

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1. CONTRACT ID CODE	PAGE OF PAGES 1 2
2. AMENDMENT/MODIFICATION NO. AS256		3. EFFECTIVE DATE 11/08/2015	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. (If applicable)	
6. ISSUED BY U.S. General Services Administration Networks Services Division 7th and D St, SW Room 6109 Washington, DC 20407		CODE	7. ADMINISTERED BY (If other than Item 6)		CODE
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) Level 3 Communications, LLC (DUN 073090917) 1025 Eldorado Blvd. Broomfield, CO 80021			<input checked="" type="checkbox"/>	9A. AMENDMENT OF SOLICITATION NO.	
			<input type="checkbox"/>	9B. DATED (SEE ITEM 11)	
			<input checked="" type="checkbox"/>	10A. MODIFICATION OF CONTRACT/ORDER NO. GS11T08BJD6002	
				10B. DATED (SEE ITEM 13) 11/08/2007	
CODE		FACILITY CODE			

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers is extended, is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods:

(a) By completing items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment your desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (If required)

**13. THIS ITEM ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS.
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.**

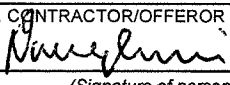
CHECK ONE	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
<input type="checkbox"/>	
<input type="checkbox"/>	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
<input checked="" type="checkbox"/>	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: 52.243. I, ALT II (Changes Clause-Fixed Price) and 41 U.S.C 3304(a)(7)/FAR 6.302-7 Public Interest
<input type="checkbox"/>	D. OTHER (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return 2 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

The WITS 3 contract is hereby modified to extend the contract period of performance from November 8, 2015 through May 30, 2020. This modification contract extension is inclusive of a base period and two option periods. Option period 1 and 2 may or may not be executed at the discretion of the government. Level 3's proposal L10313.01, dated July 30, 2015, and final proposal revision dated August 25, 2015, are hereby incorporated. The contractor shall update all applicable pricing tables, and shall update its management system with fifteen (15) days after the effective date (See Block 16C) of this contract modification extension. All other terms and conditions remain unchanged.

Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print) Dwight E. Steiner, Vice President Assistance General Counsel		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Eveth E. Joseph	
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)	15C. DATE SIGNED Sept. 10, 2015	16B. UNITED STATES OF AMERICA (Signature of Contracting Officer)	16C. DATE SIGNED

WITS 3: Contract Modification Extension: AS256

Level 3 Communications, LLC.

Contract No. GS11T08BJD6002 (WITS 3)

- This WITS 3 contract modification extension is hereby executed and the period of performance is: four (4) years and six (6) months from the effective date of November 08, 2015, and not to exceed May 30, 2020; it is inclusive of a base period and two option periods as shown below:
 - November 8, 2015 – November 7, 2018 WITS 3 Extension Base Period
 - November 8, 2018 – November 7, 2019 WITS 3 Extension Option Period 1
 - November 8, 2019 – May 30, 2020 WITS 3 Extension Option Period 2
- Option Period 1 and 2 may or may not be executed at the discretion of the government.
- The government has accepted Level 3's best and final proposal to include all terms and conditions and proposed pricing. Pricing will be integrated through the transition IPT and incorporated via the existing WITS 3 process.
- The Section I clauses revised and dated August 19, 2015, is incorporated in this contract modification extension.
- Level 3's Small Business Subcontracting Plan approved and dated July 29, 2015, is incorporated herein and made a part of this contract modification extension.
- Level 3's Certifications and Representations in SAM dated March 04, 2015 through March 05, 2016, is incorporated into this contract modification extension.
- All other terms and conditions of the WITS 3 contract remain unchanged.