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Comptroller of the Currency  
Administrator of National Banks

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Washington, D.C. 20219

**Conditional Approval #733**  
**March 2006**

February 16, 2006

Mr. Greg Webb  
Gerrish McCreary Smith, PC  
700 Colonial Road, Suite 200  
P.O. Box 242120  
Memphis, TN 38124-2120

Subject: CornerBank, N.A., Winfield, Kansas  
Application to Establish Operating Subsidiary, CAIS No. 2005-WE-08-0022

Dear Mr. Webb:

This responds to the operating subsidiary application, filed on behalf of CornerBank, N.A., Winfield, Kansas (Applicant), on September 19, 2005, and amended on December 6, 2005. The Applicant proposes to establish a wholly owned operating subsidiary pursuant to 12 CFR 5.34 and to provide Internet access to its customers and nonbank customers as part of its package of Internet banking services. The operating subsidiary will be located in the Applicant's main office.

Applicant will acquire all the assets and liabilities of BroadBand Kansas, Inc., Winfield, Kansas (BroadBand), a Kansas corporation and a high-speed Internet service provider (ISP), including its related contract with Cox Communications. In addition, the Applicant proposes to purchase certain assets, customer accounts, and contract rights of Key Creations, Inc., Udall, Kansas (Key), a Kansas corporation. Key, a dial-up ISP, provides services to the Applicant's existing customers and also to some nonbank customers. The Applicant represented that it will not offer a voice-over-Internet protocol phone system.

The name and address of the newly established operating subsidiary will be:

Right Angle Internet and Networking, Inc.  
900 Main Street  
Winfield, Kansas 67156

National banks may engage in activities that are part of or incidental to the business of banking by means of an operating subsidiary. 12 C.F.R. § 5.34(e)(1). The Bank's provision of Internet banking services to its customers clearly is permissible under 12 U.S.C. § 24(Seventh), and providing full Internet access to the Bank's customers, in the manner proposed by the Bank, is incidental to the provision of the Internet banking services.<sup>1</sup>

Based on a thorough review of all information you provided, including the representations and commitments made in the application, amendments, and by the bank's representatives, and subject to the condition set forth below, the Comptroller of the Currency (OCC) approves the Applicant's application to establish and operate the operating subsidiary to sell ISP services to existing and new bank customers:

In order to avoid disruption to the existing ISP customers of Key and BroadBand who are not bank customers, the Applicant may continue to offer ISP services to the existing nonbank customers of Key and BroadBand for a two-year period from the date of acquisition. The Applicant may not sell ISP services to new nonbank customers unless it provides information satisfactory to demonstrate compliance with 12 CFR 7.5004 and obtains the OCC's prior approval.

The condition of this approval is a "condition imposed in writing by the agency in connection with the granting of any application or other request" within the meaning of 12 USC 1818. As such, the condition is enforceable under 12 USC 1818.

This approval and the activities and communications by OCC employees in connection with the filing do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory, and examination authorities under applicable law and regulations. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

If you have any questions, contact Senior Licensing Analyst Louis Gittleman at (720) 475-7650.

Sincerely,

*signed*

Lawrence E. Beard  
Deputy Comptroller for Licensing

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<sup>1</sup> Conditional Approval No. 409 (August 10, 2000); Conditional Approval No. 221 (December 4, 1996); Interpretive Letter No. 742, reprinted in [1996-1997 Transfer Binder] Fed. Banking L. Rep. (CCH) ¶ 81-106 (August 19, 1996).