

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of the Application of)
)

LEVEL 3 COMMUNICATIONS, LLC)
)

File No. ITC-T/C-2006-_____

And)
)

ICG COMMUNICATIONS, INC.)
)

WC Docket No. 06-_____

For Grant of Authority Pursuant to Section 214 of)
the Communications Act of 1934)
to Complete a Transfer of Control of)
ICG Telecom Group, Inc., an Authorized)
Domestic Interstate and International Carrier)
)

JOINT APPLICATION

I. INTRODUCTION

A. Summary of Transactions

Level 3 Communications, LLC (“Level 3”) and ICG Communications, Inc. (“ICG”), along with ICG Telecom Group, Inc. (“ICG Telecom”)(collectively “Applicants”), by and through undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04, 63.18 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04, 63.18 & 63.24, hereby request that the Commission grant such authority as may be necessary or required to enable Applicants to consummate a series of transactions whereby Level 3 will acquire indirect ownership and control of ICG Telecom, a certificated carrier authorized to provide international and interstate services. Specifically, through the proposed transactions, Level 3 will acquire ICG. As a result, ICG Telecom will become an indirect, wholly owned subsidiary of Level 3.

Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transactions as soon as possible.

B. Application Eligible for Streamlined Processing

With respect to domestic interstate services, Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. §63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – "Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which are parties to the proposed transactions) and; (3) none of the Applicants or their affiliates are dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because as set forth above, Applicants qualify for a presumption of non-dominance pursuant to Section 63.10(a)(3) of the Commission's Rules. Furthermore, none of the scenarios set outlined in Sections 63.12(c)(2) and (3) of the Commission's Rules, 47 C.F.R. § 63.12(c)(2)(3), apply.

II. THE APPLICANTS

A. ICG Communications, Inc. ("ICG")

ICG is a corporation formed under the laws of the State of Delaware. ICG's corporate headquarters is located 9800 Mt. Pyramid Court, Suite 250, Englewood, Colorado 80112. ICG,

through its operating subsidiary ICG Telecom, provides a variety of regulated and unregulated voice and Internet services, including Ethernet and Private Line transport services, dedicated Internet access, PRI and hosted Voice over Internet Protocol. ICG Telecom provides such products to businesses, government agencies and resellers primarily in Colorado and Ohio through the Company's extensive fiber-optic network located in those states. ICG Telecom holds international Section 214 authority and is authorized to provide domestic interstate service by virtue of blanket Section 214 authority.

B. Level 3 Communications, LLC ("Level 3")

Level 3 is a Delaware limited-liability company headquartered at 1025 Eldorado Boulevard, Broomfield, Colorado 80021, which engages in the provision of domestic and international communications and information services. Level 3 is an indirect, wholly-owned subsidiary of Level 3 Communications, Inc., a Delaware corporation headquartered in Broomfield, Colorado and a global communications and information services company that, through its subsidiaries, offers a wide range of communications services over its 23,000 mile broadband fiber optic network, including Internet-protocol-based services, broadband transport, collocation services, and patented Softswitch-based managed modern and voice services. Level 3 Communications, Inc. is a publicly traded company listed on NASDAQ (symbol: LVLT). Level 3 holds international Section 214 authority and domestic blanket Section 214 authority. In light of Level 3's extensive operations, it is well qualified to acquire control of ICG and therefore of ICG Telecom.

III. DESCRIPTION OF THE TRANSACTIONS

Applicants have agreed to complete a series of transactions whereby Level 3 will acquire direct ownership and control of ICG and therefore will become the indirect owner of

ICG Telecom. Specifically, on April 14, 2006, Level 3 and ICG's parent, MCCC ICG Holdings, LLC, entered into a Stock Purchase Agreement ("Agreement") pursuant to which Level 3 will acquire all of the stock of ICG. As a result, ICG will become a direct wholly owned subsidiary of Level 3 and ICG Telecom will become an indirect, wholly owned subsidiary of Level 3. An illustrative chart describing the proposed transactions is provided in Exhibit A.

Although the proposed transactions will result in a change in the ultimate ownership of ICG Telecom, the transactions will not have any immediate effect on ICG Telecom's operations or adversely affect any of the customers who receive service in connection with ICG Telecom's on-going operations. Immediately following the consummation of the transactions, those customers will continue to receive service under the same rates, terms and conditions of service and continue to receive service under the ICG brand name. As a new indirect subsidiary of Level 3, ICG Telecom will continue to operate and provide services to its customers and will retain the assets used in the provisions of those services. As a result, the transactions will be virtually transparent to ICG Telecom's customers in terms of the services they receive.

IV. PUBLIC INTEREST STATEMENT

Applicants respectfully submit that the proposed transactions serve the public interest. In particular, Applicants submit that the transactions will ensure that ICG Telecom's customers can continue to receive service on an uninterrupted basis; and, that the transactions will be seamless in nature and therefore virtually transparent to those customers. The transaction described above will serve the public interest by ensuring the continued viability of ICG and provide ICG access to Level 3's highly qualified management team and financial, technical and managerial capabilities.

At the same time, the proposed changes in ownership of ICG will not inconvenience, confuse or otherwise harm ICG Telecom's customers. Immediately following the proposed transactions, ICG Telecom's customers will continue to receive service under the same rates, terms and conditions of service as those which customers currently receive.

V. INFORMATION REQUIRED BY SECTIONS 63.18 AND 63.24

Pursuant to Section 63.04 of the Commission's Rules, the Applicants submit the following information in support of this Application:

(a) Name, address and telephone number of each Applicant:

Level 3:

Level 3 Communications, LLC (FRN # 0008085136):
1025 Eldorado Boulevard
Broomfield, Colorado 80021
Telephone: (720) 888-2516

ICG:

ICG Communications, Inc. (FRN # 0008338659)
9800 Mt. Pyramid Court, Suite 250
Englewood, Colorado 801122
Telephone: (303) 414-5000

ICG Telecom:

ICG Telecom Group, Inc. (FRN # 0008175473) can be reached at ICG's address and telephone numbers set forth above.

(b) Jurisdiction of Organizations:

Level 3:

Level 3 Communications, LLC is a limited liability corporation formed under the laws of the State of Delaware.

ICG:

ICG Communications, Inc. is a corporation formed under the laws of the State of Delaware.

ICG Telecom:

ICG Telecom Group, Inc. is a corporation formed under the laws of the State of Colorado.

(c) Correspondence concerning this Application should be sent to:

Edward S. Quill, Jr.
Brian McDermott
Michael W. Fleming
Williams Mullen
8270 Greensboro Drive, Suite 700
McLean, VA 22102
(703) 760-5200 (Tel)
(703) 748-0244 (Fax)
equill@williamsmullen.com
bmcdermott@williamsmullen.com
mwfleming@williamsmullen.com

(d) ICG Telecom holds international resold and facilities-based Section 214 authority pursuant to authority granted by the Commission in File No. ITC-214-19980508-00305. ICG Telecom also holds blanket domestic interstate Section 214 authority. Level 3 also holds international resold and facilities-based Section 214 authority pursuant to authority granted by the Commission in File No. ITC-214-19971229-00821 (previously File No. ITC-98-016).

(e) Applicants seek authority to transfer indirect control of ICG Telecom to Level 3 in connection with Level 3's proposed acquisition of ICG. ICG Telecom will continue to provide interstate telecommunications services to its existing customers and therefore does not seek approval to discontinue any type of service through this Application.

(f) Not applicable.

(g) Not applicable.

(h) Ownership information for ICG Telecom is provided below.

Current Ownership Information of ICG Telecom

(1) The following entity owns or controls ten percent (10%) or more of
ICG Telecom Group, Inc.:

Name: ICG Holdings, Inc.
9800 Mt. Pyramid Court, Suite 250

Citizenship: Englewood, Colorado 801122
U.S.
Equity/Voting Interest: 100%
Principal Business: Holding Company

(2) The following entity owns or controls ten percent (10%) or more of **ICG Holdings, Inc.:**

Name: ICG Communications, Inc.
9800 Mt. Pyramid Court, Suite 250
Englewood, Colorado 801122
U.S.
Citizenship: 100%
Equity/Voting Interest: 100%
Principal Business: Holding Company

(3) The following entity owns or controls ten percent (10%) or more of **ICG Communications, Inc.:**

Name: MCCC ICG Holdings, LLC
c/o Columbia Capital
201 North Union Street
Suite 300
Alexandria, Virginia 22314
U.S.
Citizenship: 100%
Equity/Voting Interest: 100%
Principal Business: Holding Company

(4) The following entities will own or control ten percent (10%) or more of the equity of **MCCC ICG Holdings LLC:**

Name: M/C Venture Partners V, L.P.
Address: 75 State Street, Suite 2500
Boston, MA 02109-1829
U.S.
Citizenship: 47%
Equity/Voting Interest: Private Equity Venture Fund
Principal Business: Private Equity Venture Fund

Name: Columbia Capital Equity
Partners III (QP), L.P.
Address: 201 North Union Street
Suite 300
Alexandria, VA 22314
U.S.
Citizenship: 27%
Equity/Voting Interest: Private Equity Venture Fund
Principal Business: Private Equity Venture Fund

Name: Columbia Capital Equity
Partners III (Cayman), L.P.
Address: 201 North Union Street
Suite 300
Alexandria, VA 22314
Cayman Islands
Citizenship: Cayman Islands
Equity/Voting Interest: 15%
Principal Business: Private Equity Venture Fund

(5) The following entities own or control ten percent (10%) or more of M/C
Venture Partners V, L.P.:

Name: California Public Employees
Retirement System¹
Citizenship: United States
Equity/Voting Interest: 12%
Principal Business: Pension Fund

Name: California State Teachers
Retirement System²
Citizenship: United States
Equity/Voting Interest: 14%
Principal Business: Pension Fund

Name: M/C VP V, L.L.C.
Address: 75 State Street, Suite 2500
Boston, MA 02109-1829
Citizenship: United States
Equity/Voting Interest: General Partner
Principal Business: Investment

(6) The following entities own or control ten percent (10%) or more of M/C
VP V, L.L.C.:

Names: James F. Wade
David D Croll
Peter H. O. Claudy
Address: c/o M/C Venture Partners
75 State Street, Suite 2500
Boston, MA 02109-1829
Citizenship: United States
Equity/Voting Interest: Managers

¹ Interest holder is a retirement and health benefit pension fund with over 1.3 million members with assets of over \$150 billion.

² Interest holder is the largest public teacher pension organization and has over 600,000 members with assets of over \$88 billion.

Principal Business: Individuals

- (7) The following entity owns or controls ten percent (10%) or more of
Columbia Capital Equity Partners III (Cayman), L.P.:

Name: Columbia Capital Equity Partners (Cayman) III, Ltd.

Address: 201 North Union Street
Suite 300

Alexandria, Virginia 22314

Citizenship: Cayman Islands

Equity/Voting Interest: General Partner

Principal Business: Investments

- (8) The following entity owns or controls ten percent (10%) or more of both
Columbia Capital Equity Partners III (Cayman), Ltd. and Columbia Capital Equity Partners III (QP), L.P.:

Name: Columbia Capital Equity Partners III, L.P.

Address: 201 North Union Street
Suite 300

Alexandria, Virginia 22314

Citizenship: United States

Equity/Voting Interest: Sole Shareholder of Columbia Capital Equity Partners (Cayman) III, Ltd. and General Partner of Columbia Capital Equity Partners III (QP), L.P.

Principal Business: Investments

- (9) The following entities own or control ten percent (10%) or more of
Columbia Capital Equity Partners III, L.P.:

Name: Columbia Capital III, L.L.C.

Address: 201 North Union Street
Suite 300

Alexandria, Virginia 22314

Citizenship: United States

Equity/Voting Interest: General Partner

Principal Business: Investments

- (10) The following entities own or control ten percent (10%) or more of
Columbia Capital III, L.L.C.:

Names: James B. Fleming, Jr.

Address: R. Philip Herget, III
Harry F. Hopper III
c/o Columbia Capital
201 North Union Street
Suite 300
Alexandria, Virginia 22314

Citizenship: United States
Equity/Voting Interest: Managing Members
Principal Business: Individuals

Post-Closing Ownership Information

- (1) The following entity will continue to own or control ten percent (10%) or more of **ICG Telecom Group, Inc.:**

Name: ICG Holdings, Inc.
9800 Mt. Pyramid Court, Suite 250
Englewood, Colorado 801122

Citizenship: United States
Equity/Voting Interest: 100%
Principal Business: Holding Company

- (2) The following entity will continue to own or control ten percent (10%) or more of **ICG Holdings, Inc.:**

Name: ICG Communications, Inc.
9800 Mt. Pyramid Court, Suite 250
Englewood, Colorado 801122

Citizenship: United States
Equity/Voting Interest: 100%
Principal Business: Holding Company

- (3) The following entity will own or control ten percent (10%) or more of **ICG Communications, Inc.:**

Name: Level 3 Communications, LLC
Address: 1025 Eldorado Boulevard
Broomfield, Colorado 80021

Citizenship: United States
Equity/Voting Interest: 100%
Principal Business: Telecommunications

- (4) The following entity owns or controls ten percent (10%) or more of **Level 3 Communications, LLC:**

Name: Level 3 Financing, Inc.
Address: 1025 Eldorado Boulevard
Broomfield, Colorado 80021
Citizenship: United States
Equity/Voting Interest: 100%
Principal Business: Information Technology

(5) The following entity owns or controls ten percent (10%) or more of Level 3 Financing, Inc.:

Name: Level 3 Communications, Inc.
Address: 1025 Eldorado Boulevard
Broomfield, Colorado 80021
Citizenship: United States
Equity/Voting Interest: 100%
Principal Business: Holding Company

(6) The following entity owns or controls ten percent (10%) or more of Level 3 Communications, Inc.:

Name: Southeastern Asset
Management, Inc. ("SAM")
Address: 6410 Poplar Avenue, Suite 900
Memphis, Tennessee 38119
Citizenship: United States
Equity/Voting Interest: SAM holds sole or shared voting
rights for approximately 18 percent
of outstanding shares of Level 3
Communications, Inc.³
Principal Business: Investment Advisory Services

SAM does not hold a seat on the board of directors of Level 3 Communications, Inc.

(Answer to Question 12) ICG Telecom currently has no interlocking directorates with foreign carriers. Level 3 has the following interlocking directorates with foreign carriers:

- Brian Hedlund, who is an Assistant Secretary of Level 3, is also a Secretary of Level 3 Communications (Austria) Limited, a Secretary of Level 3 Communications (Denmark) Limited, a Secretary of Level 3 Communications Ltd. (Ireland), and a Secretary of Level 3 Communications Limited (United Kingdom);

³ None of the other owners of outstanding shares of Level 3 Communications, Inc., whose shares are voted by SAM owns a 10- percent-or-greater direct or indirect interest in Level 3 Communications, Inc.

- Andrew E. Otinger, Jr, who is Vice President of Level 3, is also a Secretary of Level 3, a Secretary of Level 3 Communications Limited (UK) and an Assistant Secretary of Level 3 Communications Ltd. (Ireland); and
- Robert M. Yates, who is a Senior Vice President and Assistant General Counsel of Level 3, is also a Director of Level 3 Communications (Austria) Limited, a Director of Level 3 Communications S.A. (Belgium), a Director of Level 3 Communications (Denmark) Limited, a Director of Level 3 Communications S.A.S. (France), a Director of Level 3 Communications GmbH (Germany), a Director of Level 3 Communications Limited (Ireland), a Director of Level 3 Communications S.R.L. (Italy), a Director of Level 3 Communications B.V. (the Netherlands), a Director of Level 3 Communications SLU (Spain), a Director of Level 3 Communications A.B. (Sweden), and a Director of Level 3 Communications Limited (United Kingdom).

- (1) Answer to Question 14 ICG Telecom is not currently affiliated with any foreign carriers. Level 3 is authorized to provide telecommunications services in Canada and also has previously reported affiliations with the following foreign carriers: (1) Level 3 Communications (Austria) Limited (Austria); (2) Level 3 Communications S.A. (Belgium); (3) Level 3 Communications c.r.o. (Czech Republic); (4) Level 3 Communications (Denmark) Limited; (5) Level 3 Communications S.A.S. (France); (6) Level 3 Communications GmbH (Germany); (7) Level 3 Communications Limited (Ireland); (8) Level 3 Communications S.R.L. (Italy); (9) Level 3 Communications B.V. (the Netherlands); (10) the Warsaw branch office of Level 3 Communications GmbH (Poland); (11) Level 3 Communications SLU (Spain); (12) Level 3 Communications A.B. (Sweden); (13) Level 3 Communications AG (Switzerland); (14) Level 3 Communications Limited (United Kingdom); (15) Williams Communication Network, Inc. (Canada); (16) WiTtel Communications K.K. (Japan); (17) WiTtel Communications (Cayman) Limited (Netherlands); and (18) Williams Communications UK Limited (United Kingdom) (collectively, the “Level 3 Foreign Carrier Affiliates”).⁴ All of the Level 3 Foreign Carrier Affiliates are non-dominant carriers that lack market power in their respective destination markets. All of the Level 3 Foreign Carrier Affiliates operate in destination markets located in World Trade Organization (“WTO”) Members countries.⁵

- (j) Answer to Question 15 Applicants certify that they seek to continue to provide international telecommunications services from the United States to the

⁴ Although WiTtel Communications (Cayman) Limited is organized in the Cayman Islands, it is authorized to provide telecommunications services in the Netherlands.

⁵ See World Trade Organization, *Members and Observers* (2005), available at http://www.wto.org/english/thewto_e/tif_e/org6_e.htm.

destination countries listed in Paragraph (i) above, in each of which an entity that owns more than 25 percent of, or controls, Level 3 (and will own more than 25 percent or control ICG Telecom) controls a foreign carrier in that country, or will do so following the consummation of the Proposed Transaction.

(k) All of the countries listed in subsection (i) (Austria, Belgium, Canada, Czech Republic, Denmark, France, Germany, Ireland, Italy, Japan, the Netherlands, Poland, Spain, Sweden, Switzerland, and the United Kingdom) are World Trade Organization ("WTO") Members countries.

(l) On routes between the United States and the foreign countries identified in Paragraph (i) above, the Level 3 Foreign Carrier Affiliates each satisfy the requirement of Section 63.10(a)(3) of the Commission's rules.⁶ Each Level 3 Foreign Carrier Affiliate holds significantly less than a 50-percent market share in the international transport and local access markets in its respective country. Moreover, no Level 3 Foreign Carrier Affiliate has any ability to discriminate against unaffiliated U.S. international carriers through the control of bottleneck services or facilities in its respective international market. No Level 3 Foreign Carrier Affiliate appears on the Commission's list of foreign telecommunications carriers presumed to possess market power in foreign telecommunications markets. Accordingly, each Level 3 Foreign Carrier Affiliate is presumptively non-dominant and therefore presumed to lack sufficient market power on the international end of the route to affect competition adversely in the U.S. market.

(m) For the reasons set forth in subsection (l) above and pursuant to Commission Rule 63.10(a)(3), 47 C.F.R. §63.10(a)(3), following the transactions, Level 3 and ICG Telecom will continue to be presumptively classified as non-dominant carriers.

(n) Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. See 21 U.S.C. § 853a. See also 47 C.F.R. §§ 1.2001-1.2003.

(p) With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's

⁶ See 47 C.F.R. § 63.10(a)(3).

⁷ See *International Bureau Revises and Reissues the Commission's List of Foreign Telecommunications Carriers that Are Presumed to Possess Market Power in Foreign Telecommunications Markets, Public Notice*, 19 FCC Rcd. 20,358 (Int'l Bur. 2004) ("Presumed Market Power List").

Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because as set forth above, Applicants qualify for a presumption of non-dominance pursuant to Section 63.10(a)(3) of the Commission's Rules. Furthermore, none of the scenarios set outlined in Section 63.12(c)(2)-(4) of the Commission's Rules, 47 C.F.R. § 63.12(c)(2) or (3), apply.

VI. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b),

Applicants submit the following information in support of their request for domestic Section

214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-

(12):

- (a)(6) A description of the proposed transactions is set forth in Section III above.
- (a)(7) ICG Telecom provides intrastate services primarily in Colorado and Ohio, but has limited intrastate private line operations in Indiana and Kentucky. Level 3 provides competitive interexchange and local services to customers nationwide. Neither of the Applicants or their affiliates is dominant with respect to any service.
- (a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their affiliates combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which are parties to the proposed transactions) and; (3) none of the Applicants or their affiliates are dominant with respect to any service.
- (a)(9) Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to the proposed transactions.
- (a)(10) Prompt completion of the proposed transactions is critical to ensuring that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this

Application expeditiously in order to allow Applicants to consummate the proposed transactions as soon as possible.

(a)(11) Not applicable.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in Section IV above.

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VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Indeed, failure to grant it would directly harm the public interest. Applicants therefore respectfully request expedited treatment to permit Applicants to consummate the proposed transactions as soon as possible.

Respectfully submitted,



Edward S. Quill, Jr.
Brian McDermott
Michael W. Fleming
Williams Mullen
8270 Greensboro Drive
Suite 700
McLean, Virginia 22102
(703) 760-5200 (Tel)
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equill@williammullen.com
bmcdermott@williamsmullen.com
mwfleming@williamsmullen.com

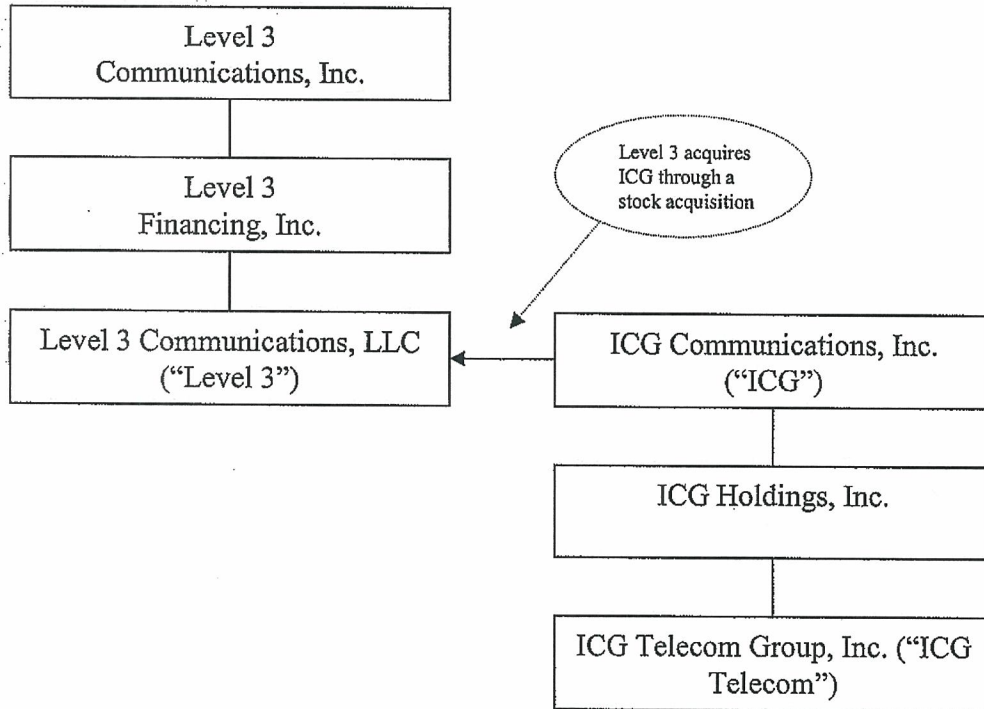
Dated: April 17, 2006

Exhibit A

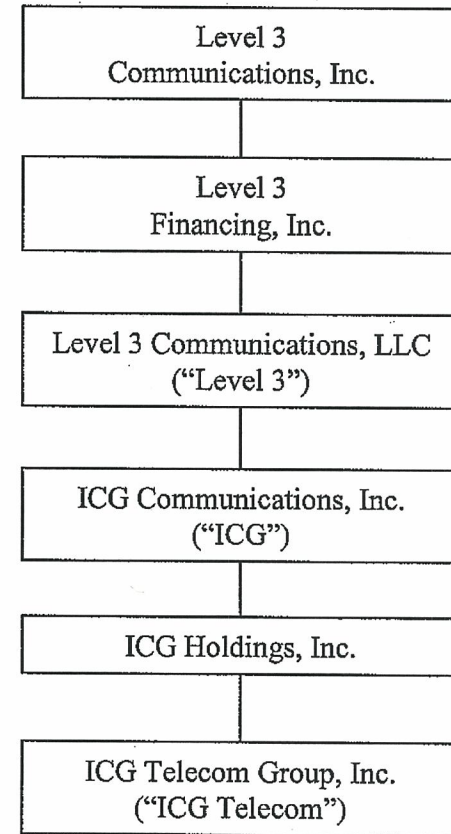
Illustrative Chart

Exhibit: Illustrative Chart

Pre-Transaction



Post-Transaction



Verifications

CERTIFICATION OF APPLICANT

On behalf of Level 3 Communications, LLC, I hereby certify upon penalty of perjury that I am Senior Vice President, Regulatory and Public Policy of Level 3 Communications, LLC and that the statements in the foregoing Federal Communications Commission Section 214 Application are true, complete, and correct to the best of my knowledge and such statements are made in good faith.

By: *John M. Ryan*

Name: John M. Ryan

Title: Senior Vice President, Regulatory and Public Policy

Date: 4.17/06

CERTIFICATION OF APPLICANT

On behalf of ICG Telecom Group, Inc., I hereby certify upon penalty of perjury that I am Scott E. Beer of ICG Telecom Group, Inc. and that the statements in the foregoing Federal Communications Commission Section 214 Application are true, complete, and correct to the best of my knowledge and such statements are made in good faith.

By:



Name:

Scott E. Beer
VP. and General Counsel

Title:

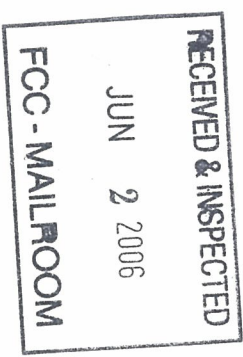
Date:

4/13/02



WILLIAMS MULLEN

COPY



June 1, 2006

VIA OVERNIGHT DELIVERY

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
9300 East Hampton Drive
Capitol Heights, MD 20743

RECEIVED

JUN 20 2006
Policy Division
International Bureau

RE: **NOTICE OF CONSUMMATION**
Level 3 Communications, LLC and ICG Communications, Inc.
Docket No. WC-06-91
File No. ITC-T/C-20060417-00237

Dear Ms. Dortch:

Level 3 Communications, LLC ("Level 3") and ICG Communications, Inc. ("ICG")(together with Level 3, the "Parties"), through undersigned counsel, hereby advise the Commission that on May 30, 2006, the Parties completed the transaction approved by the Commission in the above captioned Docket and File.

An original and nine (9) copies of this letter are enclosed. Please date-stamp and return the enclosed extra copy of the filing in the attached stamped envelope. Questions regarding this Notice of Consummation may be addressed to the undersigned.

Respectfully submitted,

Edward S. Quill, Jr.
Michael W. Fleming

A Professional Corporation

VIRGINIA • WASHINGTON, D.C. • LONDON

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www.williamsmullen.com