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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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IN RE:

TOUCH AMERICA HOLDINGS, INC.,  
et al.

- ) Case No. 03-11915 (KJC)
- ) Jointly Administered
- ) Bidding Procedures Order
- ) Objection Deadline: July 3, 2003 at 4:00 p.m.
- ) Hearing Date: July 9, 2003 at 2:00 p.m.
- ) Sale Order
- ) Objection Deadline: July 21, 2003 at 4:00 p.m.
- ) Hearing Date: July 28, 2003 at 2:00 p.m.

**NOTICE OF HEARING DATES AND OBJECTION DEADLINES  
WITH RESPECT TO THE MOTION FOR ORDER, PURSUANT TO 11 U.S.C. §§ 105(a),  
362, 363, 364, 365 AND 1146(c) AND FED. R. BANKR. P. 2002, 6004 AND 6006,  
APPROVING (i) NOTICE AND BIDDING PROCEDURES, (ii) BID PROTECTIONS,  
INCLUDING A BREAK-UP FEE, AND (iii) ASSET PURCHASE AGREEMENT; (B)  
AUTHORIZING SALE AND TRANSFER OF ASSETS TO 360NETWORKS  
CORPORATION OR TO ANOTHER HIGHEST OR OTHERWISE BEST BIDDER;  
AND (C) AUTHORIZING ASSUMPTION AND ASSIGNMENT OF CERTAIN  
EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

**TO: OFFICE OF THE UNITED STATES TRUSTEE, COUNSEL TO 360NETWORKS  
CORPORATION, COUNSEL TO QWEST AND TO ALL THOSE PRESENTLY  
KNOWN TO ASSERT CLAIMS AGAINST THE DEBTORS**

On June 23, 2003, the above-captioned debtors and debtors in possession (the  
"Debtors"), filed and served the Motion For Order, Pursuant to 11 U.S.C. §§ 105(a), 362, 363,  
364, 365 and 1146(c) and Fed. R. Bankr. P. 2002, 6004 and 6006, (A) Approving (i) Notice and  
Bidding Procedures, (ii) Bid Protections, Including a Break-Up Fee, and (iii) Asset Purchase  
Agreement; (B) Authoring Sale and Transfer of Assets to 360Networks Corporation or to  
Another Highest or Otherwise Best Bidder; and (C) Authorizing Assumption and Assignment of  
Certain Executory Contract and Unexpired Leases (the "Motion").

- AUS \_\_\_\_\_
- CAF \_\_\_\_\_
- CMP \_\_\_\_\_
- COM \_\_\_\_\_
- CTR \_\_\_\_\_
- ECR \_\_\_\_\_
- GCL \_\_\_\_\_
- OPC \_\_\_\_\_
- MMS \_\_\_\_\_
- SEC 1
- OTH None

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The Motion contemplates two hearings with respect to the relief sought therein. The first hearing (the "Bidding Procedures Hearing") will be held before the Honorable Kevin J. Carey at the United States Bankruptcy Court for the Eastern District of Pennsylvania, Robert N.C. Nix Sr. Federal Courthouse, 900 Market Street, Philadelphia, PA 19107 on July 9, 2003 at 2:00 p.m., on the entry of an order (the "Bidding Procedures Order") approving: (i) Notice and Bidding Procedures, (ii) Bid Protections, Including a Break-Up Fee, and (iii) Form of Asset Purchase Agreement.

Any objections to the entry of the Bidding Procedures Order must be in writing, filed with the Bankruptcy Court and served so as to be received by (i) Young Conaway Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, Wilmington, DE 19801, Attn: Robert S. Brady, Esq. ; (ii) Willkie Farr & Gallagher, 787 Seventh Avenue, New York, New York 10019, Attn: Alan J. Lipkin, Esq ; (iii) the Debtors, Touch America Holdings, Inc., 130 North Main, Butte, MT 59701, Attn: Michael Zimmerman; and (iv) the United States Trustee for the District of Delaware, 844 King Street, Suite 2313, Lockbox 35, Wilmington, DE 19801, Attn: Margaret Harrison, Esq. (collectively, the "Notice Parties") before 4:00 p.m. prevailing Eastern Time on July 3, 2003. Only those objections made in writing and timely filed and received will be considered by the Court at the Bidding Procedures Hearing.

The second hearing (the "Sale Hearing") will be held before the Honorable Kevin J. Carey at the United States Bankruptcy Court for the Eastern District of Pennsylvania, Robert N.C. Nix Sr. Federal Courthouse, 900 Market Street, Philadelphia, PA 19107 on July 28, 2003 at 2:00 p.m., on the entry of an order (the "Sale Order"): Authorizing Sale and Transfer of Assets to 360networks Corporation or to Another Highest or Otherwise Best Bidder and Authorizing Assumption and Assignment of Certain Executory Contract and Unexpired Leases.

Any objections to the entry of the Sale Order must be in writing, filed with the Bankruptcy Court and served so as to be received by the Notice Parties, before 4:00 p.m. prevailing Eastern Time on July 21, 2003. Only those objections made in writing and timely filed and received will be considered by the Court at the Sale Hearing.

A copy of the Motion and the exhibits to the Motion may be procured upon written request to Bankruptcy Management Corporation, 1330 E. Franklin Ave , El Segundo, CA 90245.

Dated: June 23, 2003

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Robert S. Brady (No. 2847)

Pauline K. Morgan (No. 3650)

Maureen D. Luke (No. 3062)

Edward J. Kosmowski (No. 3849)

Edmon L. Morton (No. 3856)

The Brandywine Building, 17<sup>th</sup> Floor

1000 West Street

P.O. Box 391

Wilmington, DE 19899-0391

Telephone: (302) 571-6600

Proposed Counsel for Debtors