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: s24132
Account ID: BERNARDI THOC101
Member Interest: 1,138.271
+ 800 acquired as gift

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.

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"):

16938112013443
THOMAS C BERNARDI
& SALLY J BERNARDI JT TEN
15305 LAKE MAURINE DR
ODESSA, FL 33556-3113

Telephone Number 813 920-3852

☐ 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.

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:

RECEIVED
JUN 25 2010
BMC GROUP

Telephone Number ( )

3. Date Equity Interest was acquired:
See Attached letter

4. Total amount of member interest: 1938.271

5. Certificate number(s): TA 08651 800 shares
Div. Reinvestment 1,138.271 shares
Total 1,938.271

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
01798

DATE 6/21/2010

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):

T Bernardi Sally J Bernardi

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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

Thomas C and Sally J Bernardi

Thomas C and Sally Bernardi
15305 Lake Maurine Drive
Odessa, FL 33556-3113
June 19, 2010

Dear Claims Administrator,

My deceased parents, Adam and Mary Bernardi, 1767 Elmwood Drive, Highland Park, IL 60035 owned 2,400 shares of Montana Power Company. On September 30, 2002, my mother [my father died in 1992] transferred as a gift 800 shares to each of 3 sons – Richard A. Bernardi [in joint tenancy], James A Bernardi, and Thomas C Bernardi [in joint tenancy]. My parents owned Montana Power since 1984.

Attached to this letter please find attached:

Exhibit 1 - is a copy of the 800 share certificate from that gift given to us – Thomas and Sally Bernardi – transferred on the books of the registrar on October 11, 2002.

Exhibit 2 – is the broker confirmation for the original 600 shares purchased by my parents on 12/14/84 that were then split 2 for 1 on 1/31/90, for a total of 1,200 shares.

Exhibit 3 - After my father's death, my mother had the shares reissued to her name alone Mary F. Bernardi - Certificate B85214 for 1,200 shares. The shares were then split again 2 for 1 and another certificate – B111202 was issued for another 1,200 shares, for the 2,400 share total above that was gifted to the three sons in 2002.

Exhibits 4 and 5 - Also included in our claim are shares purchased by Thomas and Sally independent of my parents gifts totaling 1,138.2710 shares that were held in the Montana Power dividend reinvestment program.

Since neither of my parents are alive to make this claim, the undersigned certifies that a claim will not be made by the estate [I am my mother's executor], but by each of the 3 sons as named above.

Thomas C Bernardi [as joint owner]

Thomas C Bernardi [as executor of the Estate of Mary F. Bernardi]

Sally Bernardi [as joint owner]

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TA 08651

MBER

08651

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

299792458

TOUCHAMERICA

Exhibit 1

SHARES

800

COMMON STOCK

PAR VALUE $.01

CUSIP 891539 10 8

SEE REVERSE FOR CERTAIN DEFINITIONS

THIS IS TO
CERTIFY THAT

THOMAS C BERNARDI ****800*********
& SALLY J BERNARDI ****800*********
JT TEN ****800*********
15705 LAKE MAURINE DR ****800*********
ODESSA FL 33556-3113 ****800*********

IS THE OWNER OF **EIGHT 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.

Certificate of Stock

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: OCT 11, 2002

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

By Rose Marie Ralph
Senior Assistant Secretary

Robert P. Gannon
Chairman of the Board and Chief Executive Officer

Paul T. Fleming
Vice President and Secretary

010-11-54:02 AM

8651

Exhibit 2

... from 5:30 ... service. Each child then received a ...

Quick & Reilly, Inc.
120 Wall Street, New York, N.Y. 10005
(212) 943-8686 (800) 221-5220

MTP

Account carried by
Q & R Clearing Corporation
Members N.Y. Stock Exchange
120 BROADWAY NEW YORK

MEMBERS OF NEW YORK STOCK EXCHANGE, INC.

PRICE	M	C
18 5/8	1	1

MTP

YOU BOUGHT	YOU SOLD
600	

MONTANA POWER CO

CO. 812035100000

782 1 21

GROSS AMOUNT	INTEREST	COMMISSION	STATE TAX	SEC FEE	SERVICE CHARGE	AMOUNT DUE	TRADE DATE	SETTLEMENT DATE	CHECKING DATE
1117500		7878				1125378	121484	122184	1214

TAX IDENTIFICATION NUMBER	ACCOUNT NUMBER	F.V.	SECURITY NO.	INTERNAL USE ONLY
344-07-6101	14426273-1-9	605	M597456	01927 0

ADAM C BERNARDI &
MARY F BERNARDI JTWROS
1767 ELLWOOD DRIVE
HIGHLAND PARK IL 60035

FOR THE ACCOUNT OF

79 WEST MONROE
CHICAGO,ILL 60603
TEL(312)726-0010

MAIL CHECKS OR SECURITIES TO ABOVE ADDRESS.
MAKE CHECKS PAYABLE TO:
Q & R CLEARING CORPORATION.

SUBJECT TO TERMS AND CODED SYMBOLS AS INDICATED BY ... ARE EXPLAINED ON REVERSE SIDE

ORIGINAL CONFIRMATION
RETURN SECOND COPY WITH PAYMENT OR SECURITIES BY SETTLEMENT DATE ABOVE

... jul igen". We
twigs cut from
ree by the door
e mat and also
our shoes.
the day before
s in the house
pped evergreen
floor. Then we

The following winners were announced at the October 28 brunch:
1st prize (pewter tea set) —
Mary Long of Waukegan
2nd prize (pewter candelabra) —
Ray Johnson of Lake Forest
3rd prize (rosemaled chest) —
Dorothy Hanson of Lake Forest

IMPORTANT

RETAIN AS YOUR COPY

PLEASE DETACH FOR YOUR RECORDS

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Exhibit 3

MONTANA POWER COMPANY

INVESTOR SERVICES DEPARTMENT: 40 EAST BROADWAY, BUTTE, MONTANA 59701-9394

Form No. 0761 5/94

August 29, 1995

Mary F Bernardi
1767 Elmwood Dr
Highland Park IL 60035

In line with your transfer instructions of 8/15/95, we enclose herewith the following certificates representing Common Stock of The Montana Power Company:

Name	Cert No.	Shares
MARY F BERNARDI	B85214	1,200

Received 9-5-95 @ H.P.Post Office #NL 9-2-95 CR18 eB
Registered Mail #709 388 967

To The Montana Power Co.
Stock Transfer Dept.
40 E. Broadway
Butte, MT. 59701-4989

Please acknowledge receipt on the enclosed copy.

THE MONTANA POWER COMPANY

By BM Ralph
Transfer Agent

TELEPHONE 406/723-5421 • FACSIMILE 406/496-5049
TOLL FREE NUMBERS. WITHIN MONTANA - 800-325-6767. OUTSIDE MONTANA - 800-245-6767

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CORPORATE AND SHAREHOLDER SERVICES
40 EAST BROADWAY ST.
BUTTE, MONTANA 59701-9394

The Montana Power Company

Exhibit 4

A participant may purchase additional shares of common stock by RETURNING THIS STUB and a check or money order made payable to THE MONTANA POWER COMPANY. Refer to the Dividend Reinvestment and Stock Purchase Plan prospectus for additional information.

DATE

$25 MINIMUM CASH PAYMENT ENCLOSED

$

0000042554 ******* MIXED AADC 350

THOMAS C BERNARDI
& SALLY J BERNARDI
JT TEN
15305 LAKE MAURINE DR
ODESSA FL 33556-3113

ACCOUNT NUMBER

72420

☐ SEND FORM W-9 FOR TAXPAYER IDENTIFICATION NUMBER CORRECTION.

PLEASE RETURN THIS STUB PORTION WHEN MAKING A CASH PAYMENT, ADDRESS CHANGE, OR WITHDRAWAL REQUEST.

The Montana Power Company

CORPORATE AND SHAREHOLDER SERVICES, 40 EAST BROADWAY ST., BUTTE, MONTANA 59701-9394

DIVIDEND REINVESTMENT AND STOCK PURCHASE PLAN STATEMENT OF ACCOUNT

PURCHASE PERIOD	RECORD DATE	ACCOUNT NUMBER
10/27/00 - 11/02/00	10/06/00	72420

CURRENT RECORD DATE SHARE INFORMATION

TYPE OF STOCK	DIVIDEND RATE $	SHARES HELD AT RECORD DATE: BY YOU IN CERTIFICATE FORM	SHARES HELD AT RECORD DATE: BY PLAN/ SAFEKEEPING	$ DIVIDEND AMOUNT ON SHARES REINVESTED: BY YOU IN CERTIFICATE FORM	$ DIVIDEND AMOUNT ON SHARES REINVESTED: BY PLAN/ SAFEKEEPING	TAX WITHHELD (IF APPLICABLE) $	NET AMOUNT FOR REINVESTMENT $
COMMON	.20000		1130.144	.00	226.03	.00	226.03

STATEMENT OF PLAN ACTIVITY

DATE OF TRANSACTION	TRANSACTION DESCRIPTION	TRANSACTION AMOUNT $	MARKET PRICE $	SHARES ACQUIRED/WITHDRAWN	BALANCE OF SHARES HELD IN THE PLAN
			BALANCE FORWARD ▶		1112.303
02/09/00	DIVIDEND REINVESTED	222.46	41.7506	5.328	1117.631
05/04/00	DIVIDEND REINVESTED	223.53	44.0445	5.075	1122.706
08/03/00	DIVIDEND REINVESTED	224.54	30.1896	7.438	1130.144
11/07/00	DIVIDEND REINVESTED	226.03	27.8108	8.127	1138.271

IMPORTANT INFORMATION ON REVERSE SIDE

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FX1580

Corporate and Shareholder Services
Touch America Holdings, Inc
130 N Main St
Butte, MT 59701-9332

RETURN SERVICE REQUESTED

299792458
TOUCHAMERICA

Exhibit 5

A participant may purchase additional shares of common stock by RETURNING THIS STUB and a check or money order made payable to TOUCH AMERICA HOLDINGS, INC. Refer to the Optional Stock Purchase Plan prospectus for additional information.

DATE
$25 MINIMUM CASH PAYMENT ENCLOSED
$
ACCOUNT NUMBER (REFER TO THIS # ON ALL INQUIRIES)
72420

0000180731 UTO** ALL FOR AADC 335

THOMAS C BERNARDI
& SALLY J BERNARDI
JT TEN
15305 LAKE MAURINE DR
ODESSA FL 33556-3113

Touch America Holdings, Inc.

CORPORATE AND SHAREHOLDER SERVICES, 130 N. MAIN ST., BUTTE, MONTANA 59701-9332

OPTIONAL STOCK PURCHASE PLAN ANNUAL STATEMENT OF ACCOUNT

Statement Date	Account Number
JUNE 4, 2002	72420

CURRENT SHARE INFORMATION

TYPE OF STOCK	SHARES HELD BY YOU IN CERTIFICATE FORM	SHARES HELD BY PLAN/ SAFEKEEPING	TOTAL
COMMON	.000	1138.271	1138.271

F1880A

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IMPORTANT INFORMATION ON REVERSE SIDE