

- BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH -

In the Matter of the Application of MCCC)	<u>DOCKET NO. 04-2439-01</u>
ICG Holdings LLC and ICG)	
Communication, Inc. For Approval of)	<u>ORDER APPROVING TRANSFER OF</u>
Transfer of Control)	<u>CONTROL OF ICG TELECOM</u>

The Commission approves the Applicants' proposed transfer of control of ICG Telecom

ISSUED: October 15, 2004

By The Commission:

On July 29, 2004, MCCC ICG Holdings LLC and ICG Communications, Inc. (Applicants) requested Commission approval of the transfer of control of ICG Telecom, a Utah certificated telecommunications carrier, to MCCC ICG Holdings LLC. The transfer is proposed at the holding company level and will not change the rates, terms or conditions of ICG Telecom's services. Applicants propose merging MCCC Merger Corp., a newly created acquisition subsidiary wholly owned by MCCC ICG Holdings LLC, with ICG Communications, Inc., which currently owns and controls ICG Telecom. ICG Communications Inc. will be the surviving entity from the merger. As a result of that transaction, ICG Communications Inc. will become a wholly owned direct subsidiary of MCCC Holdings LLC and MCCC Holdings LLC will acquire indirect control of ICG Telecom. On September 28, 2004, the Division of Public Utilities (Division) submitted its Memorandum, describing its analysis of the proposal and recommending that the Commission grant the Application and approve the transfer of control. Both the Applicants and the Division anticipate that there will be no opposition to the proposal.

Based upon the Applicant's Application and the Division's recommendations, and no opposition having been expressed to the Application, the Commission will convert these proceedings to informal proceedings and will issue an order approving the reorganization merger and transfer of the certificate.

NOW, THEREFORE, IT IS HEREBY ORDERED, that:

1. These proceedings are converted to informal adjudicative proceedings pursuant to Administrative Rule R746-110. The Commission's Order issued herein is issued in tentative form and will not become effective until 20 days have passed from its issuance date. Any person may file a protest to the order prior to its effective date. If the Commission finds such protest meritorious, the effective date will be suspended pending further proceedings. Absent meritorious protest, the order shall automatically become effective without further action.

2. The Applicant's proposed transfer of control of ICG Telecom, as described in their Application, is approved and the Application is granted.

3. Unless suspended by the Commission, this Order shall constitute the Commission's final agency action on the Application upon its effective date. Pursuant to Utah Code 63-46b-12 and 54-7-15, agency review or rehearing of this order may be obtained by filing a request for review or rehearing with the Commission within 30 days after the issuance of the order. Responses to a request for agency review or rehearing must be filed within 15 days of the filing of the request for review or rehearing. If the Commission fails to grant a request for review or rehearing within 20 days after the filing of a request for review or rehearing, it is deemed denied. Judicial review of the Commission's final agency action may be obtained by filing a Petition for Review with the Utah Supreme Court within 30 days after final agency action. Any Petition for Review must comply with the requirements of Utah Code 63-46b-14, 63-46b-16 and the Utah Rules of Appellate Procedure.

DATED at Salt Lake City, Utah, this 15th day of October, 2004.

/s/ Ric Campbell, Chairman

/s/ Constance B. White, Commissioner

/s/ Ted Boyer, Commissioner

Attest:

/s/ Julie Orchard
Commission Secretary

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