

LOAN AGREEMENT

This Loan Agreement is entered into between Ramtelecom Inc., as “**Lender**”, and R. A. Misener Telecom Corporation, as “**Borrower**”.

1. The Lender hereby lends the amount of \$250,000 (the “**Loan**”) to the Borrower, the receipt of which is acknowledged by the Borrower.
2. The Borrower agrees to repay the Loan, without interest, on June 15, 2006 (the “**Due Date**”); provided that if the Borrower fails to repay the Loan on the Due Date, the Loan shall bear interest from and after the Due Date at the rate of 1% per annum until paid in full.

Dated the 7th day of December, 2005.

RAMTELECOM INC.

Per: (Signed) Robert J. Iverach

R.A. MISENER TELECOM CORPORATION

Per: (Signed) Ralph A. Misener