

**STATE OF WASHINGTON  
PUBLIC UTILITIES AND TRANSPORTATION COMMISSION**

PAC-WEST TELECOMM, INC.,	)	
Petitioner,	)	DOCKET UT-053036
v.	)	
QWEST CORPORATION,	)	
Respondent.	)	
	)	
LEVEL 3 COMMUNICATIONS, LLC,	)	DOCKET UT-053039
Petitioner,	)	
v.	)	
QWEST CORPORATION,	)	
Respondent.	)	
	)	
	:	

STATE OF COLORADO            )  
  ss.:  
COUNTY OF BROOMFIELD    )

**AFFIDAVIT OF JENNIFER TORRES**

Jennifer Torres, being duly sworn, deposes and says:

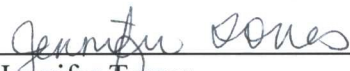
1. My business address is Level 3 Communications, LLC, 1025 Eldorado Boulevard, Broomfield, CO 80021.
  
2. I am a Product Manager in the Wholesale Business Services Group at Level 3 Communications, LLC, a Delaware limited liability company (“Level 3”). In that capacity, I am familiar with financial and regulatory matters pertaining to Level 3 and I am familiar with the above-captioned matter currently pending before the Washington Utilities and Transportation Commission.
  
3. I am familiar with the assertions made by Qwest in this proceeding with respect to Qwest’s claims that Level 3 has failed adequately to document its claims of prejudice should the Commission grant Qwest’s motion for leave to amend its answer and counterclaims. I submit this affidavit in opposition to Qwest’s motion.

4. In my view, the Commission should deny the motion because a Commission decision to grant the motion would visit severe and undeniable prejudice upon Level 3.

5. Were the Commission to confer upon Qwest an award of past access charges, Level 3 would be unable to recoup those charges from its customers. First, due to the long lapse of time between when a particular ISP was a customer of Level 3 and now, the difficulties of identifying any such customers, tying traffic records to those customers, segregating out Washington traffic from the other traffic exchanged, statute of limitations and contractual limitations would make such an attempt infeasible and unsuccessful.

6. Second, inasmuch as the dial-up market has increasingly diminished over time, dial-up ISPs, if they still exist, would have no incentive to accede to such a request from Level 3 and current volumes of dial-up ISP traffic could not support the magnitude of any potential back-bill in any event.

7. Moreover, Level 3 obviously cannot now reconfigure its network to avoid any retrospective damages award to Qwest. Had Qwest provided Level 3 with adequate notice that it was seeking an award of damages, Level 3 would at least have had an opportunity to reconfigure its network (*e.g.*, by deploying additional modems or by employing a more distributed architecture) to avoid or minimize access charges.

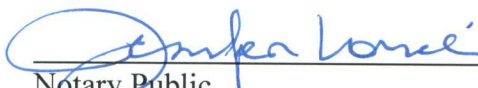
  
Jennifer Torres

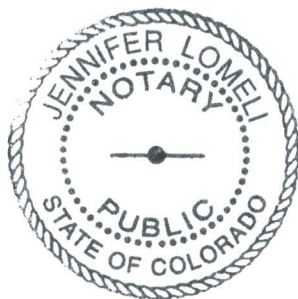
STATE OF COLORADO            )  
  ) ss:  
COUNTY OF BROOMFIELD    )

June 28, 2012

On this the 28<sup>th</sup> day of June, 2012, before me, the undersigned, personally appeared Jennifer Torres, who made oath to the matters contained in the foregoing Affidavit before me this 28<sup>th</sup> day of June, 2012.

In witness whereof, I hereunto set my hand and seal.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 11/16/13



Sworn to before me this  
28<sup>th</sup> day of June, 2012

  
\_\_\_\_\_  
Notary Public