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:

Account ID:

Member Interest:

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 FBO
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.

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
636-53368/639-21125

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

Telephone Number (513) 941-1575

3. Date Equity Interest was acquired:

6/21/2001 - 1000 SHARES
8/03/2001 - 1000 SHARES

4. Total amount of member interest: 2000 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
JUN 21 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

THIS SPACE FOR COURT USE ONLY

Touch America POI
01578

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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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

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

Net Portfolio Value: $1,083,284.43

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

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RETIREMENT ACCOUNT

May 01, 2010 - May 28, 2010

ASSETS

	May 28	*April 30*
Cash/Money Accounts	**410,333.40**	409,141.11
Fixed Income	-	-
Equities	**641,331.27**	712,379.07
Mutual Funds	**31,619.76**	37,307.52
Options	-	-
Other	-	-
Subtotal (Long Portfolio)	***1,083,284.43***	*1,158,827.70*
TOTAL ASSETS	**$1,083,284.43**	$1,158,827.70

LIABILITIES

Debit Balance	-	-
TOTAL LIABILITIES	-	-
NET PORTFOLIO VALUE	**$1,083,284.43**	$1,158,827.70

CASH FLOW

	This Statement	*Year to Date*
Opening Cash/Money Accounts	**$409,141.11**	
CREDITS		
Funds Received	-	-
Electronic Transfers	-	-
Other Credits	-	4.59
Subtotal	-	*4.59*
DEBITS		
Electronic Transfers	-	-
Other Debits	**(164.13)**	(208.21)
Subtotal	***(164.13)***	*(208.21)*
Net Cash Flow	**($164.13)**	($203.62)
Dividends/Interest Income	**1,356.42**	6,957.16
Security Purchases/Debits	-	-
Security Sales/Credits	-	141,970.46
Closing Cash/Money Accounts	**$410,333.40**	
Securities You Transferred In/Out	-	167.86

YOUR RETIREMENT ACCOUNT ASSETS

May 01, 2010 - May 28, 2010

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EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
NASDAQ OMX GRP INC	NDAQ	03/02/07	500	29.1707	14,585.35	18.5900	**9,295.00**	(5,290.35)		
NOKIA CORP SPON ADR	NOK	06/21/01	1,000	22.5853	22,585.35	10.1200	10,120.00	(12,465.35)	351	3.46
		05/05/04	600	14.5500	8,730.00	10.1200	6,072.00	(2,658.00)	211	3.46
		05/05/04	400	14.5400	5,816.00	10.1200	4,048.00	(1,768.00)	141	3.46
Subtotal			*2,000*		*37,131.35*		***20,240.00***	*(16,891.35)*	**703**	3.46
NYSE EURONEXT	NYX	04/27/05	500	29.0207	14,510.35	28.6700	**14,335.00**	(175.35)	**601**	4.18
PATIENT PORTAL TECHNOLOGIES INC	PPRG	N/A	5	N/A	N/A	0.1200	**.60**	N/A		
PENN WEST ENERGY TR	PWE	11/14/06	500	27.9607	13,980.35	19.2000	**9,600.00**	(4,380.35)	**857**	8.92
PFIZER INC	PFE	03/24/08	1,000	20.7049	20,704.95	15.2300	**15,230.00**	(5,474.95)	**720**	4.72
PNC FINCL SERVICES GROUP	PNC	11/27/07	19	481.3342	9,145.35	62.7500	**1,192.25**	(7,953.10)	**8**	.63
REGENERON PHARMACTCLS	REGN	08/02/07	100	14.2400	1,424.00	28.5700	2,857.00	1,433.00		
		08/02/07	100	14.2400	1,424.00	28.5700	2,857.00	1,433.00		
		08/02/07	200	14.2400	2,848.00	28.5700	5,714.00	2,866.00		
		08/02/07	100	14.2935	1,429.35	28.5700	2,857.00	1,427.65		
Subtotal			*500*		*7,125.35*		***14,285.00***	7,159.65		
ROYAL DUTCH SHEL PLC SPONS ADR B	RDSB	03/05/04	430	49.3837	21,235.03	50.6400	**21,775.20**	540.17	**1,445**	6.63
STARTEK INC	SRT	10/20/08	1,000	2.7553	2,755.35	4.5000	**4,500.00**	1,744.65		
TITANIUM METALS CORP NEW	TIE	06/27/08	1,000	14.0453	14,045.35	17.6700	**17,670.00**	3,624.65		
TOTAL S.A. SP ADR	TOT	03/06/09	1,000	45.1102	45,110.25	46.6300	**46,630.00**	1,519.75	**2,749**	5.89
TOUCH AMERICA HLDNGS INC		06/21/01	1,000	10.2753	10,275.35	NOT	N/A	N/A		
		08/03/01	1,000	6.8653	6,865.35	NOT	N/A	N/A		
Subtotal			*2,000*		*17,140.70*					
UNILEVER PLC NEW ADR	UL	09/17/04	900	19.6216	17,659.47	27.0400	**24,336.00**	6,676.53	**1,397**	5.73
VECTREN CORP INDIANA COM	VVC	04/02/03	1,300	21.5926	28,070.40	23.0500	**29,965.00**	1,894.60	**1,768**	5.90

Merrill Lynch

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

ACCOUNT NUMBER	TRADE DATE	YOU	QUANTITY	PRICE
636-53368	6/21/2001	BOUGHT	1000	10.15

SECURITY DESCRIPTION

MONTANA POWER CO
****
ML/NYSE PRIME PRICE IMPVMNT ON
THIS TRADE SAVED YOU $10.00
****
UNSOLICITED ORDER

ML SYMBOL MTP

AMOUNT	10150.00
PROCESSING FEE	5.35
SEC. EXCH. COMM. FEE	
ACCRUED INTEREST/DIVIDEND	
CHARGE OR MARK-UP/DOWN	120.00
NET AMOUNT	10275.35
SETTLEMENT DATE	6/26/2001

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 # 612085100
F/C # 7631 SEC. #50871

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

D14490

856666

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 8052R (R12-99)

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	TRADE DATE	YOU	QUANTITY	PRICE
636-53368	8/03/2001	BOUGHT	1000	6.77

SECURITY DESCRIPTION

MONTANA POWER CO
UNSOLICITED ORDER

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 MTP

AMOUNT	6770.00
PROCESSING FEE	5.35
SEC. EXCH. COMM. FEE	
ACCRUED INTEREST/DIVIDEND	
CHARGE OR MARK-UP/DOWN	90.00
NET AMOUNT	6865.35
SETTLEMENT DATE	8/08/2001

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

010144

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

CUSIP # 612085100
F/C # 7631 SEC. #50871

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

029480

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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