the Company or, if required, the Board.

The Committee shall not be empowered to approve matters which applicable law, the Company's charter or the Company's bylaws require be approved by a vote of the whole Board.

ADOPTED BY THE BOARD OF DIRECTORS: January 28, 2005