

Exhibit B

ATM Owner/Operator Agreement Terms

ATM Operator Agreement

This ATM Operator Agreement ("Agreement") is made on _____ ("Effective Date") by and between OCEAN ATM("ISO"), and _____ ("ATM Owner / Operator").

Recitals: Bank is a sponsoring member of certain debit card networks. ATM Owner / Operator has arranged with ISO to own and / or operate an ATM pursuant to the contract entered into between ISO and ATM Owner / Operator ("ATM Transaction Processing Agreement"). Bank provides sponsorship for ISO and ISO's customers into certain electronic fund transfer networks ("Debit Networks"). Therefore, the parties agree as follows:

I. Obligations

A. Operation. ATM Owner / Operator agrees to operate ATMs in a manner that is consistent with industry best practices, this Agreement, the ATM Transaction Processing Agreement, and the bylaws, rules, operational regulations, procedures, and guidelines promulgated by the Debit Networks (collectively, "Rules"), as they may be modified from time to time.

B. Trademarks. ATM Owner / Operator understands and acknowledges that the Debit Network trademarks are not licensed or sublicensed to ATM Owner / Operator and that this Agreement does not convey to ATM Owner / Operator any right to use the Debit Network trademarks except as may be specifically permitted by the Debit Networks.

C. Due Diligence. ATM Owner / Operator authorizes ISO to perform credit and background checks deemed appropriate by ISO and Bank.

D. Equipment. ATM Owner / Operator will take all reasonable actions to ensure that its ATMs and PIN pads are available for use by all customers, function reliability, and comply with the Rules. ATM Owner / Operator will maintain the integrity and safety of PIN data, as specified in the Rules.

II. Term, Termination

A. Term. This Agreement will become effective on the Effective Date, and will remain in effect until the Agreement is terminated pursuant to this Article II or until ISO ceases to provide services to ATM Owner / Operator.

B. Termination. Notwithstanding the foregoing, this Agreement will terminate immediately upon the cessation of the ATM Independent Sales Organization Sponsorship Agreement between ISO and Bank. Further, this Agreement will automatically terminate as to a particular Debit Network if: (i) such Debit Network prohibits ATM Owner / Operator from operating, or prohibits Bank from allowing ATM Owner / Operator to operate, the ATMs, (ii) ISO's registration with such Debit Network is denied, suspended or revoked, or (iii) Bank is no longer a member of such Debit Network. Bank may terminate this Agreement: upon ATM Owner / Operator's violation of any provision of this Agreement or the ATM Transaction Processing Agreement or, for good cause, including but not limited to fraudulent activity, activity that causes Bank to repeatedly violate the Rules, activity that violates applicable law, operation in an unsound, unsafe manner, or any other activity that may result in undue economic hardship or damage to the goodwill of Bank or a Debit Network.

III. Third Party Beneficiary

Bank is a named third party beneficiary to the rights (but none of the obligations) of ISO under this Agreement, and Bank shall have the right to enforce ISO's rights, as well as those rights of Bank specifically enumerated herein, under the Agreement.

IV. Indemnification

ATM Owner / Operator and ISO jointly and severally defend and hold Bank harmless from and against any and all losses, costs, claims, damages, fines, penalties, expenses (including reasonable attorney's fees), or liabilities arising as a result of : (A) any action attributable to that party's respective obligations under this Agreement or under the ATM Transaction Processing Agreement; (B) any failure by that party to fulfill any of its duties under this Agreement, the ATM Transaction Processing Agreement, or under the Rules: or (C) any failure to comply with the Rules and applicable laws.

ATM Owner/Operator Business Name	DBA (if applicable)		Business TIN	
ATM Owner/Operator Address	City	State	Zip	
Equipment Location Address (if different from above)	City	State	Zip	Terminal ID

ATM Owner / Operator Principal Information (10% ownership or greater)

First Name	Last Name	Social Security #	Date of Birth	Sex	% of Ownership
Driver's License #		State Issued	Expiration Date	Home Address	
First Name	Last Name	Social Security #	Date of Birth	Sex	% of Ownership
Driver's License		State Issued	Expiration Date	Home Address	
ATM Owner / Operator 1 Signature:	Date	Are you on parole or probation? Yes No		Have you ever been convicted of a felony? Yes No	
ATM Owner / Operator 2 Signature:	Date	Are you on parole or probation? Yes No		Have you ever been convicted of a felony? Yes No	
ISO Officer Signature:	Printed Name		Title	Date	