

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

The undersigned, being all the Directors of **ELLINGTON TELEPHONE COMPANY**, a Missouri corporation (the "**Corporation**"), do hereby adopt by this unanimous written consent, in accordance with Section 351.340.2 of the Revised Statutes of the State of Missouri, the following resolution having 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 Master Loan Agreement with **COBANK, ACB** ("**CoBank**") so as to enable the Corporation to borrow up to \$3,000,000 in the aggregate at any one time outstanding in the form of a senior secured reducing revolving loan from CoBank (collectively, the "**Loan**") in order to (A) finance capital expenditures of the Corporation, (B) make an investment in Crossroads Wireless, Inc.; (C) use for general corporate purposes of the Corporation and its subsidiary and (D) pay fees and expenses associated with the Loan;

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 are hereby authorized and directed to (A) borrow the Loan on behalf of the Corporation, (B) cause its subsidiary to guarantee the Loan and (C) pledge any or all real and personal property, now or hereafter existing, of the Corporation and its subsidiary to secure the Loan and such guaranty, upon such terms and conditions as they in their sole discretion deem desirable. For such purpose, the Officers are 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 amendments to and modifications of any thereof, including but not limited to seeking necessary regulatory approvals.

RESOLVED FURTHER, that the actions of the Officers of the Corporation in incurring indebtedness to CoBank, heretofore for the account of the Corporation in executing any agreement or document relating thereto, or in doing any act authorized by these Resolutions be and are hereby ratified, confirmed and approved.

RESOLVED FURTHER, that each of the Officers of the Corporation are hereby jointly and severally authorized: (1) to obligate the Corporation to pay such rate or rates of interest as the Officers so acting shall deem proper, and in connection therewith to purchase such interest rate risk management products (also known as derivative products) as may be offered from time to time by CoBank, including, without limitation, interest rate swaps, caps, floors, collars and forward rate agreements; (2) to obligate the Corporation to make such investments in CoBank as required by CoBank; (3) to execute and deliver to CoBank any agreements, addenda, authorization forms and other documents or instruments as may be required by CoBank in the event that the Corporation elects to use any services or products related to the Loan, including,

without limitation, an automated clearing house (ACH) service; (4) to direct and/or delegate to designated employees of the Corporation the authority to direct, by written or telephonic instructions or electronically the disposition of the proceeds of the Loan authorized herein or any property of the Corporation at any time held by CoBank; and (5) to request and/or delegate to designated employees of the Corporation the authority to request by telephonic or written means or electronically Loan advances and/or other related financial accommodations, and in connection therewith, to fix rates and agree to pay fees.

RESOLVED FURTHER, that each of the Officers are hereby jointly and severally authorized to: (1) establish a Cash Investment Services Account at CoBank; (2) make such investments therein as any Officer shall deem proper; (3) direct by written or telephonic instructions or electronically, if the Corporation has agreed to use CoBank's electronic banking system for such purpose, the disposition of the proceeds therein; (4) delegate to designated employees of the Corporation the authority set forth in (2) and (3) above; and (5) execute and deliver all documents and agreements necessary to carry out this authority.

RESOLVED FURTHER, that the Secretary or any Assistant Secretary of the Corporation shall file with CoBank a list of persons holding the authorized offices of the Corporation together with specimen signatures thereof, and CoBank shall be entitled to conclusively presume that the persons so certified as holding such offices continue to hold such offices, and that such specimen signatures are the genuine signatures of such officers, until such time as CoBank shall receive a certificate of the Secretary or Assistant Secretary of the Corporation to the contrary.

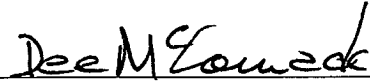
RESOLVED FURTHER, that each Officer of the Corporation is hereby jointly and severally authorized and directed to cast the ballot of the Corporation in any and all proceedings in which the Corporation is entitled to vote for the selection of a member of CoBank's Board of Directors or for any other purpose.

RESOLVED FURTHER, that each of the Officers of the Corporation are hereby jointly and severally authorized and directed to do and/or cause to be done, from time to time, all things which 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.

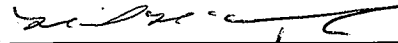
RESOLVED FURTHER, that these Resolutions shall have the force of a continuing agreement with CoBank, and shall be binding upon the Corporation until a Resolution amending them shall have been duly and legally adopted and CoBank shall have acknowledged receiving a certified copy.

RESOLVED FURTHER, that the Secretary or any Assistant Secretary of the Corporation is hereby directed to certify to CoBank a copy of these Resolutions.

The undersigned, by affixing their signature hereto as of this 7th day of March 2008, do hereby consent to, authorize and approve the foregoing resolution in their capacity as all of the Directors of the Corporation.



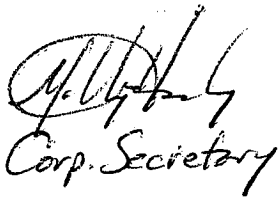
Dee M. McCormack



Michael W. McCormack



Molly E. Heady



Corp. Secretary