

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF COLORADO

DOCKET NO. 04A-390T

IN THE MATTER OF THE APPLICATION OF ICG COMMUNICATIONS, INC. AND
MCCC ICG HOLDINGS LLC TO EXECUTE A TRANSFER OF JURISDICTIONAL
TELECOMMUNICATIONS PROVIDERS.

ORDER GRANTING APPLICATION

Mailed Date: September 8, 2004
Adopted Date: September 8, 2004

I. BY THE COMMISSION

A. Statement

1. On July 28, 2004, ICG Communications, Inc. (ICG), and MCCC ICG Holdings, LLC (MCCC) filed a joint application requesting a Commission order authorizing a transfer of authority involving ICG Telecom Group, Inc. (ICG-T), and MCCC. *4 Code of Colorado Regulations 723-25-8.*

2. ICG-T is a wholly-owned subsidiary of ICG and has been granted authority by this Commission to offer local exchange and emerging competitive telecommunications services in Colorado. MCCC does not possess any Commission issued authority to provide telecommunications services but has provided information in the application to obtain a Commission grant of authority.

3. The applicants intend to complete a series of transactions whereby MCCC will acquire ICG and in turn obtain ownership and control of ICG-T.

4. The parties are seeking a transfer of control of ICG-T's assets to MCCC. The assets for ICG-T include the telecommunications authorities issued by this Commission.

Following the transfer, ICG-T will continue to be the operating entity in Colorado and its customers will continue to receive service under the same rates, terms, and conditions that exist prior to the transfer.

5. On July 29, 2004, the Commission issued a Notice of Application Filed, giving notice to all interested parties. Interventions were due on or before August 30, 2004. No interventions were filed.

B. Discussion

6. The application is unopposed and may be considered without a hearing. § 40-6-109(5), C.R.S.

7. MCCC has provided additional information in order for the Commission to issue a grant of authority to authorize the requested transfer.

8. The Commission finds that the proposed transfer is not contrary to the public interest.

II. ORDER

A. The Commission Orders That:

1. The joint application for the transfer of authority of ICG Telecom Group, Inc., to MCCC ICG Holdings, LLC is deemed complete and granted.

2. MCCC ICG Holdings, LLC has provided information and the Commission will grant authority for the instant transaction.

3. ICG Telecom Group, Inc., shall continue to have the obligation to file an annual report with the Commission and to contribute to all applicable Colorado funds, including the Public Utilities Commission's Fixed Utilities Fund, the Colorado High Cost Support Mechanism,

the Telecommunications Relay Services for the Disabled Telephone Users Program, and the Emergency Telephone Access Act Program.

4. This Order is effective on its Mailed Date.

**B. ADOPTED IN COMMISSIONERS' WEEKLY MEETING
September 8, 2004.**

THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF COLORADO

Commissioners