

**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"):

 16938112012847

SIDNEY C WATTS
4940 FARGO AVE
SKOKIE, IL 60077-3307

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: s23729
Account ID: WATTS SIDC101
Member Interest: 600.000

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:

Telephone Number ()

3. Date Equity Interest was acquired:

RECEIVED
1 JUN 07 2010
BMC GROUP

4. Total amount of member interest:

5. Certificate number(s): M 1127 50

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

00940

DATE
6/4/10

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):
Sidney C. Watts

WATERHOUSE SECURITIES, INC.

0265-1

042595

HEREWITH SECURITIES TRANSFERRED AS PER YOUR INSTRUCTIONS. THE CONTENTS OF THIS PACKAGE ARE INSURED FOR REPLACEMENT IF LOST IN THE MAIL.

THE TAXPAYER NUMBER APPEARING ON THIS FORM HAS BEEN SUBMITTED TO THE TRANSFER AGENT AS THE IDENTIFYING NUMBER OF THE NAME APPEARING ON THE CERTIFICATE. WILL YOU PLEASE VERIFY THAT THIS IS THE CORRECT NUMBER FOR THE NAME SHOWN. IN THE EVENT THE NUMBER SHOULD BE CHANGED, PLEASE SEND THE PROPER NUMBER TO THE TRANSFER AGENT SHOWN ON THE SECURITY CERTIFICATE AND HE WILL CORRECT THE RECORDS ACCORDINGLY. SHOULD YOU DESIRE TO SELL YOUR SECURITIES AT ANYTIME, WE WOULD BE PLEASED TO HANDLE THE TRANSACTION FOR YOU.

DATE PURCHASED:

AMOUNT PAID:

DETACH THIS TRANSMITTAL COPY AND PUT IT WITH YOUR TAX RECORDS.

IMPORTANT INFORMATION — SEE REVERSE SIDE

C073

SECURITY DESCRIPTION	CUSIP NO.	QUANTITY	TAXPAYER NO.	DATE ISSUE
ONTANA PWR CO COM	612085100	100	325125540	04209
CERTIFICATE NUMBERS M112750	CONTROL NO. 5102028308		CUSTOMER NO. 3631160813	

DATE MAILED 04/27/95

T510000404

3631160813

MAIL TO:

SIDNEY C WATTS
4940 FARGO AVE
SKOKIE IL 60077-3307

REGISTRATION NAME AND ADDRESS

SIDNEY C WATTS
4940 FARGO AVE
SKOKIE IL 60077-3307

YOUR SECURITIES ARE VALUABLE

PROTECT THEM

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

200707158 TOUCHAMERICA

COMMON STOCK

PAR VALUE \$0.01

CUSIP 891539 10 8
SEE REVERSE FOR CERTAIN DEFINITIONS

THIS IS TO CERTIFY THAT

STONEY C. WATTS
3540 FARGO AVE
SPOKANE ID 83407-3907

IS THE OWNER OF SIXTY HUNDRED

FULLY PAID AND NON-ASSESSABLE SHARES OF THE COMMON STOCK, PAR VALUE \$0.01 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: MAR 30, 2002

COUNTERSIGNED AND REGISTERED:

TOUCH AMERICA HOLDINGS, INC.

Transfer Agent and Registrar

By *Ann Marie Skelton*
Senior Assistant Secretary

Robert F. Lannon
Chairman of the Board
and Chief Executive Officer

Robert T. Fleming
Vice President and Secretary

WATERHOUSE SECURITIES, INC.

0265-1

060695

HEREWITH SECURITIES TRANSFERRED AS PER YOUR INSTRUCTIONS. THE CONTENTS OF THIS PACKAGE ARE INSURED FOR REPLACEMENT IF LOST IN THE MAIL.

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DATE PURCHASED:

AMOUNT PAID:

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IMPORTANT INFORMATION — SEE REVERSE SIDE

D101

SECURITY DESCRIPTION	CUSIP NO.	QUANTITY	TAXPAYER NO.	DATE ISSUED
MONTANA PWR CO COM	612085100	100	325125540	060195
CERTIFICATE NUMBERS M113283	CONTROL NO. 5146029318		CUSTOMER NO. 3638440010	

DATE MAILED 06/08/95

T514400080

3638440010

MAIL TO:

SIDNEY C WATTS
LEONORA WATTS JT TEN
4940 FARGO AVE
SKOKIE IL 60077-3307

REGISTRATION NAME AND ADDRESS

SIDNEY C WATTS
LEONORA WATTS JT TEN
4940 FARGO AVE
SKOKIE IL 60077-3307

YOUR SECURITIES ARE VALUABLE

PROTECT THEM

YOUR SECURITIES ARE VALUABLE — PROTECT THEM

We have transferred the enclosed securities and have had the transfer agent register them in your name as you instructed. You will want to take good care of them because replacing lost, stolen or destroyed securities is complicated, involving an affidavit, an indemnity bond executed by a surety company, which could be very costly to you, and a considerable waiting period; that's why we suggest the following safeguards:

- 1 Put your certificates in a safe, fireproof place (a safe deposit box in a bank is an excellent choice)
- 2 Keep a separate record of your certificates to include exact registration, security description, cusip number, issuance date, certificate numbers and denominations, and the name of the transfer agent. Should your certificates become misplaced, this information will be of valuable help in replacing them.
- 3 If your certificates are lost or destroyed, be sure to notify the transfer agent and your account executive immediately.
- 4 Don't endorse your certificates until the actual delivery for sale or transfer. Directions to properly endorse your certificates are shown below.

- 1 *To insure non-negotiability of your securities while in transit, enter your Broker's name in the attorney space on the certificate.*
- 2 *Date signed by customer(s) on the certificate.*
- 3 *Signature(s) of customer(s) on the certificate (must be exactly as shown on front of certificate).*

For Value received _____ hereby sell, assign and transfer unto

(Name and address of transferee should be printed)
_____ Shares
of the Stock represented by the within Certificate and do hereby irrevocably
and appoint ① _____ Attorney
to transfer the said stock on Books of the within named Corporation with full power of
substitution in the premises.
Date _____ ② _____ 19_____
③ _____

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