

**First Manitowoc Bancorp
First National Bank in Manitowoc (and Subsidiaries)**

CODE OF BUSINESS CONDUCT AND ETHICS

**Last updated 02/13/07
Approved 02/13/07**

Table of Contents

Compliance with Laws, Rules and Regulations	2
Conflicts of Interest	2
Insider Trading	4
Corporate Opportunities	4
Fair Dealing and Competition	5
Discrimination and Harassment	5
Health and Safety	6
Record-Keeping	6
Confidentiality	6
Protection and Proper Use of Company Assets	7
Payments to Government Personnel	7
Waivers of the Code of Business Conduct and Ethics	7
Reporting any Illegal or Unethical Behavior	8
Practice of Law	8
Loans	8
Gambling and Lotteries	8
Competitive Practices	8
Compliance Procedures	9
Additional Policies and Procedures for CEO and Senior Financial Officers	11
Disciplinary Action	12

Introduction

This Code of Business Conduct and Ethics covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all employees of First National Bank, The Vincent Group, George V. Reis Investment Group, their board of directors and advisory boards (collectively, the “Company”). All of our employees must conduct themselves accordingly and seek to avoid even the appearance of improper behavior.

If a law conflicts with a policy in this Code, you must comply with the law. If you have any questions about these conflicts, you should ask your supervisor how to handle the situation.

Those who violate the standards in this Code will be subject to disciplinary action, up to and including termination of employment. *If you are in a situation which you believe may violate or lead to a violation of this Code, follow the guidelines described in Section 20 of this Code.*

While the Company is no longer subject to SEC reporting, the Company believes that the high standards of ethical conduct required should still be maintained by all employees.

1. Compliance with Laws, Rules and Regulations

Obeying the law, both in letter and in spirit, is the foundation on which this Company’s ethical standards are built. All employees must respect and obey the laws of the cities, states and countries in which we operate. Although not all employees are expected to know the details of these laws, it is important to know enough to determine when to seek advice from supervisors, managers or others.

2. Conflicts of Interest

A “conflict of interest” exists when a person’s private interest interferes in any way with the interests of the Company. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when an employee, officer or director, or members of his or her family, receives improper personal benefits as a result of his or her position in the Company.

Conflicts of interest may not always be clear-cut, so if you have a question, YOU should consult with higher levels of management. Any employee, officer or director who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager or other appropriate personnel or consult the procedures described in Section 20 of this Code.

Follow these guidelines in avoiding conflicts of interest. If other situations arise that are not addressed directly here, you should consult with your supervisor or the Human Resource Department.

Relationships with Competitors —

If you are an employee, officer, or director:

- Do not work for, consult to, advise, or perform any services for a competitor.
- Do not purchase or maintain a financial interest in any direct competitors unless your ownership interest is passive and equals less than 5% of the competitor.

Relationship with Customers and Vendors

If you are an employee or officer (including employee-directors):

- Do not work for, consult to, advise, or perform any services for any company or institution that is a vendor or customer to the Company (unless you are providing such services on the Company's behalf) without prior approval from the Company.
- If you are employed by a customer or vendor you may not perform any transactions, bank services or loan processing for said customer.
- You may serve as a Director of a company that is a vendor or customer to the Company under the following circumstances:
 1. The annual sales to or purchases from the Company are less than 10% of the customer's or vendor's annual revenues; and
 2. You disclose your appointment as a director to the Company's Legal Counsel, who in turn obtains the CEO's written approval (or, in the case of an executive officer of the Company, the Legal Counsel obtains approval from the Board of Directors); and
 3. You agree to recuse yourself from (i.e., refrain from participating in or influencing, directly or indirectly) any matter affecting the business relationship or transactions between the Company and the customer or vendor for which you are a director.

If you are an outside director (i.e. non-employee director):

- You may work for, consult to, advise, serve on the Board of Directors, or perform services for a company or institution that is a vendor or customer of the Company only if:
 1. Your relationship with the customer or supplier is disclosed to the the Company's Board of Directors; and
 2. You agree to recuse yourself from (i.e., refrain from participating in or influencing, directly or indirectly) any matter affecting the business relationship or transactions between the Company and the customer or vendor.

Relationship with Attorneys and other professionals

If you are an employee, officer, or director:

- Do not interfere with a relationship that already exists between a professional and his/her client. It is improper for an employee to induce a customer to leave one qualified professional in favor of another.
- When the bank is named executor or trustee, the attorney who drafted the will or trust agreement will be retained to perform such legal services as may be necessary in the administration of the estate or trust. Consideration shall also be given to matters of conflict of interest and beneficiary preference when retaining legal services. Whenever the bank is appointed as the sole executor of an estate, the person or persons receiving the majority interest from the estate may generally select the attorney or firm of attorneys.

3. Insider Trading

Employees who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. All non-public information about the Company should be considered confidential information. To use non-public information for personal financial benefit or to “tip” others who might make an investment decision on the basis of this information is not only unethical but also illegal. If you have any questions, please consult the Company's Chief Executive Officer.

4. Corporate Opportunities

Employees, officers and directors are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or position without the consent of the Board of Directors. No employee may use corporate property, information, or position for improper personal gain, and no employee may compete with the Company directly or indirectly. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

5. Fair Dealing and Gratuities

We seek to outperform our competition fairly and honestly. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each employee should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, competitors and employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered, given, provided or accepted by any Company employee, family member of an employee or agent unless it: (1) is less than \$50.00, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a bribe or payoff and (5) does not violate any laws or regulations. Please discuss with your supervisor any gifts or proposed gifts which you are not certain are appropriate. Any gift/gratuity that is unsolicited and unavoidable to receive and is over fifty dollars (\$50) must have a report written up and given to the CEO to include:

- A. Name and address of the person making the gratuity or gift.
- B. Description of gratuity or gift and estimated value.
- C. Any other relevant information including the circumstances.

Title 18 USC 215 makes it a felony for a person associated with a bank or a bank holding company to seek or accept anything of value from any person or entity in connection with any transaction or business of such bank or bank holding company of which he is associated. The statute also makes it a crime for the giver as well as the receiver.

It is the policy of the Company that no employee shall seek and/or receive from any person or entity a gratuity or favor in consideration for any transaction or business in connection with this company. Seeking and/or acceptance of such could result in loss of job and/or criminal prosecution.

6. Discrimination and Harassment

The diversity of the Company's employees is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual comments.

7. Health and Safety

The Company strives to provide each employee with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence and threatening behavior are not permitted. Employees should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs in the workplace will not be tolerated.

8. Record-Keeping

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. For example, only the true and actual number of hours worked should be reported.

Many employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your supervisor or the Company's Chief Executive Officer.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos, and formal reports. Records should always be retained or destroyed according to the Company's record retention policies. In accordance with those policies, in the event of litigation or governmental investigation please consult the Company's CEO.

9. Confidentiality

Employees must maintain the confidentiality of confidential information entrusted to them by the Company or its customers, except when disclosure is authorized by the CEO or required by laws or regulations. Confidential information includes all proprietary and non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. It also includes information that suppliers and customers have entrusted to us. The obligation to preserve confidential information continues even after employment ends.

Information relating to account balances, the financial condition of customers, and any other information concerning the affairs of a customer must be held in the strictest confidence. All employees, directors and advisory board members are expected to discuss such information inside the organization only with those who need to know and to no one outside the organization. This also applies to Company affairs. Company affairs should be discussed with

other employees, directors and advisory board members in the course of their regular duties and should not be discussed with anyone outside the organization.

The Company's business involves the maintenance of confidential records concerning the business and financial affairs of customers. Employees must make every reasonable effort to ensure that all such records are properly safeguarded, that they can be reconstructed in the event of a fire or other disaster, and that they will not be seen by unauthorized persons.

10. Protection and Proper Use of Company Assets

All employees should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. Company equipment should not be used for non-Company business, though incidental personal use may be permitted.

The obligation of employees to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, customer lists, terms of vendor contracts, internal documents, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or even criminal penalties.

11. Payments to Government Personnel

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities which may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. The Company's CEO can provide guidance to you in this area.

12. Waivers of the Code of Business Conduct and Ethics

Any waiver of this Code for executive officers or directors may be made only by the Board of Directors and will be promptly disclosed as required by law or stock exchange regulation.

13. Reporting any Illegal or Unethical Behavior

Employees are encouraged to talk to supervisors, managers or other appropriate personnel about observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation. It is the policy of the Company not to allow retaliation for reports of misconduct by others made in good faith by employees. Employees are expected to cooperate in internal investigations of misconduct.

Additionally, employees may, in confidence and anonymously, at any time contact the Company's Audit Chairman to discuss or report any illegal or unethical behavior or any concern regarding questionable accounting or auditing matters without fear of dismissal or retaliation of any kind.

14. Practice of Law

The Company prohibits all employees from engaging in the unauthorized practice of law. We will reserve the practice of law to licensed attorneys who are engaged in private practice. When a customer consults the employee on a matter of which may involve the employee in the practice of law, the employee should refer the customer to an attorney of the customer's choice.

15. Loans

The Company will be consistent in regards to credit standards for all bank customers regardless of protected class status. Company employees shall not have any lending authority over any account involving themselves, their immediate family, relatives or related interests.

Credit cannot be extended to any of the Company's executive offices, directors, principal shareholders, or related interests on terms different from the prevailing terms for comparable transactions with persons not associated with the Company, and should not involve more than the normal degree of risk of repayment or present any other unfavorable features.

16. Gambling and Lotteries

It is the policy of the Company that no employee will be allowed to buy, sell, or be in any way connected to lotteries, raffles, pools or bets while on company premises. The Company will not announce, advertise or publicize the existence of any lottery or winner of a lottery. The Company prohibits selling raffle tickets on company premises, buying or selling of football pools, baby pools and donations to raffles.

17. Competitive Practices

The Company would like all employees to understand that our competitive practices must not be the subject of any agreement or restraint of trade with another competing financial institutions or agencies. In order to avoid the appearance of any such

agreement or understanding, employees are prohibited from discussing competitive practices with directors, officers, and employees of competitors.

1. In general, loan policies must not be the subject of any agreement with another financial institution. There may be certain exceptions made including, (a) The loan is a participation loan, (b) The customer is borrowing from more than one financial institution on separate lines of credit and has consented to discussion of terms between lenders, (c) A borrower indebted to several banks is in default or in financial straits, and attempts are being made to reduce losses through cooperative actions, (d) The bank is taking over lines of participations from a correspondent bank.
2. Credit information may be exchanged provided it is not used as the basis for any agreement to deny or limit credit.
3. A potential customer may be referred to another bank, provided there is no agreement between the banks as to the terms to be offered the customer, and provided that the referral is not made pursuant to an agreement for division of territory.
4. Any agreement between competitor that would stifle or reduce competition must be scrupulously avoided. For example there will be no agreement with respect to hours, absorption of charges or losses on the sale of securities, gifts to customers, attendance at meetings or advertising.

18. Compliance Procedures

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know if a violation has occurred. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it very well may be.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.

- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.
- Seek help from Company resources. In the rare case where it may not be appropriate to discuss an issue with your supervisor or where you do not feel comfortable approaching your supervisor with your question, discuss it with the Human Resources manager or the Company's Audit Chairman.

If an employee discovers or is aware of any questionable accounting practice, irregularity or unresolved auditing matter that relates to the holding company, bank or any of insurance agency and the concern is not satisfactorily addressed by management, then that employee should contact the audit committee chairman with his or her concern. The employee may do this confidentially or anonymously if desired. You may contact Mr. Zimmer by mail, phone, or email using the information below:

John J. Zimmer
 1014 River Court
 Manitowoc, WI 54220
 Phone: (920) 684-4205
 Email: jjzimmer@lsol.net

Any employee expressing an accounting or audit related concern to management or the audit committee chairman will be afforded the full protection provided under Federal Statutes.

- You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected. The Company does not permit retaliation of any kind against employees for good faith reports of ethical violations.
- Always ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.

The Board of Directors shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of the Code of Business Conduct and Ethics. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Business Conduct and Ethics and to these additional procedures, and shall include written notices to the individual involved that the Board has determined that there has been a violation, censure by the Board of Directors, demotion or reassignment of the individual involved, suspension with or without pay or benefits (as determined by the Board) and termination of the individual's employment. In determining what action is appropriate in a particular case, the Board of Directors shall take into account all relevant information, including the nature and severity of the violation, whether the violation was

a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.

19. Additional Policies and Procedures for CEO and Senior Financial Officers

The CEO and all senior financial officers, including the CFO, principal accounting officer and treasurer, are subject to the following additional specific policies and procedures:

- The CEO and all senior financial officers are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the Company. Accordingly, it is the responsibility of the CEO and each senior financial officer promptly to bring to the attention of the Audit Committee Chair any material information of which he or she may become aware that affects the disclosures made by the Company in its public filings and to otherwise assist the Board of Directors in fulfilling its responsibilities.
- The CEO and each senior financial officer shall promptly bring to the attention of the Audit Committee Chair any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.
- The CEO and each senior financial officer shall promptly bring to the attention of the CEO and to the Audit Committee Chair any information he or she may have concerning any violation of the Company's Code of Business Conduct and Ethics, including any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.
- The CEO and each senior financial officer shall promptly bring to the attention of the CEO and to the Audit Committee Chair any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof, or of violation of the Code of Business Conduct and Ethics.

20. Disciplinary Action

Any violation of this Code of Business Conduct and Ethics must be reported to the administrator of this code. This report will be kept in the employee's employment file. The employee will be given a complete copy of such a report and an opportunity to explain any conflicts to the administrator before the matter is reported to the CEO for action and before any information becomes a permanent record.

The Company's board of directors shall take whatever action it deems appropriate to remedy the situation and prevent it from occurring in the future. In addition, if it appears to be a violation of the law, the appropriate authorities will be notified.

Disciplinary action not only applies to the employee guilty of violating this code, but also to those who know or suspect another person violating this code yet fails to report it to the administrator. The name of the person reporting a violation will not be divulged to anyone but the administrator of this code.

The Company's administrator of this code is Thomas J. Bare.