

**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 Equity Interest (The person or entity holding an Equity Interest in the Debtor. Referred to hereinafter as the "Interestholder"):

16938112012117

RODNEY G BELAND  
& CHARLET SUE BELAND JT TEN  
209 ARBOR DR  
LIVINGSTON, MT 59047

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.

Check box if you have never received any notices from the bankruptcy court or BMC Group in this case.

Check box if this address differs from the address on the envelope sent to you by the court.

Internal ID: s14329  
Account ID: BELAND RODG101  
Member Interest: 59.948

The amounts reflected above constitute your interest per the Debtor. If you agree with the number of shares set forth herein you do not need to file this proof of interest.

Telephone Number **406 222-2970**

**NOTE: This form SHOULD NOT be used to make a claim against the Debtor for money owed. A separate Proof of Claim form should be used for that purpose. This form should only be used to assert an Equity Interest in the Debtor. An Equity Interest is any right arising from any capital stock and any equity security in any of the Debtor. An equity security is defined in the Bankruptcy Code as (a) a share in a corporation whether or not transferable or denominated stock or similar security, (b) interest of a limited partner in a limited partnership, or (c) warrant or right other than a right to convert, to purchase, sell, or subscribe to a share, security, or interest of a kind specified in subparagraph (a) or (b) above.**

If you have already filed a proof of interest with BMC for common stock equity, you do not need to file again.

**THIS SPACE IS FOR COURT USE ONLY**

Account or other number by which Interestholder identifies Debtor:  
**75621**

Check here if this claim:  
 replaces a previously filed Proof of Interest dated: \_\_\_\_\_  
 amends a previously filed Proof of Interest dated: \_\_\_\_\_

2. Name and Address of any person or entity that is the record holder for the Equity Interest asserted in this Proof of Interest:  
**see #1**

3. Date Equity Interest was acquired:  
**03/04/1994**

**RECEIVED  
MAY 13 2010  
BMC GROUP**

4. Total amount of member interest: **\$500**

5. Certificate number(s):

6. Type of Equity Interest:  
Please indicate the type of Equity Interest you hold:

Check this box if your Equity Interest is based on common shares held in the Debtor.

Check this box if your Equity Interest is based on anything else and describe that interest:

7. SUPPORTING DOCUMENTS: *Attach copies of supporting documents*, such as stock, certificates, brokerage statements, 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, prevailing Eastern time, on June 28, 2010** for each person or entity (including individuals, partnerships, corporations, joint ventures, trusts and governmental units).

**BY MAIL TO:**  
BMC Group, Inc.  
Attn: Touch America Holdings Claims Processing  
PO Box 3020  
Chanhassen, MN 55317-3020

**BY HAND OR OVERNIGHT DELIVERY TO:**  
BMC Group, Inc.  
Attn: Touch America Holdings Claims Processing  
18750 Lake Drive East  
Chanhassen, MN 55317

**THIS SPACE FOR COURT USE ONLY**

**Touch America POI**  
 00204

DATE  
**5-7-2010**

SIGN and print the name and title, if any, of the Interestholder or other person authorized to file this proof of interest (attach copy of power of attorney, if any):  
**Charlet of Beland**



**DIVIDEND REINVESTMENT AND STOCK PURCHASE PLAN**  
 40 EAST BROADWAY, BUTTE, MONTANA 59701-9394

DATE \_\_\_\_\_

Additional shares of common stock may be purchased by RETURNING THIS STUB with your cash payment. The minimum amount which will be accepted is \$10 and may not exceed \$15,000 per participant per quarter. Cash payments must be received by the 20th calendar day of any month. Checks or money orders should be made payable to THE MONTANA POWER COMPANY.

CASH PAYMENT ENCLOSED \$ \_\_\_\_\_

ACCOUNT NUMBER 0000075621

RODNEY G BELAND  
 & CHARLET SUE BELAND  
 JT TEN  
 HC 85 BOX 4130  
 LIVINGSTON MT 59047

TAXPAYER ID NUMBER 517-44-0993  
 (SEE REVERSE SIDE FOR CORRECTION)

PLEASE RETURN THIS STUB PORTION WHEN MAKING:  
 A CASH PAYMENT, TAXPAYER ID NUMBER CORRECTION  
 ADDRESS CHANGE, OR WITHDRAWAL REQUEST  
 (SEE REVERSE SIDE OF FORM)

**MONTANA POWER COMPANY**

**DIVIDEND REINVESTMENT & STOCK PURCHASE PLAN**

TELEPHONE NUMBERS  
 (406) 496-5015 (Butte)  
 TOLL FREE  
 1-800-245-6767 (Outside Montana)  
 1-800-325-6767 (Inside Montana)  
 DIRECT FAX (406) 496-5049

ADDRESS ALL  
 CORRESPONDENCE TO:  
 THE MONTANA POWER COMPANY  
 ATTN: DIVIDEND REINVESTMENT  
 40 E. BROADWAY  
 BUTTE, MT 59701-9394

**STATEMENT OF ACCOUNT**

|                                   |             |                                     |
|-----------------------------------|-------------|-------------------------------------|
| STATEMENT DATE<br><b>03/04/94</b> | RECORD DATE | ACCOUNT NUMBER<br><b>0000075621</b> |
|-----------------------------------|-------------|-------------------------------------|

**CURRENT RECORD DATE SHARE INFORMATION**

| TYPE OF STOCK | RATE<br>\$ PER SHARE | SHARES HELD AT RECORD DATE |         | \$ DIVIDEND AMOUNT ON SHARES HELD |         | TAX WITHHELD<br>\$ (IF APPLICABLE) | DIVIDENDS AVAILABLE<br>\$ FOR REINVESTMENT |
|---------------|----------------------|----------------------------|---------|-----------------------------------|---------|------------------------------------|--------------------------------------------|
|               |                      | BY YOU                     | BY PLAN | BY YOU                            | BY PLAN |                                    |                                            |
|               |                      |                            |         |                                   |         |                                    |                                            |

**STATEMENT OF PLAN ACTIVITY**

| DATE OF TRANSACTION | TRANSACTION DESCRIPTION | \$ TRANSACTION AMOUNT | \$ MARKET PRICE   | SHARES ACQUIRED | BALANCE OF SHARES HELD FOR YOU |
|---------------------|-------------------------|-----------------------|-------------------|-----------------|--------------------------------|
| 02/23/94            | CASH RECEIVED           | 500.00                | BALANCE FORWARD ▶ |                 | 0.0000                         |
| 03/01/94            | CASH INVESTED           | 500.00                | 23.7500           | 21.0530         | 21.0530                        |

IMPORTANT INFORMATION ON REVERSE SIDE

Retain this statement for your income tax records. The dividends will be reported at year end to the Internal Revenue Service.

**TO WITHDRAW YOUR SHARES:**

You may withdraw your holdings in full or in part by signing and returning the top portion of this statement. See the current prospectus for certain restrictions concerning withdrawals.

If you choose to withdraw all shares and stop all participation, specify "ALL" shares and mark the box below.

If you choose to withdraw your shares and receive the stock certificate, we will issue the certificate registered exactly as shown on the front of this statement. If the shares are to be transferred into another name, your signature(s) must be guaranteed by a Guarantor who is a member or participant in the Securities Transfer Agents Medallion Program (the "Stamp Program"). A check will also be issued to you for the value of your fractional share.

If you choose to receive cash, specify the number of shares to be sold. We will sell your shares and send you a check for the net proceeds.

DATE \_\_\_\_\_

I (We) hereby instruct The Montana Power Company to withdraw my holdings as follows in the Dividend Reinvestment Plan.

PLEASE SELL \_\_\_\_\_ shares

AND/OR

ISSUE A CERTIFICATE FOR \_\_\_\_\_ shares

Stop all participation in the Plan.

My Taxpayer Identification Number is incorrect or missing. Please send me information on how to correct this.

Please sign name(s) exactly as shown on the front of this statement.

Signature \_\_\_\_\_

Signature \_\_\_\_\_

ALL JOINT OWNERS MUST SIGN

**A Guide To Understanding Your Statement of Account**



DIVIDEND REINVESTMENT AND STOCK PURCHASE PLAN  
40 EAST BROADWAY, BUTTE, MONTANA 59701-9394

DATE \_\_\_\_\_

CASH PAYMENT ENCLOSED

ACCOUNT NUMBER **1**

TAXPAYER ID NUMBER **2**

(SEE REVERSE SIDE FOR CORRECTIONS)

PLEASE RETURN THIS STUB PORTION WHEN MAKING:  
A CASH PAYMENT, TAXPAYER ID NUMBER CORRECTION,  
ADDRESS CHANGE, OR WITHDRAWAL REQUEST  
(SEE REVERSE SIDE OF FORM)

**MONTANA POWER COMPANY**  
DIVIDEND REINVESTMENT & STOCK PURCHASE PLAN

TELEPHONE NUMBERS  
(406) 496-5015 (Butte)  
TOLL FREE  
1-800-245-8787 (Outside Montana)  
1-800-325-8787 (Outside Montana)  
DIRECT FAX (406) 496-5049

ADDRESS ALL CORRESPONDENCE TO  
THE MONTANA POWER COMPANY  
ATTN: DIVIDEND REINVESTMENT  
40 E. BROADWAY,  
BUTTE, MT 59701-9394

**STATEMENT OF ACCOUNT**

STATEMENT DATE \_\_\_\_\_ RECORD DATE \_\_\_\_\_ ACCOUNT NUMBER \_\_\_\_\_

| CURRENT RECORD DATE, SHARE, INFORMATION |                         |                            |                            |                                               |                                               |                                               | TAX WITHHELD                 |                              | DIVIDENDS AVAILABLE FOR REINVESTMENT |                                      |
|-----------------------------------------|-------------------------|----------------------------|----------------------------|-----------------------------------------------|-----------------------------------------------|-----------------------------------------------|------------------------------|------------------------------|--------------------------------------|--------------------------------------|
| TYPE OF STOCK                           | RATE PER SHARE          | SHARES HELD AT RECORD DATE | SHARES HELD AT RECORD DATE | DIVIDEND AMOUNT ON SHARES HELD AT RECORD DATE | DIVIDEND AMOUNT ON SHARES HELD AT RECORD DATE | DIVIDEND AMOUNT ON SHARES HELD AT RECORD DATE | TAX WITHHELD FOR THIS PERIOD | TAX WITHHELD FOR THIS PERIOD | DIVIDENDS AVAILABLE FOR REINVESTMENT | DIVIDENDS AVAILABLE FOR REINVESTMENT |
| <b>4</b>                                | <b>5</b>                | <b>6</b>                   | <b>7</b>                   | <b>8</b>                                      | <b>9</b>                                      | <b>10</b>                                     | <b>11</b>                    | <b>11</b>                    | <b>11</b>                            | <b>11</b>                            |
| STATEMENT OF PLAN ACTIVITY              |                         |                            |                            |                                               |                                               |                                               |                              |                              |                                      |                                      |
| DATE OF TRANSACTION                     | TRANSACTION DESCRIPTION | TRANSACTION AMOUNT         | MARKET PRICE               | SHARES ACQUIRED                               | BALANCE OF SHARES HELD FOR YOU                |                                               |                              |                              |                                      |                                      |
| <b>12</b>                               | <b>13</b>               | <b>14</b>                  | <b>15</b>                  | <b>16</b>                                     | <b>17</b>                                     |                                               |                              |                              |                                      |                                      |

Retain this statement for your income tax records.  
The dividends will be reported at year end to the Internal Revenue Service.

- 1** ACCOUNT NO. — This identifies your account. Please refer to this number in all inquires.
- 2** TAXPAYER ID - The taxpayer identification number (TIN) required by the Internal Revenue Service. For most individuals, this is your Social Security number. IF YOUR TAXPAYER ID DOES NOT APPEAR ON YOUR STATEMENT OR IS INCORRECT, PLEASE CHECK THE APPROPRIATE BOX ON THE TOP OF THIS FORM.
- 3** RECORD DATE — The date set by the Company's Board of Directors on which you must be listed as a shareowner of record in order to be entitled to a dividend.
- 4** TYPE OF STOCK — The kind of stock held by you on the Record Date which you authorized to participate in the Dividend Reinvestment and Stock Purchase Plan.

- 5** RATE PER SHARE — The dollar amount of dividends paid per share of stock.
- 6** SHARES HELD AT RECORD DATE BY YOU — The number of shares held by you on the Record Date which you authorized to participate in the Dividend Reinvestment and Stock Purchase Plan.
- 7** SHARES HELD AT RECORD DATE BY PLAN — The number of shares, full and fractional, held for you on the Record Date in the Dividend Reinvestment and Stock Purchase Plan.
- 8** DIVIDEND AMOUNT ON SHARES HELD BY YOU — The amount of dividends paid on the shares held by you on the Record Date which you authorized to participate in the Plan and which were used to purchase additional shares of Common Stock.
- 9** DIVIDEND AMOUNT ON SHARES HELD BY PLAN — The amount of dividends paid on your shares, full and fractional, held by the Plan on the Record Date which was used to purchase additional shares of Common Stock.
- 10** TAX WITHHELD — Dividends reinvested by foreign and certain other shareholders must have tax withheld.
- 11** DIVIDENDS AVAILABLE FOR REINVESTMENT — Dividends from all shares enrolled in the Reinvestment Plan which were available to purchase additional shares.

**STATEMENT OF PLAN ACTIVITY** — The information in this section details only your Plan account activity within the current period. Please note that information summarized in this section reflects information only for shares on which the dividends have been reinvested.

- 12** DATE OF TRANSACTION — The date of investment and/or adjustment in your account.
- 13** TRANSACTION DESCRIPTION — A message which describes the transaction.
- 14** TRANSACTION AMOUNT — The amount of money involved in the transaction.
- 15** MARKET PRICE —  
Original Issue — Purchases from the Company are the average of the high and low prices of the Company's Common stock on the New York Stock Exchange on the first business day of the month following receipt.  
Market Purchases — Shares are purchased during a period commencing on the twenty-first calendar day of each month and ending on the first business day of the following month.  
These are the prices of stock purchased with optional cash. Please see the prospectus for more information.
- 16** SHARES ACQUIRED — The number of common shares, full and fractional, involved in the transaction.
- 17** BALANCE OF SHARES HELD FOR YOU — The beginning share balance, plus those shares added or removed by purchase or adjustment. The last line shows the new share balance in your Plan account.