

**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"):

**MLPF & S CUST FPO
JAMES J. BERKEMEIER BASIC
FBO JAMES J. BERKEMEIER**

- 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.

Account ID:
Member Interest:

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 **(513) 941-1575**

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:
**MERRILL LYNCH
636-53369 / 639-21124**

- 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:

**JAMES J. BERKEMEIER
3720 TANGO DRIVE
NORTH BEND, OHIO 45052**

3. Date Equity Interest was acquired:

**2/19/2002 - 2000 SHARES
3/25/2002 - 1000 SHARES
8/08/2002 - 5000 SHARES**

Telephone Number **(513) 941-1575**

4. Total amount of member interest: **8000 SHARES**

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:

RECEIVED

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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).

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

01577

DATE
6-16-10

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):
James J. Berkemeier

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Online at: www.mlol.ml.com

Account Number: 639-21124

24-Hour Assistance: (800) MERRILL



TOTAL MERRILL*

MLPF& S CUST FPO
JAMES J. BERKEMEIER BASIC
FBO JAMES J BERKEMEIER
3720 TANGO DR
NORTH BEND OH 45052-9518

Net Portfolio Value:

\$326,317.92

Your Financial Advisor:
STEVEN J SPAETH
5151 PFEIFFER RD STE 100
BLUE ASH OH 45242
steven_spaeth@ml.com
(866) 579-3735

RETIREMENT ACCOUNT

May 01, 2010 - May 28, 2010

ASSETS

	May 28	April 30
Cash/Money Accounts	135,424.58	134,942.32
Fixed Income	-	-
Equities	190,893.34	216,027.63
Mutual Funds	-	-
Options	-	-
Other	-	-
<i>Subtotal (Long Portfolio)</i>	326,317.92	350,969.95
TOTAL ASSETS	\$326,317.92	\$350,969.95

LIABILITIES

Debit Balance	-	-
TOTAL LIABILITIES	-	-
NET PORTFOLIO VALUE	\$326,317.92	\$350,969.95

CASH FLOW

	This Statement	Year to Date
Opening Cash/Money Accounts	\$134,942.32	
CREDITS		
Funds Received	-	-
Electronic Transfers	-	-
Other Credits	-	0.51
<i>Subtotal</i>	-	0.51
DEBITS		
Electronic Transfers	-	-
Other Debits	(87.51)	(281.82)
<i>Subtotal</i>	(87.51)	(281.82)
Net Cash Flow	(\$87.51)	(\$281.31)
Dividends/Interest Income	569.77	904.89
Security Purchases/Debits	-	-
Security Sales/Credits	-	-
Closing Cash/Money Accounts	\$135,424.58	
Securities You Transferred In/Out	-	-

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FBO JAMES J BERKEMEIER

Account Number: 639-21124

24-Hour Assistance: (800) MERRILL

YOUR RETIREMENT ACCOUNT ASSETS

May 01, 2010 - May 28, 2010

CASH/MONEY ACCOUNTS		Total	Estimated	Estimated	Estimated	Estimated
Description	Quantity	Cost Basis	Market Price	Market Value	Annual Income	Est. Annual Yield%
CASH	411.54	411.54		411.54		
FIA CARD SERVICES NA RASP	132,888.07	132,888.07	1.0000	132,888.07	133	.10
READY ASSETS PRIME MONEY (.9700 FRACTIONAL SHARE)	2,124.00	2,124.00	1.0000	2,124.00		
			1.0000	.97		
TOTAL		135,424.58		135,424.58	133	.10

EQUITIES		Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
BREAKWATER RES LTD NEW	BWLRF	N/A		2,300	N/A	N/A	0.2852	655.96	N/A		
CARDICA INC	CRDC	06/11/08		1,000	9.2473	9,247.35	1.6500	1,650.00	(7,597.35)		
INTUITIVE SURGICAL INC NEW	ISRG	02/19/02		450	18.3487	8,256.92	322.7700	145,246.50	136,989.58		
J M SMUCKER CO	SJM	03/10/00		4	21.2850	85.14	55.2200	220.88	135.74	7	2.89
NOKIA CORP SPON ADR	NOK	07/23/04		1,000	11.8753	11,875.35	10.1200	10,120.00	(1,755.35)	351	3.46
PENN WEST ENERGY TR	PWE	11/14/06		400	27.9800	11,192.00	19.2000	7,680.00	(3,512.00)	686	8.92
		11/14/06		100	28.0235	2,802.35	19.2000	1,920.00	(882.35)	172	8.92
Subtotal				500		13,994.35		9,600.00	(4,394.35)	858	8.92
STARTEK INC	SRT	05/05/04		900	34.0500	30,645.00	4.5000	4,050.00	(26,595.00)		
		05/05/04		100	34.0135	3,401.35	4.5000	450.00	(2,951.35)		
		12/09/08		120	3.1500	378.00	4.5000	540.00	162.00		
		12/09/08		880	3.1060	2,733.35	4.5000	3,960.00	1,226.65		
Subtotal				2,000		37,157.70		9,000.00	(28,157.70)		
TOUCH AMERICA HLDNGS INC		02/19/02		2,000	4.1706	8,341.35	NOT	N/A	N/A		
		03/07/02		1,000	3.5880	3,588.00	NOT	N/A	N/A		
		08/02/02		5,000	0.7310	3,655.35	NOT	N/A	N/A		
Subtotal				8,000		15,584.70					
VULCAN INTL CORP DEL	VULC	09/16/92		400	19.5161	7,806.45	36.0000	14,400.00	6,593.55	120	.83
TOTAL						104,007.96		190,893.34	101,814.12	1,336	.70

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We confirm the following transaction subject to the agreement on the reverse side hereof.

ACCOUNT NUMBER
636-53369

TRADE DATE
2/19/2002

YOU BOUGHT

QUANTITY
2000

PRICE
4.09

AMOUNT
8180.00

PROCESSING FEE
5.35

SEC. EXCH. COMM. FEE

ACCRUED INTEREST/DIVIDEND

CHARGE OR MARK-UP/DOWN
156.00

NET AMOUNT
8341.35

SETTLEMENT DATE
2/22/2002

SECURITY DESCRIPTION

TOUCH AMERICA HLDNGS INC

ML/NYSE PRIME PRICE IMPVMT ON
THIS TRADE SAVED YOU \$20.00

UNSOLICITED ORDER

ML SYMBOL TAA



*****AUTO**3-DIGIT 450
TRA708 0001994 T8 P12
MLPF& S CUST FPO
JAMES J BERKEMEIER BASIC
FBO JAMES J BERKEMEIER
3720 TANGO DR
NORTH BEND OH 45052

OFFICE SERVING YOUR ACCOUNT

425 WALNUT STREET
CINCINNATI OH 45202
513-579-3600

CUSIP # 891539108
F/C # 7631 SEC. # 74DY1

EXECUTED ON THE N.Y.S.E.
WE ACTED AS YOUR AGENT

001894

00542

Payment for securities or other investment purchased, and delivery of securities or other investment instruments sold, are due on SETTLEMENT DATE unless otherwise indicated by a DATE DUE. Delivery on or before settlement date will avoid premium charges. Please preserve this confirmation for income tax purposes.

Please write your account number shown above on the face of your check, money order or correspondence and forward to the office serving your account. CODE 6052R (R12-98)
If you have moved or plan to move, notify your Financial Consultant of your new address.

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We confirm the following transaction subject to the agreement on the reverse side hereof.

ACCOUNT NUMBER	TRADE DATE	YOU	QUANTITY	PRICE
636-53369	3/25/2002	BOUGHT	1000	3.51

AMOUNT
3510.00
PROCESSING FEE
SEC. EXCH. COMM. FEE
ACCRUED INTEREST/DIVIDEND
CHARGE OR MARK-UP/DOWN 78.00
NET AMOUNT 3588.00
SETTLEMENT DATE 3/25/2002

SECURITY DESCRIPTION

TOUCH AMERICA HLDNGS INC
AS OF 03/07
UNSOLICITED ORDER

ACCOUNT SETTLES 03/12/02

DIVIDEND REINVESTMENT CAN BE AN EFFECTIVE WAY OF INCREASING LONG-TERM PORTFOLIO PERFORMANCE. FOR ELIGIBLE STOCKS, MERRILL LYNCH OFFERS THIS SERVICE FREE OF CHARGE TO CMA, CBA, EAA AND RETIREMENT ACCOUNT CLIENTS THROUGH OUR REINVESTMENT POWER SM SERVICE. PLEASE CONTACT YOUR FINANCIAL CONSULTANT OR CLIENT SERVICE REPRESENTATIVE TO ENROLL TODAY.

ML SYMBOL TAA



*****AUTO**ALL FOR AADC 450
TRA708 0022656 T96 P155
MLPF& S CUST FPO
JAMES J BERKEMEIER BASIC
FBO JAMES J BERKEMEIER
3720 TANGO DR
NORTH BEND OH 45052

OFFICE SERVING YOUR ACCOUNT
425 WALNUT STREET
CINCINNATI OH 45202
513-579-3600

CUSIP # 891539108
F/C # 7631 SEC. # 74DY1

EXECUTED ON THE N.Y.S.E.
WE ACTED AS YOUR AGENT

022656

061150

Payment for securities or other investment purchased, and delivery of securities or other investment instruments sold, are due on SETTLEMENT DATE unless otherwise indicated by a DATE DUE. Delivery on or before settlement date will avoid premium charges. Please preserve this confirmation for income tax purposes.

Please write your account number shown above on the face of your check, money order or correspondence and forward to the office serving your account. CODE 6052R (R12-89)

If you have moved or plan to move, notify your Financial Consultant of your new address.

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Merrill Lynch

We confirm the following transaction subject to the agreement on the reverse side hereof.

ACCOUNT NUMBER 636-53369	TRADE DATE 8/08/2002	YOU BOUGHT	QUANTITY 5000	PRICE .70	AMOUNT 3500.00
SECURITY DESCRIPTION TOUCH AMERICA HLDNGS INC					PROCESSING FEE 5.35
EXECUTED 100PC NYSE					SEC. EXCH. COMM. FEE
AS OF 08/02					ACCRUED INTEREST/DIVIDEND
AV PX IS SHOWN PER YR AGREEMNT					CHARGE OR MARK-UP/DOWN 150.00
ACCOUNT SETTLES 08/07/02					NET AMOUNT 3655.35
ML ACTED AS AGENT					SETTLEMENT DATE 8/08/2002
YR AGT HAS TRANSACTION DETAILS					
DIVIDEND REINVESTMENT CAN BE AN EFFECTIVE WAY OF INCREASING					
LONG-TERM PORTFOLIO PERFORMANCE. FOR ELIGIBLE STOCKS, MERRILL					
LYNCH OFFERS THIS SERVICE FREE OF CHARGE TO CMA, CBA, EAA					
AND RETIREMENT ACCOUNT CLIENTS THROUGH OUR REINVESTMENT					
POWER SM SERVICE. PLEASE CONTACT YOUR FINANCIAL CONSULTANT					
OR CLIENT SERVICE REPRESENTATIVE TO ENROLL TODAY.					
ML SYMBOL TAA					

*****AUTO**3-DIGIT 450
 TRA708 0002016 T9 P11
 MLPF& S CUST FPO
 JAMES J BERKEMEIER BASIC
 FBO JAMES J BERKEMEIER
 3720 TANGO DR
 NORTH BEND OH 45052

OFFICE SERVING YOUR ACCOUNT
 425 WALNUT STREET
 CINCINNATI OH 45202
 513-579-3600

CUSIP # 891539108
 F/C # 7631 SEC. # 74DY1

SEE ABOVE FOR TRANSACTION
 DETAILS

002016

Payment for securities or other investment purchased, and delivery of securities or other investment instruments sold, are due on SETTLEMENT DATE unless otherwise indicated by a DATE DUE. Delivery on or before settlement date will avoid premium charges. Please preserve this confirmation for income tax purposes.

Please write your account number shown above on the face of your check, money order or correspondence and forward to the office serving your account. CODE 6052R (R12-99)

If you have moved or plan to move, notify your Financial Consultant of your new address.

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