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: s13494
Account ID: YEE PHYA101
Member Interest: 608.000

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"):

16938112020736
PHYLLIS A YEE & HOWARD L H YEE
TTEES UA DTD APR 12 84 FBO PHYLLIS A YEE TRUST
5080 KEIKILANI CIRCLE
HONOLULU, HI 96821

Telephone Number ( ) 808-488-4680

☐ 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:
26-6062070

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:
Patricia Ching & John Yee, Ttees
Phyllis A Yee, RLT
99-1242 Napuanani Rd - Aiea, HI 96701

Telephone Number ( ) 808-488-4680

3. Date Equity Interest was acquired: 12-10-2002

4. Total amount of member interest: 608

5. Certificate number(s): unk

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
JUN 09 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).

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

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Touch America POI
00990

DATE
June 2, 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).

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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

John S C Yee Trustee Patricia C C Ching, Trustee

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

TOUCHAMERICA

SHARES
608

COMMON STOCK

PAR VALUE $.01

CUSIP 891539 10 8

SEE REVERSE FOR CERTAIN DEFINITIONS

THIS IS TO
CERTIFY THAT

PHYLLIS A YEE & HOWARD L H YEE
TTEES UA DTD APR 12 84 FBO
PHYLLIS A YEE TRUST
5080 KEIKILANI CIRCLE
HONOLULU HI 96821

**********608**********
**********608**********
**********608**********
**********608**********
**********608**********

IS THE OWNER OF **SIX HUNDRED 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.

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: DEC 10, 2002

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

By

Senior Assistant Secretary

Chairman of the Board and Chief Executive Officer

Vice President and Secretary

CERTIFICATE OF DEATH

STATE OF HAWAII
DEPARTMENT OF HEALTH

CERTIFICATE NO. 151 2007 - 006372

Name of Decedent
Phyllis Ann Yee

City, Town or Location of Death
EWA BEACH

County of Death
HONOLULU

Island of Death
OAHU

Actual or Presumed Date of Death
August 27, 2007

Actual or Presumed Time of Death
8:25 PM

Date of Birth
May 04, 1917

Age at Death
90 YEAR(s)

Sex
FEMALE

Race
Chinese

Citizenship
USA

Ever in Armed Forces?
NO

Social Security Number
575-05-9650

Marital Status
WIDOW(ER)

Father's Name
See Kau Lee

Mother's Name (Prior to First Marriage)
Ngee Mui Lum

Disposition
CREMATION
Date: October 5, 2007
Permit #: 19572

Cemetery/Crematory: HAWAII CREMATORIES
Location: HONOLULU, HAWAII 96817
Funeral Home: BORTHWICK MORTUARY

Certifier: IZUMI KOBASHIGAWA M.D. PRIVATE PHYSICIAN
Date Certified: August 28, 2007
Date Pronounced Dead: August 27, 2007
Cause of Death:
a. RESPIRATORY FAILURE
b. NON-SMALL CELL LUNG CANCER Interval:15 MONTHS

Part II: DIASTOLIC HEART FAILURE

Manner of Death: NATURAL CAUSES

Date Filed by State Registrar: August 31, 2007

OHSM 1.2 (Rev.10/08)

This copy serves as prima facie evidence of the fact of death in any court proceeding. [HRS 338-13(b), 338-19]

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ANY ALTERATIONS INVALIDATE THIS CERTIFICATE

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MAR - 4 2009

I CERTIFY THIS IS A TRUE COPY OR
ABSTRACT OF THE RECORD ON FILE IN
THE HAWAII STATE DEPARTMENT OF HEALTH

Alvin T. Onaka, Ph.D.
STATE REGISTRAR

Return by: MAIL ( ) PICKUP ( )

This document consists of 2 pages.

ERIC M. K. WONG
ATTORNEY AT LAW
3705 Waialae Avenue, Suite 208
Honolulu, Hawaii 96816
(808) 735-8801

W: 4270b

ACCEPTANCE OF SUCCESSOR CO-TRUSTEE
(Phyllis A. Yee Trust)

To: The acting successor trustee of the Phyllis A. Yee Trust dated April 12, 1984:

WHEREAS, Phyllis A. Yee, also known as Phyllis Ann Yee, Phyllis Lee Yee, Phyllis Ann Hee Chun Yee and Phyllis Ann Lin Hop Lau Yee, as Settlor, and Phyllis A. Yee and Howard L. H. Yee, as initial Co-Trustees executed that certain Phyllis A. Yee Trust on April 12, 1984 ("Phyllis A. Yee Trust");

WHEREAS, the Third Amendment to the Phyllis A. Yee Trust executed by Settlor on February 28, 2005 named Patricia O. Q. Ching as a Successor Co-Trustee should either initial Co-Trustees become unable to serve;

WHEREAS, Howard L. H. Yee died on April 10, 2006 and Patricia O. Q. Ching accepted her appointment as Successor Co-Trustee of the Phyllis A. Yee Trust by instrument dated April 26, 2006;

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WHEREAS, the Third Amendment to the Phyllis A. Yee Trust executed by Settlor on February 28, 2005 named John S. C. Yee as a Successor Co-Trustee should either Phyllis A. Yee or Patricia O. Q. Ching become unable to serve;

WHEREAS, Phyllis A. Yee died on August 27, 2007;

WHEREAS, John S. C. Yee desires to accept his appointment as Successor Trustee of the Phyllis A. Trust dated April 12, 1984;

NOW, THEREFORE, the undersigned hereby declares as follows:

JOHN S. C. YEE hereby accepts the position and responsibilities of Successor Co-Trustee of the Phyllis A. Yee Trust dated April 12, 1984.

JOHN S. C. YEE

STATE OF HAWAII)
) SS.
CITY AND COUNTY OF HONOLULU)

On this October 8, 2007, before me personally appeared **JOHN S. C. YEE**, to me known or proven to be the person described in and who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed.

ERIC M. K. WONG NOTARY PUBLIC STATE OF HAWAII

Eric M. K. Wong
Notary Public, State of Hawaii
My Commission Expires: 10/28/2009

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After recordation, Return by Mail ( ) Pickup (XX) to:

ANTHONY D. VALDEZ, ESQ.
841 Bishop Street, Suite No. 2207
Honolulu, Hawaii 96813
Telephone: (808) 536-9300

REMOVAL OF CURRENT CO-TRUSTEE
AND ACCEPTANCE BY DESIGNATED
SUCCESSOR TRUSTEES UNDER THE
PHYLLIS A. YEE TRUST
AGREEMENT DATED APRIL 12, 1984

THIS ACCEPTANCE, made this 26th day of April, 2006, PHYLLIS A. YEE, also known as PHYLLIS ANN YEE, PHYLLIS LEE YEE, PHYLLIS ANN HEE CHUN YEE and PHYLLIS ANN LIN HOP LAU YEE, and PATRICIA O.Q.

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CHING, also known as PATRICIA OI QUON CHING, both of the City and County of Honolulu, State of Hawaii;

WITNESSETH THAT:

WHEREAS, PHYLLIS A. YEE, as Settlor, did execute that certain unrecorded Revocable Living Trust Agreement (hereinafter referred to as the Trust Agreement) dated April 12, 1984, with PHYLLIS A. YEE and HOWARD L.H. YEE as the initial Trustees thereunder; and

WHEREAS, PHYLLIS A. YEE, as Settlor, amended the Trust Agreement by that certain FIRST AMENDMENT TO THE TRUST AGREEMENT, which was executed on May 17, 1993, by that certain SECOND AMENDMENT TO TRUST AGREEMENT, which was executed on August 9, 2002, and by that certain THIRD AMENDMENT TO THE PHYLLIS A. YEE TRUST, which was executed on February 28, 2005;

WHEREAS, the terms of said Trust Agreement, as amended, set forth that upon the death of said HOWARD L.H. YEE, then PHYLLIS A. YEE, also known as PHYLLIS ANN YEE, PHYLLIS LEE YEE, PHYLLIS ANN HEE CHUN YEE and PHYLLIS ANN LIN HOP LAU YEE, and PATRICIA O.Q. CHING, also known as

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PATRICIA OI QUON CHING, are designated to serve as the Successor Co-Trustees, effective upon the date of such death, without the necessity of any vesting order; and

WHEREAS, HOWARD L.H. YEE died on April 10, 2006, all as more fully appears by the true and correct photocopy of the Certificate of Death which is attached hereto as Exhibit "A" and incorporated herein by reference; and

WHEREAS, PHYLLIS A. YEE and PATRICIA O.Q. CHING are willing to serve as the Successor Co-Trustees under said Trust Agreement dated April 12, 1984, their address being 5080 Keikilani Circle, Honolulu, Hawaii 96821;

NOW, THEREFORE, HOWARD L.H. YEE is hereby removed as a Co-Trustee herein;

PHYLLIS A. YEE and PATRICIA O.Q. CHING do hereby accept the trusteeship under said Trust Agreement dated April 12, 1984, with full power in the Co-Trustees to sell, mortgage, lease, convey, or otherwise dispose of any real property owned by this trust;

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PHYLLIS A. YEE and PATRICIA O.Q. CHING shall further have the full power to open, close and access any savings, checking or other bank account for trust investments; to open and close any safe deposit box; to invest in corporate obligations of every kind, preferred or common stocks, and to buy stocks, bonds, and similar investments; to continue any business enterprise; and to have all other powers provided in the subject trust agreement;

IN WITNESS WHEREOF, PHYLLIS A. YEE, also known as PHYLLIS ANN YEE, PHYLLIS LEE YEE, PHYLLIS ANN HEE CHUN YEE and PHYLLIS ANN LIN HOP LAU YEE, and PATRICIA O.Q. CHING, also known as PATRICIA OI QUON CHING, have executed this document on the day and year first above written.

Phyllis A. Yee

PHYLLIS A. YEE,
also known as
PHYLLIS ANN YEE, PHYLLIS LEE YEE,
PHYLLIS ANN HEE CHUN YEE and PHYLLIS
ANN LIN HOP LAU YEE

PATRICIA O.Q. CHING,
also known as
PATRICIA OI QUON CHING

"SUCCESSOR TRUSTEES"

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