

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLORADO**

Civil Action No. 00-cv-1864-REB-BNB (Consolidated with 00-cv-1908-REB-BNB, 00-cv-1910-REB-BNB, 00-cv-1919-REB-BNB, 00-cv-1945-REB-BNB, 00-cv-1954-REB-BNB, 00-cv-1957-REB-BNB, 00-cv-1963-REB-BNB, 00-cv-1996-REB-BNB, 00-cv-2040-REB-BNB, 00-cv-2074-REB-BNB, 00-cv-2149-REB-BNB, 00-cv-2243-REB-BNB, and 00-cv-2316-REB-BNB)

In re ICG COMMUNICATIONS, INC. SECURITIES LITIGATION

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover as a member of the Class based on your claims in the consolidated action entitled *In re ICG Communications, Inc. Securities Litigation*, Civil Action No. 00-cv-1864-REB-BNB, you must complete and, on Page 6, sign this Proof of Claim and Release. If you fail to file a properly addressed (as set forth in Paragraph 3 below) Proof of Claim and Release, your claim may be rejected, and you may be precluded from any recovery from the Settlement Fund the parties have established.
2. Submission of this Proof of Claim and Release, however, does not ensure that you will share in the Settlement Fund's proceeds. Distribution from the Net Settlement Fund will be governed by the Plan of Distribution, which has been approved by the Court.
3. YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE POSTMARKED ON OR BEFORE DECEMBER 12, 2006, ADDRESSED AS FOLLOWS:

**In re ICG Communications, Inc. Securities Litigation
c/o A.B. Data, Ltd.
Claims Administrator
P.O. Box 170500
Milwaukee, WI 53217**

Your failure to complete and mail the Proof of Claim and Release by that date may preclude you from receiving any share of the available distribution. Please keep a copy of all documents that you send to the Claims Administrator. If you are NOT a Class Member (as defined in the Notice of Pendency and Settlement of Class Action), DO NOT submit a Proof of Claim and Release.

4. If you are a Class Member and you do not timely request exclusion, you will be bound by any judgment entered in the Action and the releases provided for therein, and will be forever barred from prosecuting any or all Released Claims against any or all Released Parties (as defined in the Notice of Pendency and Settlement of Class Action), WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE.

II. CLAIMANT IDENTIFICATION


1. If you purchased ICG common stock and held it in your name, you are the beneficial purchaser as well as the record purchaser. If, however, you purchased ICG common stock that was registered in the name of a third-party, such as a nominee or brokerage firm, you are the beneficial purchaser and the third-party is the record purchaser.
2. Use Part I of the Proof of Claim and Release form entitled "PART I: CLAIMANT IDENTIFICATION" to identify each record purchaser, if different from the beneficial purchaser, of the ICG common stock that forms the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER OR PURCHASERS, OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER OR PURCHASERS, OF THE ICG COMMON STOCK UPON WHICH THIS CLAIM IS BASED.
3. All joint purchasers must sign the Proof of Claim and Release. Executors, administrators, guardians, conservators and trustees must complete and sign this claim on behalf of persons represented by them, and their authority must accompany this Proof of Claim and Release form and their titles or capacities must be stated. The beneficial owner's Social Security (or Taxpayer Identification) Number and telephone number may be used in verifying the claim. Failure to provide the foregoing information could delay your claim's verification or result in the claim's rejection.

III. CLAIM FORM

1. Use Part II of the Proof of Claim and Release form entitled "PART II. SCHEDULE OF TRANSACTIONS IN ICG COMMON STOCK" to supply all required details of your transaction(s) in ICG common stock. If you need more space or additional schedules, attach separate sheets listing all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.
2. On the schedules, provide all of the requested information with respect to all of your open market purchases and all of your sales of ICG common stock that took place at any time from December 9, 1999, through September 18, 2000, inclusive (the "Class Period"), whether such transactions resulted in a profit or a loss or were free receipts and/or deliveries. Failure to report all such transactions may result in your Claim's rejection.
3. List each transaction in the Class Period separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day and year of each transaction you list.
4. The date of covering a "short sale" is deemed to be the date of purchase of ICG common stock. The date of a "short sale" is deemed to be the date of sale of ICG common stock. However, please note that "short sales" are not covered by the Plan of Distribution.
5. Brokers' confirmations or other documentation of your transactions in ICG common stock should be attached to your claim. Failure to provide this documentation could delay your Claim's verification or result in your Claim's rejection.

**Must be Postmarked No
Later Than:
December 12, 2006**

UNITED STATES DISTRICT COURT
DISTRICT OF COLORADO
In re ICG Communications, Inc. Securities Litigation
Civil Action No. 00-cv-1864-REB-BNB


**FOR INTERNAL USE
ONLY**

PROOF OF CLAIM AND RELEASE
Please Print

PART I: CLAIMANT IDENTIFICATION

LAST NAME (Claimant) FIRST NAME (Claimant)

Last Name (Beneficial Owner if different from Claimant) First Name (Beneficial Owner)

Last Name (Co-Beneficial Owner) First Name (Co-Beneficial Owner)

Company/Other Entity (If Claimant is Not an Individual)

Trustee/Nominee/Other

Account Number (If Claimant is Not an Individual) Trust/Other Date (If Applicable)

Address

Address

City State Zip Code

Foreign Province Foreign Zip Code Foreign Country

Telephone Number (Day) Telephone Number (Night)
() - () -

Employer Identification Number or Social Security Number
- -

Email Address

Claimant is (check one):

- Individual
- Joint Owners
- Estate
- Corporation
- Trust
- Partnership
- Other (specify) _____

Check here if Claimant was an officer, executive or director of ICG:

If so, state position(s) held, and dates of employment or affiliation: _____

DIRECT DEPOSIT – If you prefer your Settlement Check to be directly deposited into your bank account, check here

You MUST provide the following information:

BANK NAME _____

ROUTING NUMBER _____

CLAIMANT'S ACCOUNT NAME MATCHES SUBMITTED DOCUMENTATION

(MUST MATCH) Y N

ACCOUNT NUMBER _____

PART II: SCHEDULE OF TRANSACTIONS IN ICG COMMON STOCK

A. BEGINNING HOLDINGS:

Number of shares of ICG common stock held at the close of trading on December 8, 1999:

Proof enclosed?

Y N

B. PURCHASES:

Open market purchases or free receipts of ICG common stock from December 9, 1999, to September 18, 2000, inclusive:

Proof enclosed?

Y N

Date(s) of purchase list chronologically			Number of shares of common stock purchased	Purchase price per share of common stock	Proof of purchase enclosed	
MM	DD	YYYY				
____	/	____	/	____	____	<input type="radio"/> Y
____	/	____	/	____	____	<input type="radio"/> N
____	/	____	/	____	____	<input type="radio"/> Y
____	/	____	/	____	____	<input type="radio"/> N
____	/	____	/	____	____	<input type="radio"/> Y
____	/	____	/	____	____	<input type="radio"/> N
____	/	____	/	____	____	<input type="radio"/> Y
____	/	____	/	____	____	<input type="radio"/> N
____	/	____	/	____	____	<input type="radio"/> Y
____	/	____	/	____	____	<input type="radio"/> N

IF YOU REQUIRE ADDITIONAL SPACE, ATTACH EXTRA SCHEDULES IN THE SAME FORMAT AS ABOVE.

SIGN AND PRINT YOUR NAME ON EACH ADDITIONAL PAGE.

C. SALES:

Sales or free deliveries of ICG common stock from December 9, 1999, to September 18, 2000, inclusive:

If none, check here. Proof enclosed? Y N

Date(s) of sales list chronologically			Number of shares of common stock sold	Sale price per share of common stock	Proof of sale enclosed
MM	DD	YYYY			
	/	/		\$	<input type="radio"/> Y
	/	/		\$	<input type="radio"/> N
	/	/		\$	<input type="radio"/> Y
	/	/		\$	<input type="radio"/> N
	/	/		\$	<input type="radio"/> Y
	/	/		\$	<input type="radio"/> N
	/	/		\$	<input type="radio"/> Y
	/	/		\$	<input type="radio"/> N
	/	/		\$	<input type="radio"/> Y
	/	/		\$	<input type="radio"/> N

IF YOU REQUIRE ADDITIONAL SPACE, ATTACH EXTRA SCHEDULES IN THE SAME FORMAT AS ABOVE.

SIGN AND PRINT YOUR NAME ON EACH ADDITIONAL PAGE.

Number of shares of ICG common stock held at the end of trading on September 18, 2000:

Proof enclosed? Y N

YOU MUST READ AND SIGN THE RELEASE ON PAGE 6.

PART III: CERTIFICATION AND RELEASE

1. I (We) hereby warrant and represent that this Proof of Claim and Release (“Claim Form”) has been submitted in accordance with the terms of the Stipulation of Settlement described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the District of Colorado with respect to my (our) claim as a Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I (we) am (are) bound by and subject to any judgment that may be entered in the Action. I (We) agree to furnish additional information to Lead Counsel to support this claim if required to do so. I (We) have not submitted any other claim covering the same purchases or sales of ICG common stock and know of no other person or entity having done so on my (our) behalf.

2. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release and discharge, any and all Released Claims against any and all of the Released Parties, defined as J. Shelby Bryan, William S. Beans, Jr., Lloyd’s, Zurich American Insurance Company, Executive Risk Specialty Insurance Company, General Star Indemnity Company and Old Republic Insurance Company, and each of their reinsurers, respective past and present agents, employees, attorneys, advisors and investment advisors, auditors, accountants, and any person, firm, trust, corporation, officer, director or other individual or entity in which they have a controlling interest or which is controlled by, controls or is in common control with them, and the legal representatives, heirs, administrators, successors in interest or assigns of them.

3. “Released Claims” means all claims, known or Unknown (as defined below), that: (i) have been asserted in the Action by Class Members against any of the Released Parties (as hereinafter defined); or (ii) could have been asserted in any forum by Class Members against any of the Released Parties that arise out of or are based upon the allegations, transactions, facts, matters or occurrences, representations or omissions involved, set forth, or referred to in the Action and that relate to the purchase or sale of ICG common stock during the Class Period.

4. "Unknown Claims" means any and all Released Claims that any Plaintiff or Class Member does not know or suspect to exist in his, her or its favor upon the Released Claims' release, and any Settled Defense Claims that any Defendant does not know or suspect to exist in his, her or its favor upon the Settled Defense Claims' release, which, if known by him, her or it, might have affected his, her or its decision(s) with respect to the Settlement. With respect to any and all Released Claims and Settled Defense Claims, the Parties stipulate and agree that upon the Effective Date, Lead Plaintiffs and Defendants shall expressly, and each Class Member shall be deemed to have, and by operation of the Judgment shall have, expressly waived any and all provisions, rights and benefits conferred by any law, rules or regulations of any state or territory of the United States or any other country, or principle of common or civil law, which is similar, comparable, or equivalent to Cal. Civ. Code § 1542, which provides:

A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM MUST HAVE MATERIALLY AFFECTED HIS SETTLEMENT WITH THE DEBTOR.

Lead Plaintiffs and Defendants acknowledge, and the Class Members by operation of law shall be deemed to have acknowledged, that the inclusion of Unknown Claims in the definition of Released Claims and Settled Defense Claims was separately bargained for and was a key element of the Settlement.

5. "Released Parties" means the Defendants, the Insurers and their reinsurers, and each of their respective past and present agents, employees, attorneys, advisors and investment advisors, auditors, accountants, and any person, firm, trust, corporation, officer, director or other individual or entity in which they have a controlling interest or which is controlled by, controls or is in common control with them, and the legal representatives, heirs, administrators, successors in interest or assigns of them.

6. This release shall be of no force or effect unless and until the Court approves the Settlement, and the Settlement becomes effective on the Effective Date (as defined in the Stipulation).

7. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

8. I (We) hereby warrant and represent that I (we) have included information about all of my (our) transactions in ICG common stock that occurred during the Class Period: (i) the number of shares of ICG common stock purchased by me (us) on the open market during the period December 9, 1999, through September 18, 2000, inclusive; and (ii) the number of shares of ICG common stock sold by me (us) from December 9, 1999, through September 18, 2000, inclusive.

9. I (We) hereby warrant and represent that I (we) are not a Defendant in the Action or anyone excluded from the Class; I (we) have read and understand the Notice and believe that I (we) am entitled to receive a share of the Net Settlement Fund.

10. I (We) have read the foregoing Proof of Claim and Release and certify that all of the information contained herein, and in the documents attached hereto, is true, correct and complete and, to the best of my (our) knowledge.

Executed this _____ day of _____, (Month / Year) in _____, _____ (City) (State / Country)

_____ (Sign your name here)

_____ (Type or print your name here)

_____ Capacity of persons signing (e.g., Beneficial Purchaser, Executor or Administrator)

