

APPENDIX H

Certified Copy Of Resolutions Adopted By The Board Of Directors Of NTELOS,
Inc. Authorizing The Transaction

NTELOS HOLDINGS CORP.
NTELOS INC.

Excerpt from the minutes of the Board of Directors meeting on July 19, 2010:

On a motion by Daniel Heneghan, seconded by Michael Huber, and unanimously carried, the following resolutions were adopted:

Approval of Transaction Documents

WHEREAS, the Board of Directors of NTELOS Holdings Corp. (the "Parent") and NTELOS Inc. (the "Purchaser" and, together with the Parent, the "Corporation") have been reviewing a possible purchase by the Purchaser of equity interests (the "Transaction") in Mountaineer Telecommunications, LLC (the "Target") from Conversent Communications, Inc. (the "Seller");

WHEREAS, on June 21, 2010 and July 8, 2010, the Board of Directors of the Corporation approved the submission of an offer (the "Offer") for the Transaction, including a form purchase agreement, subject to final approval of the final purchase agreement and Transaction contemplated thereby by the Board of Directors of the Corporation;

WHEREAS, the Corporation, acting through its officers or any person otherwise designated by its Chief Executive Officer (the "Transaction Authorized Officers") has negotiated a final Purchase Agreement (the "Final Purchase Agreement") between the Purchaser, the Seller and One Communications Corp., Inc., pursuant to which the Purchaser will purchase all of the outstanding equity interests of the Target from the Seller;

WHEREAS, the Final Purchase Agreement provides that at closing the parties will enter into an Escrow Agreement, a Lease Agreement and a Transition Services Agreement (together with the Final Purchase Agreement, the "Transaction Documents");

WHEREAS, the Board of Directors of the Corporation has received the opinion of Evercore Partners that the consideration to be paid by the Corporation in the Transaction is fair from a financial point of view to the Corporation;

WHEREAS, the Board of Directors of the Corporation has determined that the Transaction is advisable, fair to and in the best interests of the Corporation and its stockholders; and

WHEREAS, the terms of the Final Purchase Agreement are acceptable in form and substance to the Board of Directors of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that after considering such factors as the Board of Directors has deemed relevant and, taking into account the opinion of Evercore Partners that, as of the date hereof, the consideration to be paid by the Corporation in the Transaction is fair from a financial point of view to the Corporation, it is the judgment of the Board of Directors that the Transaction is advisable, fair to and in the best interests of the Corporation and its stockholders;

RESOLVED, that the Final Purchase Agreement, in substantially the form presented at this meeting, and the Transaction contemplated thereby, together with the other Transaction Documents, hereby are approved and adopted in all respects, with such changes therein and additions thereto as the Transaction Authorized Officers deem necessary or appropriate, and the Transaction Authorized Officers be, and each hereby is, in the name and on behalf of the Purchaser, authorized, empowered and directed to execute and deliver, or to cause to be executed and delivered, such Transaction Documents; and

RESOLVED, that the Transaction Authorized Officers be, and each hereby is, in the name and on behalf of the Corporation, authorized to prepare, execute, verify and file, or cause to be prepared, executed, verified and filed, with any federal, state or other authorities such applications, notification, undertakings and other documents as such officer shall deem necessary or advisably or as may be required by law in connection with the Transaction.

Approval of Financing

WHEREAS, in connection with the Transaction, the Purchaser desires to enter into an Incremental Term Loan Facility in an amount up to \$125 million of indebtedness with J.P. Morgan and Co-Bank (the "Lenders") as Co-Lead Arrangers and Co-Bookrunners on terms substantially similar to the terms of the Purchaser's existing senior secured credit facility (the "Existing Credit Facility") and generally as provided in the commitment letter and fee letter (collectively, the "Commitment Letter") presented at this meeting, with such changes as the Financing Committee (as defined below) deem necessary or appropriate (the "Term Loan"); and

WHEREAS, the Term Loan will be secured by liens on and security interests in all or substantially all of the assets of the Purchaser and certain of its subsidiaries.

NOW, THEREFORE, BE IT RESOLVED, the Board of Directors of the Purchaser does hereby approve the Commitment Letter, the Term Loan, the borrowings and other obligations incurred by the Purchaser under the Term Loan, and the grant by the Purchaser and certain of its subsidiaries liens on and security interests in all or substantially all of their respective assets to secure the obligations under the Term Loan;

RESOLVED, that in connection with the Term Loan, the Board of Directors of the Purchaser hereby appoints a Financing Committee comprised of James A. Hyde, Timothy G. Biltz, Dan Fine and Julia B. North (the "Financing Committee"), and authorizes the Financing Committee to (i) fix, determine and approve the final terms and provisions of the Term Loan, (ii) appoint the Administrative Agent, the Collateral Agent and other agents for the Term Loan, (iii) delegate to the Chief Executive Officer and President and the Executive Vice President, Chief Financial Officer, Treasurer and Secretary and such other officers of the Purchaser as the Financing Committee may deem appropriate (the "Financing Authorized Officers") such authority to effect the transactions contemplated by the Term Loan as such members of the Financing Committee deem appropriate, including approving any loan agreements, credit agreements, amendments to the credit agreement and other documents entered into in connection with the Existing Credit Facility, notes, hedging or derivative agreements, security agreements, pledge agreements, mortgages and other documents, instruments or agreements as the Financing Authorized Officers may deem necessary or appropriate (collectively, the "Loan Documents"), and (iv) take all such other actions and execute and deliver all such other agreements and documents on behalf of the Purchaser, not inconsistent with these resolutions, as the Financing Authorized Officers may deem necessary or appropriate to consummate the transactions contemplated by the Term Loan and otherwise, to effect the purpose of these resolutions;

RESOLVED, that following the approval of such Term Loan by the Financing Committee, the Board of Directors of the Purchaser hereby authorizes any Financing Authorized Officer to execute and deliver such Loan Documents, with such changes therein as the Financing Authorized Officer executing the same may approve (such execution to be conclusive evidence of the approval thereof), with respect to such Term Loan;

RESOLVED, that following the approval of such Term Loan by the Financing Committee, the Board of Directors of the Purchaser hereby authorizes any Financing Authorized Officer to take any action to cause to such subsidiaries of the Purchaser as any such Financing Authorized Officer deems appropriate to enter into such Loan Documents as may be necessary or appropriate to take any action required by the Lead Arrangers, including, but not limited to, guaranteeing the obligations arising under the Loan Documents and granting liens and security interests on the assets of such subsidiary as security

for such guaranty and for the obligations arising under the Loan Documents, all on such terms and conditions and in such form or forms as are consistent with these resolutions or as such officers shall approve as being in the best interest of the Purchaser;

RESOLVED, that following the approval of such Term Loan by the Financing Committee, the Board of Directors of the Purchaser hereby authorizes any Financing Authorized Officer to negotiate and enter into (or cause to be entered into), from time to time in the future as the need may arise, such interest rate hedges or swaps as the Lead Arrangers may require or as such Financing Authorized Officer may deem prudent in order to hedge the interest rates on the Term Loan and, in connection therewith, to execute such ISDA Master Agreements, schedules thereto, confirmation or other instruments, documents and agreements as may be necessary or appropriate in connection therewith;

RESOLVED, that following the approval of such Term Loan by the Financing Committee, the Board of Directors of the Purchaser hereby authorizes any Financing Authorized Officer to negotiate and enter into (or cause to be entered into), from time to time in the future as the need may arise, such amendments, restatements, modifications or supplements to the Loan Documents, as such officer shall deem to be in the best interests of the Purchaser in order to effect changes to the terms and provisions of the Loan Documents which are either financially immaterial to the Purchaser or which are clearly beneficial to the Purchaser and, in connection therewith, to take such additional actions and execute, file and deliver (or cause to be executed, filed and delivered) such additional instruments, documents, certificates or agreements (including, but not limited to, such instruments, documents, agreements and/or certificates as are required to be delivered under the terms of the Loan Documents) as such officer deems necessary or appropriate or desirable in connection with and in order to effectuate such amendments, restatements, modifications or supplements;

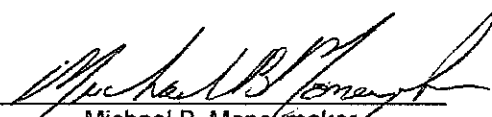
General Ratification and Authorization Matters

RESOLVED, that all actions taken and all agreements, instruments, reports, applications, certifications, affidavits and documents executed, delivered or filed through the date hereof by any officer, in the name and on behalf of the Corporation in connection with the foregoing resolutions and the other matters contemplated thereby, hereby are approved, ratified and confirmed in all respects; and,

RESOLVED, that, consistent with the foregoing resolutions, the officers of the Corporation are, and each acting alone hereby is, authorized and directed, in the name and on behalf of the Corporation, to execute, deliver and file such instruments, SEC filings, and other documents and agreements and to take such other actions as such officer or officers shall determine to be necessary or appropriate in order to effectuate the foregoing resolutions or otherwise in connection with the subject matter of these resolutions and the transactions contemplated thereby (such determination to be conclusively, but not exclusively, evidenced by the taking of such actions or the execution, delivery and filing of such documents or instruments by any such officer without any further action by this Board).

Date: _____

7/26/10



Michael B. Moneymaker
Secretary