

2. CONTRACT (Proc. Inst. Ident.) NO. **GS00T07NSD0040** 3. EFFECTIVE DATE 4. REQUISITION/PURCHASE REQUEST/PROJECT NO. **TQC-JTB-05-0002**

5. ISSUED BY **GSA/FTS/TQC** CODE 10300 Eaton Place, Fifth Floor
 Attention: Robert F. Abood
 703-306-6461 6. ADMINISTERED BY (If other than Item 5) CODE

7. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)
Qwest Government Services, Inc.
 4250 North Fairfax Drive
 Arlington, Virginia 22203 8. DELIVERY
 FOB ORIGIN OTHER (See below)

9. DISCOUNT FOR PROMPT PAYMENT
N/A 10. SUBMIT INVOICES (4 copies unless otherwise specified) TO THE ADDRESS SHOWN IN ITEM

11. SHIP TO/MARK FOR CODE In accordance with individual Service Orders issued under this contract. 12. PAYMENT WILL BE MADE BY CODE In accordance with individual Service Orders issued under this contract.

13. AUTHORITY FOR USING OTHER THAN FULL AND OPEN COMPETITION:
 10 U.S.C. 2304(c) () 41 U.S.C. 253(c) () 14. ACCOUNTING AND APPROPRIATION DATA
2007.2007.299X.TDBA.00.A00VC110.TDC01.516

15A. ITEM NO.	15B. SUPPLIES/SERVICES	15C. QUANTITY	15D. UNIT	15E. UNIT PRICE	15F. AMOUNT
15G. TOTAL AMOUNT OF CONTRACT \$					

16. TABLE OF CONTENTS

(X)	SEC.	DESCRIPTION	PAGE(S)	(X)	SEC.	DESCRIPTION	PAGE(S)
PART I - THE SCHEDULE				PART II - CONTRACT CLAUSES			
X	A	SOLICITATION/CONTRACT FORM		X	I	CONTRACT CLAUSES	
X	B	SUPPLIES OR SERVICES AND PRICES/COSTS		PART III - LIST OF DOCUMENTS, EXHIBITS AND OTHER ATTACH.			
X	C	DESCRIPTION/SPECS./WORK STATEMENT		X	J	LIST OF ATTACHMENTS	
X	D	PACKAGING AND MARKING		PART IV - REPRESENTATIONS AND INSTRUCTIONS			
X	E	INSPECTION AND ACCEPTANCE			K	REPRESENTATIONS, CERTIFICATIONS AND OTHER STATEMENTS OF OFFERORS	
X	F	DELIVERIES OR PERFORMANCE			L	INSTRS., CONDS., AND NOTICES TO OFFERORS	
X	G	CONTRACT ADMINISTRATION DATA			M	EVALUATION FACTORS FOR AWARD	
X	H	SPECIAL CONTRACT REQUIREMENTS					

CONTRACTING OFFICER WILL COMPLETE ITEM 17 OR 18 AS APPLICABLE

17. CONTRACTOR'S NEGOTIATED AGREEMENT (Contractor is required to sign this document and return _____ copies to issuing office.) Contractor agrees to furnish and deliver all items or perform all the services set forth or otherwise identified above and on any continuation sheets for the consideration stated herein. The rights and obligations of the parties to this contract shall be subject to and governed by the following documents: (a) this award/contract, (b) the solicitation, if any, and (c) such provisions, representations, certifications, and specifications, as are attached or incorporated by reference herein. (Attachments are listed herein.) 18. AWARD (Contractor is not required to sign this document.) Your offer on Solicitation Number _____ including the additions or changes made by you which additions or changes are set forth in full above, is hereby accepted as to the items listed above and on any condition sheets. This award consummates the contract which consists of the following documents: (a) the Government's solicitation and your offer, and (b) this award/contract. No further contractual document is necessary.

19A. NAME AND TITLE OF SIGNER (Type or print)
Diana Gowen
 Sr. Vice President & GM 20A. NAME OF CONTRACTING OFFICER
Robert Abood
 Contracting Officer 19B. NAME OF CONTRACTOR
Diana Gowen 19C. DATE SIGNED
5/31/2007 20B. UNITED STATES OF AMERICA
 BY **(Signature)** 20C. DATE SIGNED
5/31/07

Qwest

Standard Form 26

Enterprise Acquisition Contract No. GS00T07NSD0040

Contract Type: Fixed Price, Indefinite Delivery, Indefinite Quantity Contract.

Contract Term: Four years from the effective date with three two-year Government options to extend

Minimum Dollar Guarantee and Maximum Contract Limitation

- a. The minimum revenue guarantee for this contract is \$10 million.
- b. The maximum all-inclusive funding ceiling for this and any other contracts awarded as a result of solicitation No. TQC-JTB-05-0002 is \$20.1 Billion.

The minimum dollar guarantee and maximum contract limitation shall be applied to the base terms and all option years

Document Wide Changes

- The Network RFP number TQC-JTB-05-0002 is replaced with Network contract number GS00T07NSD0040
- The word, "offeror," is replaced with contractor in most instances
- The word, "RFP," is replaced with the word, "contract," where appropriate.
- All amendment numbers in the headers are deleted
- All dates in the footers are deleted
- Each section contains continuous pagination

The following provision is incorporated in to the contract:

- The contractor's Final Revised Price Proposal, dated May 17, 2007, including the text and price submitted to the Network Hosting Center, Contract Line Item Prices contained herein, and all amendments thereto are hereby incorporated by reference into this contract.
- The contractor's Final Revised Technical Proposal, Management Proposal, Narrative Price Proposals, and the Section of the contractor's Business Proposal that responds to Section H.34 Acceptable Use Policy, all dated March 5, 2007, and all amendments thereto, are hereby incorporated by reference into this contract including the March 5, 2007 submission of the J9 Tables to the NHC.

Qwest

- The contractor's Small, Small Disadvantaged, Women-Owned Small, and HUBZone Small Business Concerns Subcontracting Plan, dated May 23, 2007, and all amendments thereto, are hereby incorporated by reference into this contract. "
- The Networx Hosting Center (NHC) will be updated to include a new schema called Networx_ent_contract. This schema will contain only the contractor's awarded services, tables and prices. All prices and J.9 responses associated with optional services that were found not acceptable, will be deleted from the NHC.

Section A

The following content changes have been made to Section A

Section A	Content of Change
A	The section title and Table of contents are changed from "Standard Form 33, Solicitation, Offer and Award" to Standard Form 26, Award Contract."
A	SF 33 is replaced with SF26

Section B

The following content changes have been made to Section B

Section	Content Change
B	The Table of Contents and the List of Tables are updated.
	<ul style="list-style-type: none">• DFS In Section 3.3.1 Pricing Narratives 2 FINAL.doc [Pricing Narratives 2], regarding the section entitled "B.2.5.3 DFS", the text and any included tables in the section are deleted and word "Reserved" is inserted.
	<ul style="list-style-type: none">• DFS In Appendix 1 – Geographical Coverage Description Enterprise FINAL.doc [Appendix 1 Geographical Coverage Description Enterprise], on p. A1-14, the table headed "Dark Fiber Services (DFS) - Service Availability by Country/Jurisdiction" is deleted.

Qwest

Section	Content Change
	<ul style="list-style-type: none"> • ACS In Section 3.3.1 Pricing Narratives 3 FINAL.doc [Pricing Narratives 3], regarding the section entitled "B.2.8.2.1 (b) ACS Price Structure", the words "on a per reservation basis" in the second bullet under the heading "Qwest supports the Network ACS pricing structure with the following elements:" are deleted, and are replaced with the words "on a per conference basis". (Change made in response to Qwest's reply of "Yes" to KIECR00072F)
	<ul style="list-style-type: none"> • VS In Section 3.3.1 Pricing Narratives 1 FINAL.doc [Pricing Narratives 1], in the "Transport" sub-section under Section B.2.2.1.1.1 "Mandatory Price Structure" the sentence that reads "Qwest's proposed feature pricing and proposed coverage areas can be found in Table B.2.2.1.4-1." is deleted. (Change made in response to Qwest's reply of "Yes" to KIECR00073F)
	<ul style="list-style-type: none"> • VSS In Section 3.3.1 Pricing Narratives 3 FINAL.doc [Pricing Narratives 3], regarding the section entitled "B.2.10.3.1 (c) VSS Price Structure" the sentence that reads "NRC CLINs are priced on both per subscription and per scan subscription bases." is deleted. (Change made in response to Qwest's reply of "Yes" to KIECR00075F)
	<ul style="list-style-type: none"> • BBAA In Section 3.3.1 Pricing Narratives 4 FINAL.doc [Pricing Narratives 4], regarding the section entitled "B.3.2.1 - Broadband DSL Access" the reference to Table B.3.2.1.1.1 in the sentence that reads "Prices in Table B.3.2.1-3 will not exceed the prices listed in Table B.3.2.1.1.1...." is deleted and is replaced with the table reference of Table B.3.2.1-1. (Change made in response to Qwest's reply of "Yes" to KIECR00076F)
	<ul style="list-style-type: none"> • MNS In Section 3.3.1 Pricing Narratives 3 FINAL.doc [Pricing Narratives 3], regarding the section entitled "B.2.9.9.1 MNS Price Structure" the sentence that reads "Service can be provisioned and provided on a consistent basis without having to do so via "in-band" monitoring." is deleted. (Change made in response to Qwest's reply of "Yes" to KIECR00077F)
	<ul style="list-style-type: none"> • FRS In its Section J.9 submission, with its final proposal revisions, Qwest stated "Not Proposed" with regard to its compliance with Narrative Requirement No.163 (PKey 20152). Narrative Requirement No.163 states "FRS pricing shall comprise the following pricing elements: (a) usage (per six-second increment) per dial-up port." However, in its final revised proposal, Qwest provided prices for the priced CLINs in "Table B.2.3.1.3-1 Frame Relay Service Dial-Up Port Prices – CONUS". Accordingly, Qwest agrees and affirms that its prior response of "Not Proposed" in its Section J.9 submission for Narrative Requirement No.163 (PKey 20152) is deleted and is replaced with "Y".

Qwest

Section	Content Change
	<ul style="list-style-type: none"> VS In its Section J.9 submission, with its final proposal revisions, Qwest stated "Not Proposed" with regard to its compliance with Narrative Requirement No.1109 (PKey 20073) and with Stipulated Requirement No.76 (PKey 20080)". Narrative Requirement No.1109 states "The mandatory price structure for VS shall comprise the following elements: (b) Non-domestic mobile termination add-on (optional)." However, in its final revised proposal, Qwest provided prices for the priced CLINs in "Table B.2.2.1.3-11 Non-Domestic Mobile Termination Add-On Prices (Optional)". Accordingly, Qwest agrees and affirms that its prior response of "Not Proposed" in its Section J.9 submission for Narrative Requirement No.1109 (PKey 20073) and for Stipulated Requirement No.76 (PKey 20080) is deleted and is replaced with "Y".

Section C

The following content changes have been made to Section C:

Section	Content Change
C	The Table of Contents, the List of Figures, and the List of Tables are updated.
	<p>The Following Sections of Qwest's Technical Volume are marked as "Reserved"</p> <p>Section 4.2.14 Dark Fiber Service (Optional) on pages 895 thru 929.</p>

Qwest

Section D

No content changes were made.

Section E

No content changes were made.

Section F

No content changes were made.

Section G

No content changes were made.

Section H

The following content changes have been made to Section H:

Section	Content Change
H	The Table of Contents, the List of Figures, and the List of Tables are updated.
H.3	In item, (a) the sentence is changed to read as follows, "The minimum revenue for this contract is \$10 million."
CR KIGCR00 001F	Qwest agrees to check the "following" box: <input checked="" type="checkbox"/> The following Acceptable Use Policy applies:

Section I

The following content changes have been made to Section I:

Section	Content Change
I	Clause No. I.1.41 was updated from "JUN2006" to "NOV2006"

Section J

The following content changes have been made to Section J:

Section	Content Change
J.	The Table of Contents, the List of Figures, and the List of Tables are updated.
J.3	The section contents are deleted and the title is changed to "Reserved."
J.5	The section contents are deleted and the title is changed to "Reserved."

Qwest

Section	Content Change
J.6	The section contents are deleted and the title is changed to "Reserved."
J.7	The section contents are deleted and the title is changed to "Reserved."
J.8	The section contents are deleted and the title is changed to "Reserved."
J.9	The section contents are deleted and the title is changed to "Reserved."
Appendix C	The last three rows were deleted in the list of Networx contract files
J. 11	Terms of Glossary change wording in Mandatory from "Offeror must propose" to "contractor must provide"

Section K

Deleted.

Section L

Deleted.

Section M

Deleted.