

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:**

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"):

 16938112021616

SAMUEL N BEEKMAN  
3881 NE FAIRVIEW LAKE WAY  
FAIRVIEW, OR 97024

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: s2733  
Account ID: BEEKMAN SAMN101  
Member Interest: 336.405

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 **(503) 666-8756**

**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:

3. Date Equity Interest was acquired:

**RECEIVED**  
**MAY 20 2010**  
**BMC GROUP**

Telephone Number ( )

4. Total amount of member interest:

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  
  
00530

DATE  
**5/15/2010**

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):  
**Samuel N. Beekman**

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**Samuel N. Beekman**

December 05, 2002

Touch America Holdings,

The undersigned wish to change the names registered on attached Stock Certificate (Montana Power, Certificate #:M122403). It is our request to remove Elizabeth A. Beekman from the stock and issue to Samuel N. Beekman only. Samuel SSN#:540-64-4099.

It is then our request to change the Montana shares, and any shares that have been accumulated, into Touch America Holding stock. It is the intent of Samuel N. Beekman to remain a participant in Touch America Holdings.

Thank You,

*Elizabeth A. Beekman*  
Elizabeth A. Beekman  
*Samuel N. Beekman*  
Samuel N. Beekman

*Moms copy*

*EA*  
*EN w/ Medallion*

Samuel, this is the correct process. If you have any additional questions please contact me.

Thank you

Lauri Yelenich  
Touch America Holdings, Inc.  
130 N Main  
Butte MT 59701  
406-497-5472  
[lauri.yelenich@tamerica.com](mailto:lauri.yelenich@tamerica.com)

-----Original Message-----

**From:** Samuel Beekman [mailto:[sampam3015@msn.com](mailto:sampam3015@msn.com)]

**Sent:** Monday, November 18, 2002 2:27 PM

**To:** Yelenich, Lauri

**Subject:** Confirm info

Lauri,

Thank you for the information you provided. I want to run it back by you to make sure this process remains simple.

My mom and I will write a letter to TAH stating our intent to change the registered names. We will remove her name, and wish to have plan shares issued to me only. We will both sign and have it authorized by someone who holds a Medallion Stamp, (i.e. AG Edwards, a bank?). On it, I will include my SSN. We will also send in the Stock Certificate of Montana Power. The shares will then be issued to me.

Please confirm this is the direction we need to pursue.

This process has been complicated by AG Edwards. They have indicated to her they need to be part of the process.

thank you, Samuel N. Beekman

1. Remain in plan
2. Dividends ??

Touch America Holdings, Inc.  
Corporate and Shareholder Services  
130 N. Main St  
Dulles, VA 20147-0839  
www.touchamerica.com

799797458  
TOUCHAMERICA

406-497-5477  
Fax 406-497-5464  
Toll Free 800-245-6767

January 8, 2003

SAMUEL N BEEKMAN  
3881 NE FAIRVIEW LAKE WAY  
FAIRVIEW OR 97024

Dear Shareholders:

This is to advise you that a transfer of shares from the Optional Stock Purchase Plan was completed as follows:

**From:** Account No.: 98925  
ELIZABETH NIMS BEEKMAN  
& SAMUEL NIMS BEEKMAN  
JT TEN

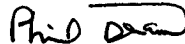
Shares: 136.405

**To :** Account No.: 105996  
SAMUEL N BEEKMAN  
3881 NE FAIRVIEW LAKE WAY  
FAIRVIEW OR 97024

I have enclosed a statement of account activity, which details the previous account history. Please retain this information. You will need the information to determine your cost basis on the shares at a later date.

If you have any further questions, please feel free to contact me.

Sincerely,



Phil Dean  
Optional Stock Purchase Plan  
1-800-245-6767 (\*)  
406-497-5471

Enc.

Touch America Holdings, Inc.  
Corporate and Shareholder Services  
130 N Main St  
Butte, MT 59701 9332  
www.tamercia.com  
406 497 5447  
Fax 406 497 5466  
Toll Free 800 246 6767

709792458  
TOUCHAMERICA

01/06/03

SAMUEL N BEEKMAN  
3881 NE FAIRVIEW LAKE WAY  
FAIRVIEW OR 97024

IN ACCORDANCE WITH YOUR INSTRUCTIONS OF 01/02/03, WE ENCLOSE HERewith  
CERTIFICATE(S) REPRESENTING SHARES OF TOUCH AMERICA HOLDINGS, INC.

STOCK REGISTERED AS:

SAMUEL N BEEKMAN

TOUCH AMERICA HOLDINGS, INC.  
CORPORATE & SHAREHOLDER SERVICES

ENCLOSURE

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TOUCH AMERICA HOLDINGS, INC.  
130 NORTH MAIN  
Butte, MT 59701  
(406) 497-5200



February 22, 2002

\*\*\*\*\*3-DIGIT 970

JT TEN  
ELIZABETH NIMS & SAMUEL NIMS B  
& SAMUEL NIMS BEEKMAN  
10204 SW CONESTOGA DR APT 14  
BEAVERTON, OR 97008-8419

10/12/01

- Gift
- Remove JT Ten
- next steps Account Number: 98925
- Resource person/contact

Dear Fellow Shareholder:

On February 15, 2002, with the sale of the MPC Utility, we accomplished the final step of the transformation of The Montana Power Company into Touch America Holdings, Inc. (NYSE:TAA). This concludes a process that began March 28, 2000 with our announcement that we would divest all of Montana Power's energy businesses to focus on telecommunications under Touch America.

We were pleased when you approved the restructuring and sale last September at the Special Shareholders' Meeting, and we are excited to move forward as a focused telecommunications company that I personally believe has all the makings of a success story. We have a tremendous asset base in a nationwide fiber optic network, we have cash on hand and no debt, and we have an experienced, enthusiastic work force that has and will continue to work hard to maximize value for all of us.

Although the telecom industry today looks very different than it did two years ago, we believe Touch America has a great opportunity to emerge as one of the premiere telecommunications companies in the country. With your support, we have built this company, and our goal is to continue to grow to provide value to you, our loyal shareholders.

With the recent restructuring, you are entitled to, and are deemed to hold, one share of Touch America Holdings, Inc. common stock for each share of Montana Power Company common stock that you held as of February 13, 2002. Similarly, if you owned shares of Montana Power's Preferred \$6.875 Series on February 13, 2002, you now own and are deemed to own an equal number of Touch America's Preferred \$6.875 Series. You need to exchange your Montana Power stock for Touch America Holdings, Inc. certificates. The Letter of Transmittal accompanying this letter explains this process in detail.

Again, let me reiterate that all of us at Touch America are working hard to maximize your return on your investment. We appreciate your support.

Sincerely,

Robert P. Gannon

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THE SPEED OF LIGHT.  
THE POWER OF BANDWIDTH.

**TOUCH AMERICA HOLDINGS, INC.**  
**130 NORTH MAIN**  
**Butte, MT 59701**  
**(406) 497-5200**



**LETTER OF TRANSMITTAL**

**For Exchanging**

**The Montana Power Company**  
**Shares of Common Stock and \$6.875 Series Preferred Stock For**

**Touch America Holdings, Inc. Common Stock and \$6.875 Series Preferred Stock**

**February 25, 2002**

**PLEASE READ THE ENTIRE LETTER OF TRANSMITTAL AND THE  
INSTRUCTIONS INCLUDED BEFORE COMPLETING THIS LETTER OF TRANSMITTAL**

As a result of the suspension of trading and restructuring of The Montana Power Company (MPC) effective after the market closed on February 13, 2002, the February 14, 2002 listing of Touch America Holdings, Inc. under the symbol TAA, and the sale of MPC on February 15, 2002, you are now Shareholders of Touch America Holdings, Inc. Shares of MPC Stock and \$6.875 Series Preferred Stock should immediately be exchanged for shares of Touch America Holdings, Inc. This letter explains the process you must follow to accomplish the exchange.

As a shareholder, you have the option to have stock certificates of Touch America Holdings, Inc. (TAH) stock certificates issued and delivered to you, or you have the option to deposit your holdings into TAH's Optional Stock Purchase Plan (Plan) for safekeeping, in which case the shares will be held by TAH in book entry form. If you elect safekeeping and thereafter request a sale of such shares, there are limitations as to the timing of when your shares can be sold under the Plan and for what price. TAH cannot guarantee the price at which shares will be sold. However, at any time, you may request a stock certificate be issued and delivered to you, or you may request that your shares held in the Plan be electronically transferred to your brokerage account. Whether you choose to have your new TAH shares held in the Plan for safekeeping or you hold them yourself, you must complete and sign the transmittal form on the back of this letter and send it with your certificates to Corporate & Shareholder Services at the address listed in Instruction Number 5.

Sincerely,

Patrick T. Fleming  
Corporate Secretary

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The undersigned hereby surrenders The Montana Power Company Common Stock or Preferred Stock certificate(s) listed below on the condition that it be exchanged for Touch America Holdings, Inc. Common Stock or Preferred Stock, as appropriate.

**DESCRIPTION OF CERTIFICATES & SHARES SURRENDERED HEREWITH**

You must please list below The Montana Power Common Stock or \$6.875 Series Preferred certificate(s) surrendered with this letter. If the space provided below is inadequate, the certificate number(s) and number of shares should be listed on a separate schedule and authenticated with an appropriate signature.

Common Certificate Number(s) Enclosed	\$6.875 Preferred Certificate Number(s) Enclosed	Number of Shares
M122403	—	200

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**Signature (s) of Shareholders**

**Certificate Safekeeping:**

If you want your shares held for safekeeping in Touch America Holdings Optional Stock

Purchase Plan rather than receive a stock certificate, please check this box.

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**PLEASE READ THE ACCOMPANYING INSTRUCTIONS CAREFULLY**

If the above signature is by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other person acting in a fiduciary or representative capacity, please set forth below the full title of such person. See Instruction Number 2.

Date: \_\_\_\_\_, 2002

Name(s): \_\_\_\_\_  
 (Please Print)

Capacity (full title) \_\_\_\_\_

Address: \_\_\_\_\_  
 \_\_\_\_\_  
 (Including Zip Code)

Area Code and Telephone Number: \_\_\_\_\_