

**ACTION BY UNANIMOUS WRITTEN CONSENT
IN LIEU OF A MEETING OF THE BOARD OF DIRECTORS
OF
McDONALD COUNTY TELEPHONE COMPANY**

The undersigned, being all the Directors of McDonald County Telephone Company, a Missouri corporation (the "Corporation"), do hereby adopt by unanimous written consent the following resolution, which shall have the same force and effect as though adopted at a duly convened meeting of the Board of Directors of the Corporation:

WHEREAS, it is in the best interests of the Corporation to enter into a loan agreement with The Corner Stone Bank ("Bank") that will enable the Corporation to borrow up to \$540,000 to build additional facilities necessary for the Corporation to continue to provide service to its customers, and pursuant to that agreement to create a lien on the Corporation's assets;

NOW, THEREFORE, BE IT RESOLVED, that each of the officers of the Corporation, or any one of them (collectively, the "Officers" and each individually, an "Officer"), be and hereby are authorized and directed to enter into a loan agreement with Bank for the purpose of obtaining up to \$540,000 in additional financing, and to pledge any or all real and personal property of the Corporation, now or hereafter existing, to secure the loan, upon such terms and conditions as said Officers, in their sole discretion, deem desirable. For such purpose, the Officers are expressly authorized to make, execute, and deliver, on behalf of the Corporation, all necessary promissory notes, loan agreements, and other obligations, instruments, security agreements, pledge agreements, and documents of all kinds, and to do and/or cause to be done, from time to time, all things that may be necessary and/or proper for the carrying out of the terms of these resolutions, including but not limited to seeking necessary regulatory approvals; and

RESOLVED FURTHER, that the actions of the Officers of the Corporation that are authorized by these resolutions be and are hereby ratified, confirmed, and approved; and

RESOLVED FURTHER, that each of the Officers of the Corporation is hereby authorized: (1) to obligate the Corporation to pay such rate or rates of interest as the Officers shall deem proper; (2) to execute and deliver to Bank any agreements and other documents or instruments related to the Loan as may be required by Bank; and (3) to take such other action as may reasonably be required to secure the loan; and


RESOLVED FURTHER, that these resolutions shall be binding upon the Corporation until a resolution amending them shall have been duly and legally adopted; and

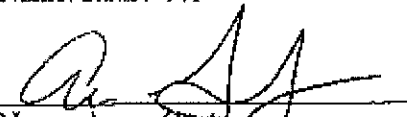
RESOLVED FURTHER, as may be required, the Secretary the Corporation is hereby directed to certify to Bank a copy of these resolutions.

The undersigned, by affixing their signature hereto as of this 14 day of July 2008, do hereby consent to, authorize and approve the foregoing resolution in their capacity as all of the Directors of the Corporation.


Name: Ross Babbitt


Name: Vicki Babbitt


Name: Ruth Roessler


Name: Aaron Gent