Marquette National Corporation
Marquette Bank
Excessive or Luxury Expenditure Policy

Executive Summary

This Excessive or Luxury Expenditure Policy is intended to comply with the requirements of Section 111(d) of the Emergency Economic Stabilization Act of 2008 ("EESA"), as amended by the American Recovery and Reinvestment Act of 2009. Under the provisions of Section 111(d) of EESA, recipients of funds under the Capital Purchase Program of the Troubled Assets Relief Program ("TARP") are required to establish a company-wide policy regarding excessive or luxury expenditures as identified by the Secretary of the U.S. Department of the Treasury.

This Policy has been adopted and approved by the Board of Directors of Marquette National Corporation. It is the intent of the Board of Directors that this Policy will remain in full force and effect for the duration of the period during which Marquette National Corporation holds funds received from the Treasury pursuant to TARP (the "TARP Period").

General Policy Statement

Marquette National Corporation and Marquette Bank (collectively, the "Company") intend to prohibit during the TARP Period excessive or luxury expenditures of all kinds. In particular, with respect to entertainment or events, office and facility renovations, aviation or other transportation services, and other similar items, activities or events for which the Company may reasonably anticipate incurring expenses (or reimbursing an employee for incurring expenses), such expenditures shall be deemed to be prohibited excessive or luxury expenditures to the extent such expenditures are not reasonable expenditures for staff development, reasonable performance incentives or other similar reasonable measures conducted in the normal course of the Company's business operations.

For several years, employees have followed the Company's Expense Reimbursement Policy. This policy sets forth authorized expenses and procedures and approvals necessary to be reimbursed for work-related expenses incurred by employees. This Excessive or Luxury Expenditure Policy is intended to work in connection with the Expense Reimbursement Policy by providing specific guidance as to types and categories of expenses prohibited or requiring prior approval as set forth under the provisions of Section 111(d) of EESA. The Finance Department is accountable for reviewing expenditures and enforcing the provisions of the Expense Reimbursement Policy and this Policy. The Finance Department will be prohibited from reimbursing any expense that is not documented in accordance with this Policy.

The following guidelines will apply during the TARP Period with regard to specific Company expenditures:

Entertainment or Events: The Company recognizes the existence of legitimate business purposes, including, but not limited to, business development with respect to existing and/or prospective clients, retention of existing clients, expansion of client and community relationships, and enhancement of marketing initiatives, for the participation by Company employees, directors, clients and prospective clients in entertainment activities and events. With respect to such entertainment activities and events, the Company will expect to incur reasonable expenses (or reimburse its employees for reasonable expenses incurred by such individuals).

The Company requires that all reasonable expenses related to participation by employees, directors, clients and prospective clients in entertainment activities and events be incurred (whether directly or through reimbursement to an employee) for bona fide business-related purposes only.

Examples of bona fide business-related entertainment activities and events would include:

- Taking a customer or prospective customer for a meal.
- Playing golf with a customer or prospective customer and paying for the greens fee.
- Hosting a customer or prospective customer at a local sporting event, such as a baseball, football or hockey game.

Examples of entertainment activities and events that would not, barring the showing of exceptional circumstances, be deemed to be bona fide business-related entertainment activities and events would include:

- Sending and/or accompanying a client or prospective client on an extended vacation to an expensive location.
- Giving gifts to clients or prospective clients that are excessively lavish or expensive and not in keeping with the spirit of this Policy.

Employees participating in bona fide business-related entertainment activities and events must document the nature of the activity or event, the business-related purpose, the participants and the cost incurred. Further, where the anticipated expense for participation in any single entertainment activity or event is reasonably expected to exceed $2,500 in the aggregate, an employee must have his or her participation in any such entertainment activity or event pre-approved in writing by an Executive Vice President of the Company. Any expense for any single entertainment activity or event that is reasonably expected to exceed $5,000 in the aggregate must be pre-approved in writing by the Company's President or Chief Financial Officer.

Office and Facility Construction/Renovations: New construction and/or renovations of existing offices and facilities must generally be within the parameters of the Company's strategic plan. Therefore, any such expenditure exceeding $50,000 should be pre-approved by the Project Management Office ("PMO") Committee. An exception to this may be allowed by the President, the Chief Financial Officer or any Executive Vice President if the Company must deal with an emergency situation, such as the repair of damages resulting from an act of nature, and the expenditure is necessary to make the facility or office safe and operational for employee and/or customer use.

Aviation or Other Transportation Services: Transportation of Company employees to/from conferences, business development activities or events, customer service for out-of-state clients, and other business-related transportation must generally be conducted in the most cost-efficient manner available. Decisions as to the mode of transportation (e.g., automobile or commercial air service) must be appropriate to the nature of the business-related travel and should take into account factors such as distance, duration, timeliness of travel, weather considerations, etc.

Where the anticipated transportation expense for any employee with respect to a single business-related trip is reasonably expected to exceed $1,000, an employee must have such expense pre-approved in writing by an Executive Vice President of the Company. Any transportation expense for any officer with respect to a single business-related trip that is reasonably expected to exceed $2,500 must be pre-approved in writing by the Company's President or Chief Financial Officer.

Private air services will not be permitted without the written prior approval of the President. The purchase or lease of any aircraft will not be permitted without the written prior approval of the Board of Directors.

Conferences and Other Developmental Activities: The Company encourages our associates to attend conferences, seminars, workshops and other business-related educational/developmental activities. In general, these activities and events should be related to the financial services industry and/or have a direct correlation to an employee's specific position within the Company.

Whenever possible, employees should strongly consider local conferences in order to minimize travel expenses. In the case of out-of-state conferences, employees must be conservative in travel planning, i.e., opt for mid-level hotels rather than luxury accommodations, choose mid-level restaurants rather than high-end gourmet venues, and fly business class rather than first-class, in each case unless pre-approved in writing by the employee's manager or department head.

Occasionally, it may be appropriate for a spouse or other family member to travel to a conference with a Company employee. In general, it is the expectation of the Company that the Company will not fund conference expenditures of an employee's spouse and/or other family members.

Where the anticipated expense for attendance at a single conference is reasonably expected to exceed $2,500 per person, an employee must have such expense pre-approved in writing by an Executive Vice President of the Company. Any expense with respect to a single conference that is reasonably expected to exceed $5,000 per person must be pre-approved in writing by the Company's President or Chief Financial Officer.

Activities and Events involving Employee Gatherings: The Company believes that certain employee-focused activities and events, including occasional holiday parties, employee picnics and similar events planned by management, and retail sales recognition and reward ceremonies, are important components of the organization's employee relations process that serve bona fide business-related purposes. Any Company-wide employee-focused activity or event shall be pre-approved by the President.

Any department-wide employee-focused activity or event shall be pre-approved in writing by the department head, provided that, in general, no more than one (1) such event is to be held during each calendar quarter. If the expense for any such event is reasonably anticipated to exceed $5,000 or if the frequency of such events exceeds one (1) per calendar quarter, the expense must be pre-approved by the President.

Other Expenditures: The Company will continue to scrutinize all expenditures in keeping with the Company's commitment to returning shareholder value. In the event that other significant expenditures not covered specifically by this Policy arise, senior management shall make a determination regarding the action that is most appropriate under the circumstances, including, if necessary, consultation with the Board of Directors of the Company.

Enforcement of Policy

All Company employees are required to comply with this Policy. The President, Chief Financial Officer and Executive Vice Presidents are primarily accountable for adherence to this Policy. The Chief Executive Officer and the Chief Financial Officer must certify that prior approval for any expenditure requiring such prior approval was properly obtained. Any employee who becomes aware of any violation of this Policy must, within a reasonable amount of time, report such violation to the President, Chief Financial Officer and/or the Senior Vice President, Human Resources. The President, Chief Financial Officer and/or the Senior Vice President, Human Resources shall be responsible for reviewing any reported violations and making a final determination as to whether the Policy was violated.

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This Policy may be amended from time to time to clarify, modify or add provisions as necessary. Within 90 days of adoption of a material amendment to this Policy, the Board of Directors must provide a copy of such amendment to the Treasury and the Company's primary regulator, and must post a copy of any such amendment on the Company's web site.

Effective as of September 1, 2009