

2. AMENDMENT/MODIFICATION NO. 1	3. EFFECTIVE DATE SEE BLOCK 16C	4. REQUISITION/PURCHASE REQ. NO. cio-04-0308 mod 1	5. PROJECT NO. (If applicable)
6. ISSUED BY U.S. Nuclear Regulatory Commission Div of Contracts Two White Flint North - MS T-7-I-2 Attn: Jeffrey R. Mitchell, 301-415-6465 Washington, DC 20555		7. ADMINISTERED BY (If other than Item 6) U.S. Nuclear Regulatory Commission Div of Contracts Two White Flint North - MS T-7-I-2 Washington, DC 20555	

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)  LEVEL 3 COMMUNICATIONS, LLC Attn: Adriane Wendell  8270 GREENSBORO DR. STE 900 MC LEAN VA 221023835	(X)	9A. AMENDMENT OF SOLICITATION NO.
		9B. DATED (SEE ITEM 11)
		10A. MODIFICATION OF CONTRACT/ORDER NO. GS35F0177J DR-33-04-0308
	X	10B. DATED (SEE ITEM 13)

**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 of 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 you 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)      CONTRACTORS DUNS: 073090917

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

(X)	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.
X	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).
	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
	D. OTHER (Specify type of modification and authority)

**E. IMPORTANT:** Contractor  is not,  is required to sign this document and return 0 copies to the Issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)  
 Refer to Purchase Order DR-33-04-0308 dated 11/17/03 for, Internet Service. The purpose of this modification is to change the Vendors name from Genuity Managed Services, LLC to Level 3 Communications, LLC. (See Block 8 of this order The NRC recognizes and accepts the Novation Agreement submitted by Level 3 Communications, Inc per Modification No.27 to GS-35F-0177J with GSA and Level 3 letter dated March 15, 2004 which are attached to this modification.  
 Level 3 Communications, LLC  
 8270 Greensboro Dr. Ste 900  
 McLean VA, 221023835  
 Phone # 571-382-7473  
 CONTRACTORS DUNS: 073090917  
 All other terms and conditions remain the same

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)	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Joyce A. Fields Contracting Officer
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)	15C. DATE SIGNED
16B. UNITED STATES OF AMERICA BY <i>Joyce A. Fields</i> (Signature of Contracting Officer)	16C. DATE SIGNED 7/14/04

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>			1. CONTRACT ID CODE	PAGE OF PAGES 1   2
2. AMENDMENT/MODIFICATION NO. <b>PO-0027</b>	3. EFFECTIVE DATE <b>01-28-2004</b>	4. REQUESTION/PURCHASE REQ. NO.	5. PROJECT NO. (IF APPLICABLE) 070	
6. Issued By <b>GSA/FSS/FCIS (DD)</b> IT ACQUISITION CENTER CRYSTAL MALL BLDG 4 - ROOM 1017 WASHINGTON, DC 20406		7. ADMINISTERED BY (if other than Item 6) <b>GSA/FSS CONT MGMT DIV (2FOC-1)</b> 10 CAUSEWAY ST BOSTON MA 02222 617-565-7600		
8. Name and Address of Contractor (No., street, county, State and ZIP Code) <b>GENUITY INC</b> 225 PRESIDENTIAL WAY  WOBURN, MA 018015130		(x)	9A. AMENDMENT OF SOLICITATION NO.	
CODE			9B. DATED (SEE ITEM 11)	
FACILITY CODE		X	10A. MODIFICATION OF CONTRACT/ORDER NO. <b>GS-35F-0177J</b>	
			10B. DATED (SEE ITEM 12) <b>JAN 1999</b>	

**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 ACKNOWLEDGEMENT 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 you 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 APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.**

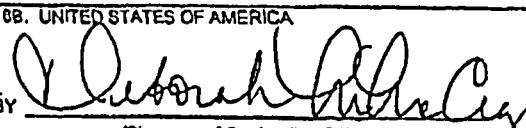
(3)	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF:
	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
X	D. OTHER (Specify type of modification and authority) <b>C.29 - MODIFICATION: ADMINISTRATIVE (NOVATION AND CHANGE-OF-NAME AGREEMENT).</b>

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

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

The above number contract is modified as follows: The Federal Government recognizes and accepts the Novation Agreement submitted by Level 3 Communications, Inc. for the subject contract whereby Genuity Solutions, Inc. filed for Chapter 11 Bankruptcy and the Asset Purchase Agreement was filed in the State of New York with its assets having been transferred to Level 3 Communications, LLC. The transfer of assets was executed in the State of Delaware on January 24, 2003. The Assignment Agreement, dated February 4, 2003, between Genuity, Inc. and Level 3 Communications, LLC is also recognized by the Government. GSA Schedule Contract # GS-35F-0177J and list of Delivery Orders on the attached spreadsheet will be the legal responsibility of Level 3 Communications, LLC. A responsibility determination for Level 3 Communications, LLC will be executed post haste. All parties having outstanding orders with Genuity at the time of the transfer will receive copies of this Novation Agreement modification.

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.

16A. NAME AND TITLE OF SIGNER (Type or print)	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) <b>DEBORAH M. MCCRAY</b>		
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED
(Signature of person authorized to sign)		BY  1/28/04 (Signature of Contracting Officer)	

Modification **PO-0027** of Contract **GS-35F-0177J**

The following Special Item Numbers are affected by this modification:

**132-51, 132-52**

The Subject contract is hereby modified as follows:

- a)  Item Addition(s)
  - New Products
  - New Manufacturer(s)
- b)  Item Cancellation(s)
- c)  Price Reductions(s)
  - Permanent through end of contract period
  - Temporary from Economic Price Adjust/Reduction)
- d)  Equipment no longer in production but available for purchase until full inventory is exhausted.
- e)  Other Changes(s): **Novation Agreement between Genuity, Inc. and Level 3 Communications, LLC.**

The above modification is in accordance with the attached letters from Dwight E. Steiner, Esq. Level 3 Communications, dated January 14, 2004 and Blake Couture, Contracts Manager, Level 3 Communications, dated August 19, 2003, and Ropes & Gray LLP, dated January 12, 2004. The Novation Agreements submitted by Level 3 Communications, LLC and Genuity Solutions, Inc..

GENUITY INC shall include the above changes as a supplemental pricelist and distribute it to the Government agencies which received the basic pricelist. Three (3) copies of the pricelist should be furnished to the Contracting Officer within fifteen (15) days from receipt of this document. Two (2) copies should be forwarded to the following address:

General Services Administration  
 National Customer Service Center (6FR)  
 1500 E. Bannister Road, Bldg. #4  
 Kansas City, MO 64131 - 3009

GENUITY INC shall upload all applicable changes to the GSA Advantage! as soon as possible, but not later than 5 calendar days from the receipt of this document.

GENUITY INC shall submit within 10 calendar days from the receipt of this document, a notification to the Contracting Officer of the date which all applicable changes were uploaded to the GSA Advantage!.

Additional comments and/or provisions:

All other terms and conditions remain the same.



March 15, 2004

Dear GSA Customer:

Re: Novation of GSA Schedule No. GS-35F-0177J, 28 January 2004

As you are probably aware, Level 3 Communications, LLC ("Level 3") bought substantially all the assets of Genuity Inc., Genuity International Inc., Genuity International Networks Inc., Genuity Solutions Inc., Genuity Telecom Inc. and Genuity Employee Holdings LLC, (collectively "Genuity") in the Genuity bankruptcy proceedings in the United States Bankruptcy Court for the Southern District of New York (case no. 02-43558). The assets purchased by Level 3 include Genuity's GSA Schedule No. GS-35F-0177J) under which you purchase services. Since February 4, 2003, Level 3 has been providing the services to you under this Schedule.

On January 28, 2004, GSA formally novated the former Genuity Schedule to Level 3 Communications, LLC. A copy of the Amendment 0027 to GS-35F-0177J is attached for your convenience and in accordance with the modification as issued by GSA. While the contract number remains the same, Contractor Name, DUNS, TIN and Cage Code will reflect Level 3.

Effective with your May 1<sup>st</sup> invoice, Level 3 will convert all invoices to reflect the changes in the Contract payment information as indicated on the attached banking instructions. April 1<sup>st</sup> invoices will also carry a notification to assure that your payment office also receives this information. We would request that you process any required modifications to your systems and payment processes to reflect these changes.

If you require anything further in order to process this modification, please let us know. If you are not the contracting authority for your agency, please forward this notification to the correct party. Thank you for your patience and cooperation. We look forward to serving you in the future. Any questions can be directed to me at (571) 382-7473 or [Adriane.Wendell@Level3.com](mailto:Adriane.Wendell@Level3.com)

Sincerely yours,

Adriane Wendell  
GSA Program Manager

Attachments: Banking Instructions-Level 3 Communications  
Modification 0027, GS-35F-0177J, dated 28 January 2004



**Banking Instructions for Level 3 Communications**

**Contractor:** Level 3 Communications, LLC  
DUNS: 073090917  
TIN: 47-0807040  
Cage Code: 3A6U5  
www.Level3.com

**Mail Payments (Regular Mail Only, no overnight payments)**

Level 3 Communications, LLC  
Department 182  
Denver, CO 80291-0182

**Express Payments (FedEx, etc.)**

Level 3 Communications, LLC  
C/O Wells Fargo Bank  
555 17<sup>th</sup> Street, Suite 600  
Dept 182  
Denver, CO 80202  
303-861-8811

**Wire Transfer Payments**

Wells Fargo Bank  
1740 Broadway  
Denver, CO  
303.861.8811

**Include:**

Account Name: Level 3 Communications  
Account Number: 1018208026  
Bank ABA Number: 102000076

Instruct your payment office to include the following information with wire transfer payments:

Agency Name  
Level 3 account number