

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT COURT OF MONTANA  
BUTTE DIVISION

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COURT CLERK

2010 FEB 10 PM 4 13

PATRICK E. DUFFY, CLERK

IN RE TOUCH AMERICA  
HOLDINGS, INC. ERISA LITIGATION

Case No. CV 02-106-BU-SEH

DEPUTY CLERK

This Document Relates To: ALL  
ACTIONS

**ORDER  
APPOINTING  
ADMINISTRATOR FOR  
PROPOSED SETTLEMENT**

Having reviewed Plaintiffs' Motion for Approval of Class Notice and to Set Fairness Hearing and Related Deadlines and the papers filed in connection therewith, and good cause appearing for the appointment of an Administrator to carry out the necessary tasks for the provision of Notice of the proposed Settlement to the former participants and beneficiaries of the Montana Power Company 401(k) Plan (the "Plan") during the Class Period, and to administer the Settlement in the event it obtains Final Approval, the Court hereby ORDERS as follows:

1. The Court appoints Gilardi & Co. LLC ("Gilardi") as the Administrator of the proposed Settlement.
2. In order to provide Notice of the Proposed Settlement, Gilardi will complete the following tasks: (i) convert Plan records into a useable electronic database for the purpose of sending Mailed Notice to the last known address of all Class Members; (ii) update the address list through the National Change of Address ("NCOA") database; (iii)

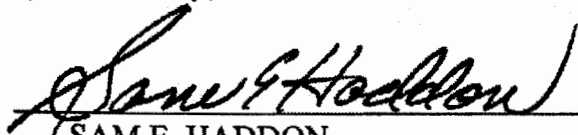
print and mail the Mailed Notice to each Class Member; (iv) with respect to all returned Mailed Notices, run an additional search for more current addresses; (v) cause the printing of a Published Notice in the seven major Montana Newspapers and one national publication informing Class Members of the proposed Settlement of this action as well as the proposed Settlements of the Touch America securities litigation and the *McGreevey* litigation (collectively, the "Touch America litigations"); (vi) maintain a website containing information about the proposed Settlement of this action and the other Touch America litigations, and Class Members' rights with respect to each of the Touch America litigations and (vii) perform such other tasks as may be necessary to ensure the provision of the best practicable Notice under the circumstances of this case.

3. In the event that the proposed Settlement becomes final, Gilardi shall work with the Independent Fiduciary to administer the Settlement. In this capacity, Gilardi shall (i) convert Plan records into useable electronic data for the purposes of implementing the Plan of Allocation of the Settlement proceeds; (ii) run the necessary calculations to determine the amount of each Class Member's recovery under the Settlement; (iii) obtain an audit of the resuscitated

Plan as necessary to comply with Department of Labor requirements;  
(iv) send multiple mailings to Class Members advising them of the amount they will receive under the Settlement and asking them to elect whether they wish to roll their Settlement recovery into an IRA or other qualified retirement plan or receive a check; (v) cut and send checks to Class Members in the amount of their recovery; (vi) maintain a Settlement website and staff an 800 number in order to answer Class Members' claims about the proposed Settlement; and (vii) perform such other tasks as may be necessary in order to administer the Settlement in accordance with the terms of Settlement Agreement, the Plan of Allocation, and this Court's Orders.

4. Gilardi estimates that the total cost for its services as outlined above will be approximately \$79,200. These costs will be paid out of the \$4.9 million Class Settlement Amount.

DATED this 10<sup>th</sup> day of February, 2010.

  
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SAM E. HADDON  
United States District Judge