

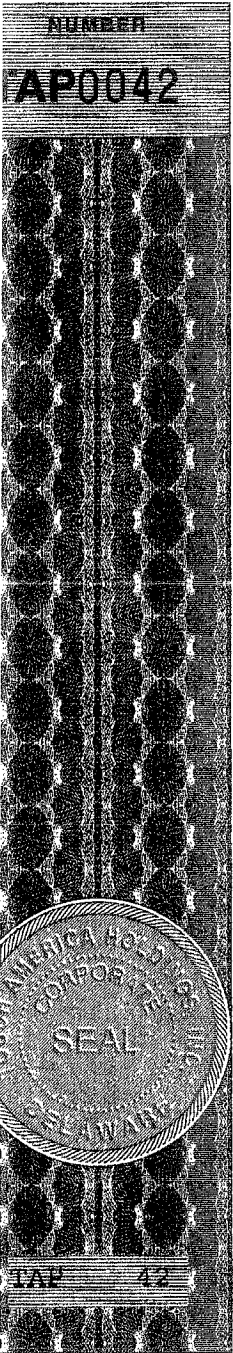
UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

PROOF OF INTEREST

Name of Debtor Touch America Holdings Inc		Case Number 03-11915 (KJC)	
1 Name of holder of the Preferred Equity Interest (Referred to hereinafter as the "Preferred Interest Holder") BETTY A LALANNE		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of interest relating to your interest. Attach copy of statement giving particulars <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court or BMC Group in this case <input type="checkbox"/> Check box if this address differs from the address on the envelope sent to you by BMC Group	
Telephone Number (406) 782-2925		If you have already filed a proof of interest with BMC you do not need to file again THIS SPACE IS FOR COURT USE ONLY	
Account or other number by which Preferred Interest Holder identifies Debtor TAP0042		Check here if this proof of interest: <input type="checkbox"/> replaces a previously filed Proof of Interest dated _____ <input type="checkbox"/> amends a previously filed Proof of Interest dated _____	
2 Name and Address of any person or entity that is the record holder for the Preferred Equity Interest asserted in this Proof of Interest BETTY A. LALANNE 117 RAMPART Drive Butte, MT. 59701		3 Date Preferred Equity Interest was acquired June 07, 2002 purchased shares RECEIVED 11/10/2008	
4 Total amount of member interest \$5,000 15 shares		5 Certificate number(s) TAP0042	
6 Type of Preferred Equity Interest Please indicate the type of Preferred Equity Interest you hold <input checked="" type="checkbox"/> Check this box if your Preferred Equity Interest is based on actual shares of the \$6 875 Series Preferred Stock held in the Debtor <input type="checkbox"/> Check this box if your Preferred Equity Interest is based on anything else and describe that interest			
7 SUPPORTING DOCUMENTS Attach copies of supporting documents, such as stock certificates, option agreements, warrants, etc. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.			
8 DATE-STAMPED COPY To receive an acknowledgment of the filing of your proof of interest, enclose a stamped, self-addressed envelope and copy of this proof of interest.			
The original of this completed proof of interest form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is actually received on or before 4:00 pm, Eastern Standard time, on December 30, 2008 for each person or entity (including individuals, partnerships, corporations, joint ventures, trusts, and governmental units).		THIS SPACE FOR COURT USE ONLY FILED DEC 01 2008 BMC GROUP	
BY MAIL TO Touch America Holdings, Inc., c/o BMC Group PO Box 990 El Segundo, CA, 90245-0990		BY HAND OR OVERNIGHT DELIVERY TO Touch America Holdings, Inc. c/o BMC Group 444 N. Nash Street El Segundo, CA 90245	
DATE 11/24/08	SIGN and print the name and title, if any, of the Preferred Interest Holder or other person authorized to file this proof of interest (attach copy of power of attorney, if any) Betty A. Lalanne BETTY LALANNE		

Penalty for presenting fraudulent claim is a fine of up to \$500,000 or imprisonment for up to 5 years or both 18 U.S.C. §§ 152 AND 3571





NUMBER

AP0042



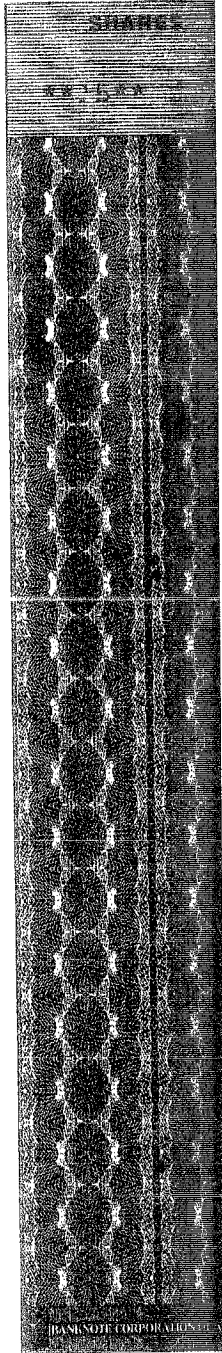
TAP 42

Touch America Holdings, Inc.

Incorporated under the laws of the State of Delaware

THIS CERTIFICATE IS TRANSFERABLE IN BUTTE, MONTANA

799797458 TOUCHAMERICA®



PREFERRED STOCK, \$6.875 SERIES
PAR VALUE \$.01

CUSIP 891539 20 7
SEE REVERSE FOR CERTAIN DEFINITIONS

THIS IS TO CERTIFY THAT

BETTY A. LALANNE
& DARNELL LALANNE
& DAVID S. HATTIMAN & JULIE SHERIDAN
JIT TEN
1820 MASSACHUSETTS AVE
BUTTE MT 59701-5613

IS THE OWNER OF *PREFERRED*

FULLY PAID AND NON-ASSESSABLE SHARES OF THE \$6.875 PREFERRED STOCK, PAR VALUE \$.01 PER SHARE, OF

Touch America Holdings, Inc., transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon the surrender of this certificate properly endorsed or assigned. This certificate and the shares represented hereby are subject to the laws of the State of Delaware, and to the Certificate of Incorporation and Bylaws of the Corporation, as now or hereafter amended. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

In Witness whereof, the Corporation has caused this certificate to be executed by the facsimile signatures of its duly authorized officers and has caused a facsimile of its corporate seal to be hereunto affixed.

DATED: JUN 07, 2002

COUNTERSIGNED AND REGISTERED:
TOUCH AMERICA HOLDINGS, INC.
Transfer Agent and Registrar

By *Ann Marie Kasper*
Senior Assistant Secretary

Robert P. Lannan
Chairman of the Board
and Chief Executive Officer

Paul T. Fleming
Vice President and Secretary

BRANDT CORPORATION