



**\*Note: this is a letter I wrote on behalf of the CEO and President to be sent directly to employees' homes.**

June 5, 2000

Jay Clark  
6635 East Jamison Avenue  
Englewood, CO 80112

Dear Jay:

Remember the great feeling you had the first time you sat in the driver's seat of your first car? No matter what kind of car it was, whether it was old, new, big or small, to you it was the greatest car in the world *because it was yours. You owned it.* With the recent stock option award from ICG Communications, Inc., we hope you feel a little of that same magic now as you review the enclosed information regarding your 2000 stock option grant.

This packet contains several documents including an important agreement that you must sign and return to ICG to finalize your 2000 stock option grant. Also enclosed is a special building block that commemorates your participation in the *ownership* of the company. Make sure you display this block on your desk at work as it is the foundation of a new program in building "the new ICG" and more symbolic building blocks will follow.

Please take the time to sign and date the document identified as *Notice of Grant of Stock Options and Option Agreement*. Return the original option agreement to Ms. Sue Cosens, Stock Option Administrator, in the enclosed return envelope through interoffice mail, or through U.S. mail at: ICG Communications, Inc., 161 Inverness Drive West, Englewood, CO 80112. Retain the copy for your records. A copy of the 2000 ICG Prospectus is also enclosed in the packet.

If you have questions regarding stock options in general or would like to exercise any vested options, please refer to the Compensation web site <http://iq.icgcom.com/Compensation> on Infoquest. Select "How do I exercise my ICG Stock Options?" Included within this site are frequently asked questions about stock options. If you have additional questions, please contact Sue Cosens at (303) 414-5434 or Maria Roman at (303) 414-8356.

The ICG Communications Board of Directors and executive management team believes so firmly in the strength of *employee ownership* that the decision to grant this award was easy. While it may not rival the exhilaration of receiving the keys to an old Chevy when you were 16 years old, we are extremely pleased to present you with a stake in ICG's future.

Sincerely,

A handwritten signature in black ink that reads "J. Shelby Bryan".

J. Shelby Bryan  
Chairman & CEO

A handwritten signature in black ink that reads "William S. Beans".

William S. Beans  
President & COO

Enclosures