

2. CONTRACT (Proc. Inst. Ident.) NO. GS11T08BJD6002	3. EFFECTIVE DATE November 8, 2007	4. REQUISITION/PURCHASE REQUEST/PROJECT NO.
--	---------------------------------------	---

5. ISSUED BY General Services Administration Federal Acquisition Services (FAS) National Capital Region (NCR) 7th & D Streets, SW, Room 6110 Washington, DC 20407	6. ADMINISTERED BY (If other than Item 5)
--	---

7. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) Level 3 Communications, LLC 1025 Eldorado Blvd. Broomfield, CO 80021	8. DELIVERY <input type="checkbox"/> FOB ORIGIN <input checked="" type="checkbox"/> OTHER (See below)
---	--

10. SUBMIT INVOICES (4 copies unless otherwise specified) TO THE ADDRESS SHOWN IN	ITEM See Block 11
---	----------------------

11. SHIP TO/MARK FOR As shown on individual orders issued under this contract.	12. PAYMENT WILL BE MADE BY As shown on individual orders issued under this contract.
---	--

13. AUTHORITY FOR USING OTHER THAN FULL AND OPEN COMPETITION: <input type="checkbox"/> 10 U.S.C. 2304(c) () <input type="checkbox"/> 41 U.S.C. 253(c) ()	14. ACCOUNTING AND APPROPRIATION DATA As shown on individual orders issued under this contract.
---	--

15A. ITEM NO.	15B. SUPPLIES/SERVICES	15C. QUANTITY	15D. UNIT	15E. UNIT PRICE	15F. AMOUNT
	The Washington Interagency Telecommunications System (WITS 3) Contract Period: Four years with four one-year renewal options				

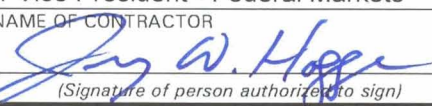

15G. TOTAL AMOUNT OF CONTRACT ▶ \$ 220,648,574

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		X	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. <input checked="" type="checkbox"/> 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. <input type="checkbox"/> 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) Jerry W. Hogge Senior Vice President - Federal Markets	20A. NAME OF CONTRACTING OFFICER Robert Clark
19B. NAME OF CONTRACTOR	20B. UNITED STATES OF AMERICA
BY  (Signature of person authorized to sign)	BY  (Signature of Contracting Officer)
19C. DATE SIGNED 11/8/07	20C. DATE SIGNED 11/8/07

- 1. Type of Contract: Indefinite Delivery/Indefinite Quantity with Fixed Unit Price.**
- 2. The Contractor's Technical and Management proposal dated April 19, 2007, revised August 24, 2007 is incorporated herein and made a part of this contract.**
- 3. The Contractor's Final Price proposal dated October 1, 2007, is incorporated herein and made a part of this contract.**
- 4. The Contractor's Small Business Subcontracting Plan dated August 24, 2007, is incorporated herein and made a part of this contract.**
- 5. In the event of any disagreement between provisions of this contract, the disagreement shall be resolved in the following in accordance with Clause I.1.17 52.215-8 Order of Precedence – Uniform Contract Format (October 1997).**
- 6. The Minimum Revenue Guarantee for this contract is \$4,636,816. This was determined as indicated in Clause H.3.**
- 7. The Maximum Dollar Limitation for this contract is \$1.8 Billion (1,800,000,000).**
- 8. Prices contained in the Contractor's Final Price proposal shall be used in developing pricing of orders under this contract.**