

ADDENDUM TO AGREEMENT
Between Phoenix Cardnet and _____

THIS ADDENDUM shall amend and shall constitute a part of, together with any exhibits or schedules attached hereto, that certain _____ Agreement (the "Agreement") made this _____ day of _____, 20____ by and between _____ ("ATM Operator") and Phoenix Cardnet ("ISO"). The terms hereof will for all purposes be deemed incorporated in the Agreement. In the event of any conflict between the terms of the Agreement and the terms of this Addendum, the terms of this Addendum shall control. All capitalized terms, unless otherwise indicated, shall have the meanings attributed to them in the Agreement.

NOW THEREFORE, in consideration of the mutual promises and covenants contained herein, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows.

Member Bank: The Member financial institution sponsoring the ATM transactions under this Agreement is **Citizens Bank, N.A.** whose principal address is 1 Citizens Plaza, Providence, RI 02903 and who can be reached for customer service at (888) 486-4949 (hereinafter "Member Bank").

Compliance with Rules and Regulations: ATM Operator and ISO each acknowledge that sponsorship of ATM Operator and its activities under this Agreement may be terminated for failure to comply with the terms of this Agreement; if the applicable networks determine that the ATM Operator is not qualified to act as such; or if they are found to be in violation of the rules and regulations of the applicable debit networks. ATM Operator further acknowledges that the applicable debit networks are the sole and exclusive owners of their respective Service Marks and agrees that it will not contest the ownership of the Service Marks for any reason whatsoever. The debit networks may at any time, immediately and without advance notice, prohibit the ATM Operator from using any of their respective Service Marks for any reason.

Financial Information: ATM Operator hereby acknowledges that it is required to provide requested financial information to Member Bank under this Agreement since the transactions settled by Member Bank hereunder constitute "financial transactions" under Federal Law (e.g., USA Patriot ACT). Member Bank is therefore required to obtain, verify, and record the required information. A consumer credit report and criminal background investigation may also be required by Member Bank in connection with the sponsorship of ATM Operator's activities under this Agreement. ATM Operator hereby authorizes Member Bank or any of its agents to investigate information or data obtained from ATM Operator. ATM Operator further represents that all information provided to Member Bank and its agents are true and correct. ATM Operator hereby authorizes Member Bank to share ATM Operator's Financial Information with financial institutions that may become the sponsor of the ATM transactions by virtue of an assignment from Member Bank.

This ADDENDUM and the Agreement constitute the entire agreement between the parties hereto with respect to the subject matter hereof. Any modifications hereto shall be in writing and executed by the party to be bound thereby.

Except to the extent specifically amended by this Addendum, all terms of the Agreement are ratified and confirmed.

("ISO")

By: _____
Name: _____
Title: _____
Date: _____

Citizens Bank, N.A.
("Member Bank")

By: _____
Name: _____
Title: _____
Date: _____

("ATM Operator")

By: _____
Name: _____
Title: _____
Date: _____