

**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"):

 16938112003040

**DIANE KEANE  
& PATRICK S KEANE & NOLAN KEANE & DWEN FREEBURG JT  
606 MISSION DR  
KEWANEE, IL 61443-3636  
247 Acorn St. South  
Kewanee, IL 61443-3636**

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: s4262  
Account ID: KEANE DIA 101  
Member Interest: 300.000

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 **(309) 854-3339**

**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  
JUN 11 2010  
BMC GROUP

Telephone Number ( )

**4. Total amount of member interest:** 300 Shares

**5. Certificate number(s):** TA 01533

**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  
  
01112

**DATE**  
6/8/10

**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):  
*DIANE KEANE* DIANE KEANE  
*PATRICK S. KEANE* PATRICK S. KEANE  
*NOLAN KEANE* NOLAN KEANE

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**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

**700707478**  
**TOUCHAMERICA**

**COMMON STOCK**  
**PAR VALUE \$ .01**

**CUSIP 891539 10 8**  
 SEE REVERSE FOR CERTAIN DEFINITIONS

THIS IS TO CERTIFY THAT  
 DEANE KEANE  
 A PARTNER'S PARTNER & NOLAN KEANE  
 & OWEN PEREGRINE  
 OF FEN  
 606 WESSINGTON  
 COMPANY, INC. 1000 3516  
 IS THE OWNER OF FOUR HUNDRED

**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.*

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

DATED: MAR 23, 2002

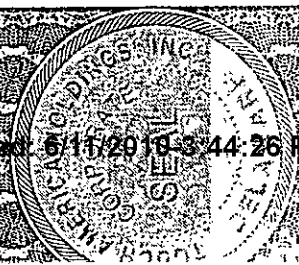
By *Stephaine Stapp*  
 Senior Assistant Secretary

*Robert P. Lehman*  
 Chairman of the Board  
 and Chief Executive Officer

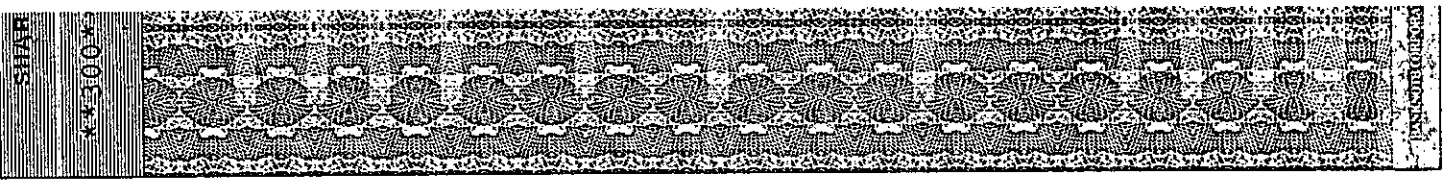
*Robert T. Fanning*  
 Vice President and Secretary

NUMBER  
**TA 015333**

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TA 1533



**CERTIFICATION OF DEATH RECORD**

**HENRY COUNTY LOCAL REGISTRAR  
KEWANEE, ILLINOIS  
MEDICAL CERTIFICATE OF DEATH**

STATE FILE NUMBER 2010 0001072

DATE ISSUED 01/28/2010

DECEDENT'S LEGAL NAME DWEN F FREEBURG		SEX MALE	DATE OF DEATH JANUARY 04, 2010	
COUNTY OF DEATH HENRY	AGE AT LAST BIRTHDAY 94 YEARS	DATE OF BIRTH MAY 19, 1915		
CITY OR TOWN KEWANEE		HOSPITAL OR OTHER INSTITUTION NAME KEWANEE CARE HOME		
PLACE OF DEATH NURSING HOME / LONG TERM CARE FACILITY				
BIRTHPLACE KEWANEE, IL	SOCIAL SECURITY NUMBER 333-07-2195	MARITAL STATUS AT TIME OF DEATH WIDOWED	SURVIVING SPOUSE'S NAME	EVER IN U.S. ARMED FORCES? YES
RESIDENCE 606 MISSION DRIVE	APT. NO.	CITY OR TOWN KEWANEE	INSIDE CITY LIMITS? YES	
COUNTY HENRY	STATE IL	ZIP CODE 61443	FATHER'S NAME REUBEN E FREEBURG	MOTHER'S NAME PRIOR TO FIRST MARRIAGE DORIS G PAYNE
INFORMANT'S NAME DIANE KEANE		RELATIONSHIP DAUGHTER	MAILING ADDRESS 247 ACDORN STREET, KEWANEE, IL, 61443	
METHOD OF DISPOSITION CREMATION	PLACE OF DISPOSITION FAIRMOUNT CREMATORY	LOCATION - CITY OR TOWN AND STATE DAVENPORT, IA	DATE OF DISPOSITION JANUARY 08, 2010	
FUNERAL HOME SCHUENEMAN-TUMBLESON FUNERAL HOME, 219 E 2ND ST, KEWANEE, IL, 61443				
FUNERAL DIRECTOR'S NAME MARK H SCHUENEMAN			FUNERAL DIRECTOR'S ILLINOIS LICENSE NUMBER 034011271	
LOCAL REGISTRAR'S NAME GAIL RIPKA			DATE FILED WITH LOCAL REGISTRAR JANUARY 8, 2010	
CAUSE OF DEATH	PART I. SUBARACHNOID HEMMORHAGE	APPROXIMATE INTERVAL BETWEEN ONSET AND DEATH	DAYS	
IMMEDIATE CAUSE (Final disease or condition resulting in death)	a. _____ Due to (or as a consequence of):			
	b. _____ Due to (or as a consequence of):			
	c. _____ Due to (or as a consequence of):			
PART II. Enter other significant conditions contributing to death but not resulting in the underlying cause given in PART I.			WAS AN AUTOPSY PERFORMED? UNKNOWN	
			WERE AUTOPSY FINDINGS USED TO COMPLETE CAUSE OF DEATH? UNKNOWN	
DID TOBACCO USE CONTRIBUTE TO DEATH? UNKNOWN	FEMALE PREGNANCY STATUS NOT APPLICABLE	MANNER OF DEATH NATURAL		
DATE OF INJURY	TIME OF INJURY	PLACE OF INJURY	INJURY AT WORK?	
LOCATION OF INJURY				
DESCRIBE HOW INJURY OCCURRED			IF TRANSPORTATION INJURY, SPECIFY:	
ATTEND THE DECEASED? YES	DATE LAST SEEN ALIVE JANUARY 01, 2010	WAS MEDICAL EXAMINER OR CORONER CONTACTED? YES	DATE PRONOUNCED	TIME OF DEATH 11:00 AM
CERTIFIER PHYSICIAN			DATE CERTIFIED JANUARY 06, 2010	
NAME, ADDRESS AND ZIP CODE OF PERSON COMPLETING CAUSE OF DEATH MICHAEL AHEARN, 513 ELLOTT STREET, KEWANEE, ILLINOIS, 61443			PHYSICIAN'S LICENSE NUMBER 036074050	

This is to certify that this is a true and correct copy from the official death record filed with the Illinois Department of Public Health.



Gail Ripka  
Gail Ripka  
Henry County Registrar

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THE WORD VOID APPEARS WHEN PHOTOCOPIED