UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

PROOF OF INTEREST

Name of Debtor:
Touch America Holdings, Inc.

Case Number:
03-11915 (KJC)

YOUR INTEREST IS RECORDED AS:

Internal ID: s18714
Account ID: ATKINSON JAMA102
Member Interest: 1,578.000

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"):

16938112005699
JAMES A ATKINSON
1030 S 2ND ST
ALBION, NE 68620-1666

Telephone Number (402 - 395-6386

☐ 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.

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.

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:

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:

James A. ATKINSON
1030 South 2Nd ST
Albion NE 68620-1666

Telephone Number (402 395-6386

3. Date Equity Interest was acquired:
March 28, 2002

4. Total amount of member interest: 1578 Shares

5. Certificate number(s): TA 03129

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:

RECEIVED
MAY 17 2010.
BMC GROUP

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).

THIS SPACE FOR COURT USE ONLY

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

Touch America POI
00399

DATE
5-14-2010

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):
James A. Atkinson James A. Atkinson

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

TA 03129

Touch America Holdings, Inc.

Incorporated under the laws of the State of Delaware

THIS CERTIFICATE IS TRANSFERABLE IN
BUTTE, MONTANA OR NEW YORK, NEW YORK

299792458

TOUCH AMERICA

COMMON STOCK
PAR VALUE $.01

CUSIP 891539 10 8
SEE REVERSE FOR CERTAIN DEFINITIONS

THIS IS TO
CERTIFY THAT

JAMES A ATKINSON
1030 S 2ND ST
ALBION NE 68620 1666

****1578********
****1578********
****1578********
****1578********
****1578********

IS THE OWNER OF **ONE THOUSAND FIVE HUNDRED SEVENTY-EIGHT**

FULLY PAID AND NON-ASSESSABLE SHARES OF THE COMMON 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.

Certificate of Stock

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: MAR 28, 2002

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

By Rose Marie Ralph
Senior Assistant Secretary

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

Robert T. Fleming
Vice President and Secretary

TA 3129

29

Touch America Holdings, Inc.

Incorporated under the laws of the State of Delaware

THIS CERTIFICATE IS TRANSFERABLE IN BUTTE, MONTANA OR NEW YORK, NEW YORK

29079245 8

TOUCH AMERICA

SHARES

1578

COMMON STOCK

PAR VALUE $.01

CUSIP 891539 10 8

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BANKNOTE CORPORATION OF AMERICA