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

IN RE TOUCH AMERICA HOLDINGS, INC.
ERISA LITIGATION

No. CV-02-106-BU-SEH

PLAINTIFFS' UNOPPOSED MOTION FOR
APPROVAL OF CLASS NOTICE AND TO SET
FAIRNESS HEARING AND RELATED
DEADLINES

This Document Relates To: ALL ACTIONS

Plaintiffs Ross Buckingham, Warren Bellcour, Kim Moran, Torlief Pederson, and Charles Porter (“*Named Plaintiffs*”),¹ on behalf of themselves and the *Settlement Class*, respectfully submit this Unopposed Motion for Approval of Class Notice and to Set Fairness Hearing and Related Deadlines.

The *Settling Parties*² to this ERISA action have achieved a global settlement with contributions totaling \$4.9 million (“*Class Settlement Amount*”) for the benefit of the *Settlement Class*. As set forth below, the proposed *Settlement* is fair, reasonable, and adequate and is the product of arm’s-length negotiations between counsel for the *Settlement Class* (“*Class Counsel*”) and counsel for *Defendants* and *Federal*. The *Named Plaintiffs*, therefore, respectfully request that the Court grant their motion.

¹ Terms in this Memorandum that are italicized and capitalized have the meanings stated in the Agreement of Compromise and Settlement—ERISA Litigation (“*Settlement Agreement*”), which is Exhibit D to the *Master Settlement Agreement* filed with this Court in *McGreevey v. Montana Power Company*, Case No. CY-03-01-BU-SEH. See Not. Filing Settle., Ex. D (Doc. 478). The final, fully executed *Settlement Agreement* was filed with the Court in *McGreevey* as Exhibit C to the December 1, 2009, Notice of Filing of Additional Signature Pages (Doc. 480) and is attached hereto as Exhibit A.

² The “*Settling Parties*” are *Named Plaintiffs*; Defendants Robert P. Gannon, Jerrold P. Pederson, Pamela K. Merrell, Ellen M. Senechal (n/k/a Ellen M. Marbut), R.W. Cope, Tucker Hart Adams, Alan F. Cain, John G. Connors, R.D. Corrette, Kay Foster, John R. Jester, Carl Lehrkind, III, Deborah D. McWhinney and Noble E. Vosburg (“*Montana Power Company Defendants*”); Defendant The Northern Trust Company and affiliated entities (“*The Northern Trust Company*”); and Federal Insurance Company (“*Federal*”).

Federal's contribution of \$3,675,000 under the proposed *Settlement* is nearly all that remains of the available insurance monies in this case – and far more than would be left if the parties litigated to a trial verdict. In addition to the insurance proceeds, the *Class Settlement Amount* includes payments on behalf of individual and institutional *Defendants*. The Plan Trust of Touch America Holdings, Inc. (“*Plan Trust*”), will contribute \$1,200,000 to discharge claims belonging to certain of the ERISA *Defendants* in Touch America’s bankruptcy proceeding, some of whom are also *Montana Power Company Defendants* in the case at bar. *The Northern Trust Company* will also contribute \$25,000, even though it has been granted summary judgment.

The *Settling Parties* have established all necessary prerequisites for approval of the *Settlement*. They urge the Court to enter the proposed *Notice Order* approving the *Class Notice*, scheduling a final *Fairness Hearing*, and addressing related procedural issues.

For the foregoing reasons, the *Named Plaintiffs* respectfully request that the Court enter the proposed *Notice Order*, which: (i) approves the form and content of the *Class Notice*; (ii) sets a date and time for the *Fairness Hearing* to consider final approval of the *Settlement*; and (iii) addresses related procedural issues. Pursuant to Local Rule 7.1(c), Plaintiffs have confirmed that none of the parties to the ERISA action oppose this motion.

Respectfully submitted this 4th day of December, 2009.

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CERTIFICATE OF SERVICE

The undersigned does hereby certify that on December 4, 2009, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to counsel listed below who have registered for CM/ECF filing. Additionally, a copy of the foregoing document was served by regular mail to the non-registered individuals by depositing a copy of the same in the U.S. Mail, postage pre-paid, addressed as follows:

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