

iPCS, INC.

CODE OF ETHICS APPLICABLE TO SENIOR EXECUTIVES

On November 1, 2004, the Board of Directors of iPCS, Inc. (the “Company”) adopted this Code of Ethics Applicable to Senior Executives as contemplated by Section 406 of the Sarbanes-Oxley Act of 2002. It is critical to the success of the Company and in the best interests of its stockholders that its employees conduct themselves honestly and ethically. In particular, the Chief Executive Officer, the Chief Financial Officer and the Controller (collectively, the “Senior Executives”), are required to observe the highest standards of ethical business conduct, including strict adherence to this Code of Ethics Applicable to Senior Executives (this “Code”) and the Company’s Standards of Business Conduct applicable to the directors and all employees, which this Code supplements. Accordingly, each Senior Executive must comply with the letter and spirit of the obligations below.

- Each Senior Executive will act at all times honestly and ethically, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. For purposes of this Code, the phrase “actual or apparent conflict of interest” shall be broadly construed and include, for example, direct conflicts, indirect conflicts, potential conflicts, apparent conflicts and any other personal, business or professional relationship or dealings that has a reasonable possibility of creating even the mere appearance of impropriety.
- Each Senior Executive must ensure that all reasonable and necessary steps within his or her areas of responsibility are taken to provide full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with or submits to the Securities and Exchange Commission or state regulators, and in all other regulatory filings. In addition, Senior Executive must provide full, fair, accurate, and understandable information whenever communicating with the Company’s stockholders or the general public.
- Each Senior Executive must take all reasonable measures to protect the confidentiality of non-public information about the Company, its business, operations and customers obtained or created in connection with such Senior Executive Officer’s activities and to prevent the unauthorized disclosure of any such information, unless required by law, regulation or legal or regulatory process.
- All Senior Executives must conduct Company business in compliance with all applicable federal, state, foreign and local laws, rules and regulations.
- Senior Executives shall not directly or indirectly take any action to fraudulently influence, coerce, manipulate or mislead the Company’s independent registered public accounting firm for the purposes of rendering the financial statements of the Company misleading.

- It is each Senior Executive's responsibility to notify promptly the Chairman of the Nominating and Corporate Governance Committee of the Board of Directors or his designee regarding any known actual or potential violation of this Code and/or any applicable securities or other laws, rules or regulations by any Senior Executive or of the Company's Standards of Business Conduct by any director or employee. Senior executives may choose to remain anonymous in reporting any possible violation of this Code. All Senior Executives are responsible for ensuring that their own conduct complies with this Code.
- Anyone who knowingly violates the provisions of this Code by engaging in unethical conduct, failing to report conduct potentially violative of this Code or refusing to participate in any investigation of such conduct, will be subject to disciplinary actions, up to and including termination of service with the Company. Violations of this Code may also constitute violations of law and may result in civil or criminal penalties for a Senior Executive or the Company.
- The Board of Directors of the Company shall be responsible for the administration of this Code and shall have the sole authority to amend this Code or grant waivers of its provisions. Waivers will be disclosed as required by the Securities Exchange Act of 1934 and the rules thereunder and the applicable rules of any stock market on which the securities of the Company are listed.