'ITED 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: s16672
Account ID: HILL CARL102
Member Interest: 1,840.000

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"):

16938112015499
CARMEN L HILL
& JOAN L HILL JT TEN
PO BOX 1236
FORSYTH, MT 59327-1236

☐ 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.

Telephone Number ( )

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:
Joan L. Hill
PO Box 1236
Forsyth MT 59327

RECEIVED
MAY 17 2010
BMC GROUP

Telephone Number (406 - 356-2441

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

4. Total amount of member interest:

5. Certificate number(s): TA 03008

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).

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
00453

DATE
May 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):
Joan L. Hill Joan L. Hill

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 03008

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

TOUCHAMERICA®

SHARES

1840

COMMON STOCK
PAR VALUE $.01

CUSIP 891539 10 8
SEE REVERSE FOR CERTAIN DEFINITIONS

THIS IS TO
CERTIFY THAT

CARMEN L. HILL
& JOAN L. HILL
JT TEN
PO BOX 1236
FORSYTH MT 59327-1236

**********1840********
**********1840********
**********1840********
**********1840********
**********1840********

IS THE OWNER OF **ONE THOUSAND EIGHT HUNDRED FORTY**

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. Hannon
Chairman of the Board and Chief Executive Officer

Paul T. Fleming
Vice President and Secretary

TOUCH AMERICA HOLDINGS, INC. CORPORATE SEAL DELAWARE

TA 3008

BANKNOTE CORPORATION OF AMERICA

TOUCH AMERICA HOLDINGS, INC.

A FULL STATEMENT OF THE DESIGNATIONS, PREFERENCES, LIMITATIONS, AND RELATIVE RIGHTS OF THE SHARES OF STOCK AUTHORIZED TO BE ISSUED, AND THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN THE SHARES OF EACH CLASS AND/OR EACH SERIES, AND THE AUTHORITY OF THE BOARD OF DIRECTORS TO FIX AND DETERMINE THE RELATIVE RIGHTS AND PREFERENCES OF SUBSEQUENT SERIES WILL BE FURNISHED WITHOUT CHARGE TO ANY OWNER OF SUCH STOCK UPON APPLICATION TO THE OFFICE OF THE COMPANY, 130 NORTH MAIN, BUTTE, MONTANA 59701-9331.

This certificate also evidences and entitles the holder hereof to certain rights as set forth in a Rights Agreement (the "Rights Agreement"), the terms of which are hereby incorporated herein by reference and a copy of which is on file at the principal executive offices of Touch America Holdings, Inc. Under certain circumstances, as set forth in the Rights Agreement, such Rights will be evidenced by separate certificates and will no longer be evidenced by this certificate. Touch America Holdings, Inc. will mail to the holder of this certificate a copy of the Rights Agreement without charge after receipt of a written request. As described in the Rights Agreement, Rights beneficially owned by an Acquiring Person or an Affiliate or Associate of an Acquiring Person, (as such terms are defined in the Rights Agreement), and any Transferee shall become null and void.

ABBREVIATIONS

The following abbreviations, when used in the inscription on the face of this Certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM – as tenants in common

TEN ENT – as tenants by the entireties

JT TEN – as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT – ..... Custodian.....
(Cust) (Minor)
under Uniform Gifts to Minors
Act .....
(State)

UNIF TRANS MIN ACT – ..... Custodian.....
(Cust) (Minor)
under Uniform Transfers to Minors
Act .....
(State)

Additional abbreviations may also be used though not in the above list.

For value received, _____ *hereby sell, assign and transfer unto*

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFICATION NUMBER OF ASSIGNEE

.....

.....
PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING POSTAL ZIP CODE, OF ASSIGNEE

.....

.....

.....*Shares*
of the capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint.....

.....

Attorney to transfer the said stock on the books of the within-named Corporation with full power of substitution in the premises.

Dated: .....

.....

.....

.....

NOTICE: The signature(s) to this assignment must correspond with the name(s) as written upon the face of the Certificate, in every particular, without alteration or enlargement or any change whatever.

Signature(s) Guaranteed:

By _____

THE SIGNATURE(S) MUST BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM) PURSUANT TO S.E.C. RULE 17 Ad-15.