

**FEDERAL DEPOSIT INSURANCE CORPORATION
WASHINGTON, D.C. 20549**

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No. _____)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-11(c) or § 240.14a-12

CHOICE BANK

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

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Fee paid previously by written preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

CHOICE BANK

a Wisconsin State Bank
2450 Witzel Avenue
Oshkosh, Wisconsin 54904
(920) 230-1300

NOTICE OF ANNUAL SHAREHOLDER MEETING TO BE HELD APRIL 22, 2008 AT 10:30 A.M.

To the Shareholders of Choice Bank:

The annual meeting of the shareholders of Choice Bank will be held on Tuesday, April 22, 2008 at 10:30 a.m., local time, at the Hilton Garden Inn, located at 1355 W. 20th Street, Oshkosh, Wisconsin 54903. At the meeting, shareholders will be asked to:

1. Elect six directors assigned to Class II of the board of directors of Choice Bank for three year terms expiring at the 2011 annual meeting of shareholders or until their successors are duly elected and qualified; and,
2. Consider any other business that may properly come before the meeting or any adjournment or postponement of the meeting.

The matters to be considered at the annual meeting are more fully discussed in the attached proxy statement, which we urge you to read carefully.

We have fixed March 7, 2008, as the record date for the annual meeting. Accordingly, only those persons owning shares of our common stock as of that date are entitled to notice of, to attend and to vote at, the meeting.

You are cordially invited to attend the meeting in person. However, whether or not you expect to attend the meeting in person, we urge you to sign, date and return the enclosed proxy sheet at your earliest convenience. This will ensure the presence of a quorum at the meeting and that your shares are voted in accordance with your wishes. For your convenience, we have enclosed a self-addressed, stamped envelope for the return of your proxy. Your prompt response will help reduce the cost of soliciting proxies, which are paid for by the Bank. Sending in your proxy will not prevent you from voting your stock at the meeting if you desire to do so, as your proxy is revocable at your option. You may revoke your proxy at any time before it is voted at the meeting in the manner described in the section of the proxy statement titled *“General Information About the Meeting — Can I change my vote?”* Any executed but unmarked proxy sheets that we receive will be voted in favor of the six directors nominated by the Bank’s board of directors. If your shares are held at a brokerage firm or a bank, you must provide them with instructions on how to vote your shares.

BY ORDER OF THE BOARD OF DIRECTORS

March 17, 2008
Oshkosh, Wisconsin

Keith C. Pollnow
President & Chief Executive Officer

CHOICE BANK
2450 Witzel Avenue, Oshkosh, WI 54904

**PROXY STATEMENT FOR ANNUAL SHAREHOLDER MEETING
OF CHOICE BANK
TO BE HELD APRIL 22, 2008 AT 10:30 AM**

This proxy statement contains information about the annual shareholders meeting of Choice Bank. The meeting is scheduled to be held on Tuesday, April 22, 2008, at 10:30 a.m., local time, at Hilton Garden Inn, located at 1355 W. 20th Street, Oshkosh, Wisconsin 54903. This proxy statement is furnished to you in connection with the solicitation of proxies by our board of directors. *When we refer in this proxy statement to “the Bank,” “we,” “our,” and “us,” we are referring to Choice Bank unless the context indicates otherwise.*

This proxy statement and the accompanying proxy sheet were first mailed to the shareholders on or about March 24, 2008. A copy of the Bank’s Annual Report on Form 10-K for the year ended December 31, 2007 is enclosed with these proxy materials. In accordance with applicable Federal Deposit Insurance Corporation (“FDIC”) regulations, the enclosed Annual report shall also serve as the Bank’s annual public disclosure statement for the year ended December 31, 2007.

GENERAL INFORMATION ABOUT THE MEETING

What is the purpose of the annual meeting?

At the annual meeting, you will be asked to (i) elect six directors assigned to Class II of the board of directors; and (ii) consider any other business that may properly come before the meeting or any adjournment or postponement of the meeting.

How many votes do I have?

You will have one vote for every share of our common stock that you held as of March 7, 2008, the record date for the annual meeting.

How many votes can be cast at the annual meeting?

As of March 7, 2008, there were 2,160,570 shares of common stock outstanding, held of record by 998 active accounts, some in street name holding shares for multiple individuals.

How many votes must be present to hold the meeting?

In order for business to be conducted at the meeting, a quorum must be present. A quorum consists of a majority of the shares of common stock entitled to vote at the meeting, or at least 1,080,286 shares. Shares of common stock represented at the annual meeting in person or by a properly executed proxy (including shares that abstain or do not vote with respect to one or more of the matters to be acted upon) will be counted for purposes of determining whether a quorum exists. If a quorum does not exist, then the annual meeting will be temporarily adjourned and will be continued at such time as a quorum may be obtained. Accordingly, we urge you to vote by proxy even if you plan to attend the meeting, so that we will know as soon as possible that enough votes will be present for us to hold the meeting.

What is the difference between holding shares as a shareholder of record and beneficial owner?

Some shareholders of Choice Bank hold their shares through a broker, bank or other nominee rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

Shareholder of Record. If your shares are registered directly in your name with Choice Bank's transfer agent, Illinois Stock Transfer Company, you are considered the shareholder of record with respect to those shares, and these proxy materials are being sent directly to you by Choice Bank. As the shareholder of record, you have the right to grant your voting proxy directly to us or to vote in person at the annual meeting. We have enclosed a proxy card for you to use.

Beneficial Owner. If your shares are held in a brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in "street name," and these proxy materials are being forwarded to you by your broker, bank or nominee who is considered the shareholder of record with respect to those shares. As the beneficial owner, you have the right to direct your broker, bank or nominee on how to vote and are also invited to attend the annual meeting. However, since you are not the shareholder of record, you may not vote these shares in person at the annual meeting unless you request, complete and deliver a proxy from your broker, bank or nominee. Your broker, bank or nominee has enclosed a voting instruction card for you to use in directing the broker, bank or nominee regarding how to vote your shares.

How do I vote?

You may vote by completing and returning the enclosed proxy sheet or by voting in person at the meeting. We encourage you to attend the annual meeting, and execution of the enclosed proxy will not affect your right to attend the meeting and vote in person. However, to ensure that your shares are voted in accordance with your wishes and that a quorum is present at the meeting so that we can transact business, we urge you to complete, sign and return the enclosed proxy sheet to us as promptly as possible in the enclosed, self-addressed, stamped envelope. Your prompt response will help reduce proxy costs, which are paid for by the Bank.

Voting by Proxy. If you vote by proxy, your proxy will be voted in accordance with your instructions. If you execute a proxy sheet, but do not specify a choice on any of the matters described in this proxy statement, your proxy will be voted "**FOR**" the persons nominated by our board of directors to serve as directors. Other than the proposal described herein, our board of directors does not know of any other matters to be presented for a vote at the annual meeting. If any other matters are brought before the annual meeting, the persons named in the proxies, acting under the proxy, would have the discretion to vote on those matters in accordance with their best judgment.

Voting in Person. If you attend the meeting, you may request the return of your completed proxy sheet so that you can vote in person. You may then vote by completing a ballot which will be available at the meeting.

Can I change my vote?

Yes, you may change your vote by sending in a new proxy sheet with a later date, or by sending a written notice of revocation to the Chief Financial Officer ("CFO") of the Bank at the address on the Notice of Annual Shareholder Meeting. To be effective, the new proxy sheet or written revocation must be received by the CFO prior to the exercise of the proxy at the annual meeting. If you attend the meeting and want to vote in person, you can deliver a written revocation of your proxy to the Inspector of the

Election at the meeting, and you will receive a ballot to vote at the meeting. However, mere attendance at the annual meeting will not of itself revoke a proxy.

What if the shares for which I subscribed are not registered in my name?

Proxy sheets must be executed by the record shareholder in order to be valid for voting at the annual meeting. If the shares are not registered in your name, you will need to bring appropriate documentation from the record shareholder to vote in person at the annual meeting. If you have any questions regarding the documentation required, please contact Keith C. Pollnow at (920) 230-1300.

What happens if the meeting is postponed or adjourned?

Your proxy will still be good and may be voted at the postponed or adjourned meeting. You will still be able to change or revoke your proxy until it is voted.

What vote is required to elect directors at the annual meeting?

The directors will be elected by a plurality of votes cast, in person or by proxy, at the annual meeting. This means that the six nominees receiving the highest number of votes, whether or not a majority of the total number of votes cast, will be elected as directors.

Our directors and executive officers own, with the power to vote at the meeting, 427,166 shares of our common stock, or approximately 20% of the shares entitled to vote at the meeting. These persons beneficially hold 748,717 shares, or approximately 30%, of the outstanding common stock of the Bank. (Beneficial ownership includes shareholder and organizer warrants which are immediately exercisable and stock options which are exercisable within 60 days from March 7, 2008). These individuals have indicated that they intend at this time to vote their shares in favor of the directors nominated by the board.

What does the board recommend?

The board of directors has unanimously approved and recommends that you vote **“FOR”** the directors nominated by the board at the annual meeting.

Are there any other matters to be voted on at the meeting?

We know of no other business that is likely to be brought before the annual meeting. If any other matters are properly brought before the meeting, or any adjournment or postponement thereof, the persons named in the proxies, acting under the proxy, will have discretion to vote on those matters in accordance with their best judgment.

How can I obtain a copy of Choice Bank’s 2007 Annual Report on Form 10-K?

A Copy of our 2007 Annual Report on Form 10-K is being mailed with this proxy statement to each shareholder of record.

How do I find out the voting results?

Preliminary voting results will be announced at the annual meeting, and the final voting results will be published in our Quarterly Report on Form 10-Q for the quarter ending June 30, 2008, which we will file with the FDIC.

Who is soliciting my vote and paying for the proxy solicitation?

The board of directors of the Bank is soliciting your vote at the 2008 annual meeting of its shareholders. The Bank will bear the expense of printing and mailing proxy materials. In addition to this solicitation of proxies by mail, our directors, officers and other employees may solicit proxies by personal interview, telephone, facsimile or email. They will not be paid any additional compensation for such solicitation. We will request brokers and nominees who hold shares of our common stock in their names to furnish proxy material to beneficial owners of the shares. We may reimburse such brokers and nominees for their reasonable expenses incurred in forwarding solicitation materials to such beneficial owners.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

To the knowledge of the Bank, as of March 7, 2008, there was no person or entity which beneficially owned 5% or more of the outstanding shares of common stock. The following table sets forth information regarding beneficial ownership of our common stock as of March 7, 2008 by (i) each of our directors, (ii) each of our Named Executive Officers (as defined herein), and (iii) all of our directors and Named Executive Officers as a group.

Beneficial ownership is determined according to the rules of the Securities and Exchange Commission ("SEC") and generally includes any shares over which a person possesses sole or shared voting or dispositive power and options or warrants that are currently exercisable or exercisable within 60 days. Each director or officer, as the case may be, has furnished to us information with respect to beneficial ownership. Except as otherwise indicated in the footnotes to this table, we believe that the beneficial owners of common stock listed below, based upon information each of them has provided to us, have sole voting and dispositive power with respect to their shares.

The table below lists applicable percentage ownership based on 2,160,570 shares of common stock outstanding as of March 7, 2007. Shares of common stock subject to options or warrants currently exercisable or exercisable within 60 days of March 7, 2008 are deemed outstanding for the purpose of calculating the percentage of ownership of the person holding those options or warrants, but are not treated as outstanding for the purpose of calculating the percentage of ownership of any other person. Unless otherwise noted, the address for each shareholder listed below is: c/o Choice Bank, 2450 Witzel Avenue, PO Box 2762, Oshkosh, Wisconsin 54903-2762.

<u>Name</u>		Total Beneficial Ownership		Percentage Beneficial Ownership
Kenneth Balda	Director	41,250	(1), (2)	1.89%
Stephen Ford	Director	23,250	(1), (3), (16)	1.07%
Richard Gabert	Director	61,985	(1), (4)	2.85%
Paul Getchel	Director	28,410	(1), (5), (17)	1.31%
Dr. Michael Hanneman	Director	35,850	(1), (6), (18)	1.65%
Dr. David Janssen	Director	48,450	(1), (7), (19)	2.22%
Stanley Leedle	Director, Executive VP & CCO	53,083	(1), (8), (20), (26)	2.43%
Julie Leschke	Director	59,250	(1), (9)	2.72%
Thomas Muza	Director	29,250	(1), (10)	1.34%
Rodney Oilschlager	Director, Chairman of Board	23,850	(1), (11), (21)	1.10%
James Poeschl	Director	25,290	(1), (12), (22)	1.16%
Keith Pollnow	Director, President & CEO	52,550	(1), (13), (23), (27)	2.41%
Jeffrey Rogge	Director	35,850	(1), (14), (21)	1.65%
Thomas Rusch	Director	61,985	(1), (4)	2.85%
Randall Schmiedel	Director	32,250	(1), (15)	1.48%
Arend Stam	Director	24,090	(1), (3), (24)	1.11%
John Supple, III	Director	24,690	(1), (12), (25)	1.14%
Gerald Thiele	Director	48,450	(1), (7), (19)	2.22%
Mark Troutd	Director, Risk Mgt Officer	<u>38,933</u>	(1), (15), (28)	<u>1.79%</u>
Totals, 19 individuals		<u>748,717</u>		<u>30.34%</u>

(1) Includes 11,250 organizer warrants

(2) Includes 5,000 shareholder warrants

(3) Includes 2,080 shareholder warrants

(4) Includes 6,300 shareholder warrants

(5) Includes 2,660 shareholder warrants

(6) Includes 4,050 shareholder warrants

(7) Includes 6,200 shareholder warrants

(8) Includes 4,750 shareholder warrants

(9) Includes 8,000 shareholder warrants

(10) Includes 3,000 shareholder warrants

(11) Includes 2,100 shareholder warrants

(12) Includes 2,000 shareholder warrants

(13) Includes 4,106 shareholder warrants

(14) Includes 4,200 shareholder warrants

(15) Includes 3,500 shareholder warrants

(16) Includes 400 shares by spouse

(17) Includes 800 shares owned by spouse
and 1,000 owned by minor child

(18) Includes 500 shares owned by minor children

(19) Includes 1,000 shares owned by minor children

- (20) Includes 250 shares owned by spouse
- (21) Includes 500 shares owned by spouse
- (22) Includes 1,700 shares owned by spouse
- (23) Includes 564 shares owned by minor children
- (24) Includes 400 shares owned by spouse
and 300 shares owned by minor child
- (25) Includes 1,200 shares owned by minor children
- (26) Includes 6,666 vested stock options
- (27) Includes 8,333 vested stock options
- (28) Includes 666 vested stock options

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires the Bank's executive officers and directors, and persons who own more than 10% of a registered class of Bank stock, to file reports of ownership and changes in ownership with the FDIC. Executive officers, directors, and 10% shareholders are required to furnish the Bank with copies of all Section 16(a) forms they file. The Bank knows of no 10% or greater beneficial owner of its common stock.

Based solely upon its review of the copies of such forms received, the Bank believes that its officers and directors complied with all applicable filing requirements for the period January 1, 2007 through December 31, 2007.

ELECTION OF DIRECTORS

General

Our board of directors currently consists of nineteen members, six of whom are classified as Class II directors to be elected at our 2008 annual meeting. Our bylaws provide for a classified board of directors, meaning that the board of directors will be composed of three classes with approximately one-third of the directors elected at each annual meeting. Directors in each class serve for a term of three years, or until their successors are elected and qualified. The terms of the current Class I, Class II and Class III directors are set to expire at the annual meeting of shareholders in 2010, 2008 and 2009, respectively.

At the annual meeting, six directors comprising the Class II directors are to be elected. Our board of directors has proposed the nominees listed below for election as Class II directors to serve until the 2011 annual meeting or until their successors are duly elected and qualified. All of the nominees listed below currently serve as Class II directors on our board of directors and all of the nominees were recommended for re-election by the Nominating and Governance Committee of our board of directors.

Unless otherwise specified in the accompanying form of proxy, proxies solicited hereby will be voted for the election of the nominees listed below. Each of the nominees has agreed to serve for a three-year term.

The board of directors has nominated the following individuals to serve as Class II directors of the Bank:

<u>Name</u>	<u>Age</u>	<u>Position with Choice Bank</u>
Dr. Michael Hanneman	51	Class II Director
Dr. David Janssen	48	Class II Director
Stanley Leedle	52	Class II Director, Executive Vice President and Chief Credit Officer
Julie Leschke	49	Class II Director
Thomas Muza	53	Class II Director
Arend Stam	52	Class II Director

Business experience of nominees

Information about the business experience of each of the Class II director nominees is set forth below.

Michael L. Hanneman, D.D.S. Dr. Hanneman has been practicing dentistry in Oshkosh, Wisconsin since 1982. He is a member of the Winnebago County Dental Association, Wisconsin Dental Association, Wisconsin Dental Association, American Dental Association, Academy of General Dentistry, the American Academy of Cosmetic Dentistry, and is currently serving on the Marquette University School of Dentistry Alumni Board. Dr. Hanneman also served as director of M&I-Western State Bank from 1990-1994, until it was acquired by Associated Bank. Thereafter, he served for ten years on the Community Advisory Board of Associated Bank-Oshkosh. Dr. Hanneman has served as a Class II director for Choice Bank since its inception in 2006.

David A. Janssen M.D. FACS. Dr. Janssen is President and a co-owner of Fox Valley Plastic Surgery, S.C. Since founding the practice in 1993, the company has provided plastic, reconstructive, and hand surgical services to 27,000 patients in the Fox Valley area of Wisconsin. Dr. Janssen has served the medical community as the chief of surgery at Mercy Medical Center for four years. Dr. Janssen is a member of the American Society of Plastic Surgeons, The American Society for Aesthetic Plastic Surgery and the American Society of Laser Medicine and Surgery. He had been on the board of directors of Affinity Health System for the past four years, serving as president of the Physician Activities Committee for the past three years. Dr. Janssen has served as a Class II director for Choice Bank since its inception in 2006.

Stanley G. Leedle. Stan Leedle has more than twenty-five years of experience in the financial services industry, with more than ten of those years serving in the capacity of a senior lending officer. He was involved in the application and capital campaign of the Bank since inception, and has served as Executive Vice President and Chief Credit Officer since opening of the Bank. Mr. Leedle most recently served as Senior Vice President of Business Banking and Senior Lender at First Federal Capital Bank from 2003-2004. While at First Federal Capital Bank, he was responsible for the management of all aspects of the business lending function for the Oshkosh office. During his tenure at the bank, he oversaw the growth of the loan portfolio from \$0 to \$38 million in approximately eighteen months. Before joining First Federal Capital Bank, he spent approximately twenty years at several banking subsidiaries of M&I Corporation. Mr. Leedle has served as a Class II director, Executive Vice President and Chief Credit Officer for Choice Bank since its inception in 2006.

Julie A. Leschke. Ms. Leschke is currently employed as Education Coordinator of the Oshkosh Chamber of Commerce, which involves developing, promoting, and coordinating business/education collaborations, projects, and programs. She is also pursuing a Masters of Business Administration at the University of Wisconsin Oshkosh. Ms. Leschke was the Republican candidate for the 54th District of the

Wisconsin Assembly in 2006. Ms. Leschke's past professional activities include performing at the Wisconsin Conservatory of Music in Milwaukee and the Oshkosh Suzuki Talent Education Center at The University of Wisconsin-Oshkosh; performing as a pianist with the Oshkosh Symphony Orchestra; serving as an elected member on the Winnebago County Board of Supervisors; serving as a Practice Manager for Anesthesia Services of the Fox Valley; and serving as Executive Director of the Oshkosh Symphony Orchestra. Ms. Leschke has served as a Class II director for Choice Bank since its inception in 2006.

Thomas L. Muza. Mr. Muza has served as President of Muza Metal Products, a company he acquired from his father in 1997. Under Mr. Muza's ownership, Muza Metal Products has doubled its sales volume during the past eight years and has added approximately 50 employment opportunities for the Oshkosh community. Prior to becoming President, Mr. Muza was employed by Muza Metal Products for approximately twenty years. In the past year, Mr. Muza was also instrumental in attracting one of his company's major vendors to Oshkosh from Appleton. Mr. Muza brings prior banking experience to our board of directors through his service as a director of Leach Credit Union during the mid-1990s. Mr. Muza has served as a Class II director for Choice Bank since its inception in 2006.

Arend A. Stam. Mr. Stam has been employed with Oshkosh Truck Corporation since 1979, where he has held numerous positions, including as a service representative, field service manager, regional sales manager, product manager, Director of Sales and Marketing, Director of Engineering, general manager and Vice President of Manufacturing Operations. He is currently Vice President of Cost Reduction and Best Practices. Mr. Stam has served as a Class II director for Choice Bank since its inception in 2006, and serves as Chair of the Personnel and Compensation Committee.

Voting to elect directors

The directors will be elected by a plurality of votes cast, in person or by proxy, at the annual meeting. The persons named in the enclosed proxy will vote to elect the nominees as directors, unless you withhold authority to vote for the election of the nominees as directors by marking the proxy to that effect. The nominees have indicated a willingness to serve, if elected, but if any nominee should be unable or unwilling to serve, proxies may be voted for a substitute nominee designated by our board of directors.

Board recommendation

Our board of directors recommends that shareholders vote **FOR** the election of the six nominees for directors assigned to Class II of the board.

Other directors and executive officers

The following table sets forth information concerning our Class I and Class III directors, as well as our named executive officers who are not standing for election at our 2008 annual meeting:

<u>Name</u>	<u>Age</u>	<u>Position with Choice Bank</u>
Kenneth Balda	52	Class I Director
Stephen Ford	53	Class I Director
Richard Gabert	64	Class I Director
Paul Getchel	49	Class I Director
Rodney Oilschlager	57	Class III Director, Chairman of Board

James Poeschl	50	Class III Director
Keith Pollnow	52	Class III Director, President & Chief Executive Officer
Jeffrey Rogge	46	Class III Director
Thomas Rusch	62	Class III Director
Randall Schmiedel	40	Class I Director
John Supple, III	49	Class III Director
Gerald Thiele	45	Class I Director
Mark Troudt	47	Class I Director and Risk Management Officer

Information about the business experience of each of the Class I and Class III directors, who are not up for election this year is set forth below.

Kenneth Balda. Mr. Balda owns and operates a truck repair/dealership business that he founded in 1986. His company currently generates over \$35 million in annual revenues and is consistently in the top quartile of performance for the industry. Mr. Balda's company now employs 135 employees with four dealership locations in Appleton, Green Bay, Oshkosh and Fond du Lac, Wisconsin. Mr. Balda has served as a Class I director for Choice Bank since its inception in 2006.

Stephen Ford. Mr. Ford has worked for Lapham-Hickey Steel Corporation for the past thirty-three years and currently serves in the capacity of Executive Vice President and member of the Board of Directors. Mr. Ford is responsible for operations, sales, and 700 employees in all seven locations. Mr. Ford has served as a Class I director for Choice Bank since its inception in 2006.

Richard Gabert. Since 1984, he has been involved in the construction and management of large apartment complexes and commercial buildings. He is a lifelong resident of Winnebago County, Wisconsin. Mr. Gabert has served as Chairman of the Nominating and Governance Committee and as a Class I director for Choice Bank since its inception in 2006.

Paul Getchel. Mr. Getchel has been employed as a real estate agent for approximately 21 years, where he consistently ranks as one of the top sales agents in the Oshkosh market. Mr. Getchel has also been involved as an investor in numerous local real estate development projects and investments. He is a lifelong resident of the Oshkosh area and has earned a degree in accounting. Mr. Getchel has served as a Class I director for Choice Bank since its inception in 2006.

Rodney Oilschlager. Mr. Oilschlager has been actively involved in the development, construction, and management business with Midwest Real Estate Development Co., Inc. for 28 years. He currently serves as President of the company, overseeing operations. Mr. Oilschlager has served as Chairman of the Board, Chairman of the Executive Committee, and as a Class III director for Choice Bank since its inception in 2006.

James Poeschl. Mr. Poeschl is a professional trader in the stock and options market. He also currently serves as treasurer and partner of Blue Star Investments, Inc., a real estate/investment firm. Mr. Poeschl served as Vice President and Secretary of Poeschl Industries, Inc., a furniture manufacturer and supplier to the music industry, from August 1989 until March 2002, when the business was sold. He was licensed as a Registered Investment Advisor from December 1995 to July 1997. Mr. Poeschl has served as a Class III director for Choice Bank since its inception in 2006.

Keith C. Pollnow. Mr. Pollnow has more than twenty-eight years of experience in the financial services industry, with 25 of those years in the Oshkosh market. Mr. Pollnow was involved in the application and capital-raising process for the Bank since the beginning. Prior to that, Mr. Pollnow served in a number of senior management positions with First Federal Capital Bank, where he was instrumental in its expansion into Northeast Wisconsin. As a Regional Vice President, Mr. Pollnow opened seventeen banking offices in northeast Wisconsin, five of them in Oshkosh. In 2002, Mr. Pollnow was promoted to Community President of First Federal Capital Bank's de novo business banking unit in Oshkosh where Mr. Pollnow, along with our chief credit officer, built a \$38 million commercial loan portfolio funded by \$43 million of local core deposits. Mr. Pollnow has served as the President, Chief Executive Officer and a Class III Director of the Bank since its inception in 2006.

Jeffrey Rogge. Mr. Rogge acquired his family's food distribution business in January 2000. He currently serves as President of the company and has recently expanded its operations to Omro, Wisconsin. Mr. Rogge is a member of two local chamber groups and two trade associations and is also a life-long member of Martin Luther Church in Oshkosh, Wisconsin. Mr. Rogge has served as a Class III director for Choice Bank since its inception in 2006.

Thomas Rusch. Mr. Rusch has been actively engaged in the real estate development business, primarily in the holding of rental property in land development for forty years. From 1997 to 2001, he served as a director for a local bank. Mr. Rusch has served as a Class III director of the Bank since its inception.

Randall Schmiedel. Mr. Schmiedel is an entrepreneur who has been instrumental in the start-up of eight private companies, each of which he remains the owner or a co-owner. Mr. Schmiedel has served as a Class I director of the Bank since its inception.

John Supple, III. Mr. Supple the founder and/or co-owner of several restaurants and related businesses and currently serves as President of the Supple Restaurant Group, which operates **four** restaurants and is headquartered in Oshkosh, Wisconsin. Mr. Supple has served as a Class III director of the Bank since its inception.

Gerald Thiele. Mr. Thiele is the Northwest Manager for Vista Window Company. He directs the sales and marketing efforts for the window manufacturer in Illinois, Iowa, Indiana Minnesota, Missouri, and Wisconsin. He previously was engaged in the wholesale distribution of exterior building products in Wisconsin through Prestige Wholesale Supply, a company that he founded in 1986 and expanded through an additional distribution center in 2002. He is a graduate of the University of Wisconsin – La Crosse, where he earned a Bachelor of Science degree in accounting, with a minor in marketing. Mr. Thiele has served as a Class I director for Choice Bank and as Chairman of the Audit Committee since the Bank's inception in 2006.

Mark Troudt. Mr. Troudt is the Bank's Risk Management Officer on a part-time basis. Prior to 2008, he was the Senior Vice President and Chief Financial Officer, also on a part-time basis. He also serves as president of a manufacturing company. Mr. Troudt also brings significant banking experience to our Board of Directors. Mr. Troudt served as a bank examiner for the Wisconsin Office of Commissioner of Banking, where his duties included working on field examinations for state chartered banks and trust companies. He also served as a credit/compliance officer with Valley Bank of Oshkosh (n/k/a M&I Bank) and F&M Bank (n/k/a Citizens Bank) where he was responsible for various commercial lending, compliance and Community Reinvestment Act (CRA) activities. Mr. Troudt has served as a Class I director for Choice Bank since its inception in 2006.

Directors received no fees or other form of remuneration for Board or committee meetings in 2007. There are no arrangements or understandings between Choice Bank and any person pursuant to which such person has been elected as a director.

Director Independence

It is the policy of the Bank that a majority of the Board of Directors consist of independent parties. The Board affirmatively determines the independence of each director and nominee for election as a director in accordance with the elements of independence set forth in Rule 4200(a)(15) of the National Association of Securities Dealers' listing standards. Based on these standards, the Board of Directors has determined that 16 of 19 directors qualify as independent. The exceptions are Keith C. Pollnow, Stanley G. Leedle, and Mark D. Troutd, all of whom are employees of the Bank.

Director Meeting Attendance

The Board of Directors held twelve regular business meetings in 2007. All board members attended at least 75% of the Bank's regular board meetings. There were also 13 special board meetings to consider loans requiring that level of approval. Five directors, Steven Ford, Richard Gabert, Dr. David Janssen, Thomas Muza, and Thomas Rusch, attended fewer than 75% of the aggregate of total number of board meetings plus total number of meetings held by all committees of the Board on which he/she served.

It is the policy of the Bank that all directors attend the Bank's Annual Meeting of Shareholders, except for illness or other unusual circumstances. All members of the Board of Directors attended the 2007 meeting.

Committees of the board of directors

The Bank's board of directors has multiple standing committees. The primary committees are the Audit and Compliance Committee, Personnel and Compensation Committee, Loan and Credit Committee, and Nominating and Governance Committee. Committee membership is determined by the board of directors. Reports and minutes from committee meetings are disclosed to the full board of directors on a regular basis.

Membership on the Audit and Compliance Committee, Personnel and Compensation Committee, and Nominating and Governance Committee is restricted to independent directors, as defined above. The functions of the Audit and Compliance Committee are discussed below under "Audit Committee," and those of the Compensation Committee under "Compensation Discussion and Analysis."

The Nominating and Governance Committee has a Charter, which is attached as Appendix C to this document. The issue of the policy with regard to consideration of any director candidates recommended by security holders is discussed in this document under the heading "**SHAREHOLDER DIRECTOR NOMINATIONS AND OTHER PROPOSALS FOR THE NEXT ANNUAL MEETING OF SHAREHOLDERS.**"

The Audit and Compliance Committee met 5 times in 2007, the Compensation Committee 6 times, Loan and Credit Committee held 16 meetings, and the Nominating and Governance Committee convened twice.

COMPENSATION COMMITTEE REPORT

The objectives of the Bank's compensation program are to provide incentives for executive management to:

- Achieve profitability and meet profit targets;
- Achieve loan volume goals, while maintaining loan quality;
- Achieve deposit goals in order to achieve loan growth.

Bank management is expected to implement our community bank strategy by building close relationships with commercial and retail clients, providing a line of competitively-priced products, and demanding the highest quality customer service. Bank management is also expected to encourage management and leadership, and to avoid unnecessary and excessive turnover.

Our Board of Directors established the Personnel and Compensation Committee to, among other things, review and recommend the compensation levels of Named Executive Officers (as defined below), evaluate the performance of Named Executive Officers and consider senior management succession issues and related matters of the Bank. Our Personnel and Compensation Committee reviews executive compensation and expects to offer executive management a combination of base salary, bonus based on achieving goals listed above, perquisites, and reasonable equity incentives.

The Bank's Personnel and Compensation Committee includes outside directors Arend Stam (Chair), Kenneth Balda, Steven Ford, Dr. David Janssen, Thomas Muza, Rodney Oilschlager (Chairman of the Board), and Gerald Thiele. All members of the committee are deemed to be independent directors. Our Personnel and Compensation Committee is responsible for presenting to the board of directors performance reviews and compensation recommendations for President and Chief Executive Officer, Keith Pollnow, and Executive Vice President and Chief Credit Officer, Stanley Leedle. The Compensation Committee met 6 times in 2007. No Compensation Committee member participates in any of the Bank's employee compensation programs.

The elements of the Bank's executive compensation package include:

- Base salary, based upon market comparisons for de novo banks.
- Bonus plan for directly achieving growth and profitability goals. The plan is based upon targets set in the initial three-year plan filed as part of the charter application. The long-range growth plan will be reviewed and upgraded on a regular basis. This plan also includes three other senior officers.
- Fringe benefits include health and dental insurance (75% paid by the Bank), and life insurance fully paid by the Bank. The Banks also offers a 401(k) plan to all employees. Per regulation, the Bank is not allowed to make matching contributions until profitability is achieved.
- Perquisites include country club dues and an auto allowance. Both elements are intended to assist executives in developing and maintaining business relationships.
- Equity incentives based on the Bank's 2006 option plan.

Details regarding these elements follow.

The Personnel and Compensation Committee Charter is included as Appendix B of his document.

Named executive officers

The following is a report of the Bank and our Named Executive Officers, which include the Bank's President and Chief Executive Officer, its Executive Vice President and Chief Credit Officer. The Personnel and Compensation Committee of our board of directors oversees the Bank's compensation programs. Our compensation programs include programs designed specifically for our Named Executive Officers.

The following table includes information concerning compensation for the period beginning with the Bank's inception on July 24, 2006, through December 31, 2007 for the named executive officers.

SUMMARY COMPENSATION TABLE

Name and Principal				Stock	Option	Non-equity Incentive Plan	Non-qualified Deferred Compensation	All Other	
<u>Position</u>	<u>Year</u>	<u>Salary</u>	<u>Bonus</u>	<u>Awards</u>	<u>Awards</u>	<u>Compensation</u>	<u>Earnings</u>	<u>Compensation</u>	<u>Total</u>
Keith C Pollnow President & CEO	2007	\$111,650	23,760	0	0	0	0	11,650	147,060
	2006	59,154	\$0	\$0	\$99,750	\$0	\$0	\$53,973	\$212,877
Stanley G Leedle Executive VP & CCO	2007	103,877	14,400	0	0	0	0	11,650	129,927
	2006	54,894	0	0	79,800	0	0	50,190	184,884

(1) All other compensation for 2007 is an auto allowance \$6,000 and country club dues of \$5,650 each for Mr. Pollnow and Mr. Leedle. For 2006, the auto allowance was \$2,500 and country club dues of \$4,800 for each. The balance for 2006 includes consulting fees paid by the shell corporation formed for the purpose of organizing the Bank prior to the time the Bank received its charter on July 24, 2006. The consulting fees were ultimately reimbursed to the shell corporation by the Bank from the proceeds of the Bank's initial stock offering. The consulting fees were \$46,673 for Mr. Pollnow and \$43,430 for Mr. Leedle.

(2) Though not included as compensation, Mr. Pollnow and Mr. Leedle each received 11,250 organizer warrants in July, 2006. Each of the nineteen organizers, now directors received these warrants to purchase shares of Bank stock at \$10 per share, to expire July 24, 2016.

Employment Agreements

The elements of the Bank's executive officer compensation package are largely contractual, and are provided for within each executive officer's employment agreement. A summary of the agreements with each of our Named Executive Officers is set forth below.

Keith C. Pollnow

On July 1, 2006 the Bank entered into an employment agreement with Keith C. Pollnow regarding his employment as President and Chief Executive Officer. The agreement is in effect for an initial period of three years with certain exceptions. Thereafter, the agreement will automatically renew annually unless either party elects to terminate the agreement by sending prior notice to the other party.

Under the terms of the agreement, Mr. Pollnow receives a base salary of at least \$110,000 per year. At any time during the term of the agreement our board may review and increase Mr. Pollnow's base salary as a result of that review. Mr. Pollnow is eligible to participate in any executive incentive

bonus plan and all other benefit programs that we have adopted. Mr. Pollnow also receives other customary benefits such as health, dental and life insurance, membership fees to banking and professional organizations and a monthly allowance for automobile expenses of up to \$500, which was increased to \$600 per month effective January 1, 2008. In addition, we provide Mr. Pollnow with country club membership fees of up to \$800 per month at a club that our board of directors deems to be appropriate. Mr. Pollnow's agreement provides that he will be entitled to 200 hours of paid time off each year and will be provided with term life insurance coverage with a term of not less than ten years and in an amount not less than \$500,000.

Mr. Pollnow's employment agreement also provides that we will grant him options to purchase 25,000 shares of our common stock at an exercise price of \$10.00 per share, exercisable within ten (10) years from the date of grant of the options, and vesting ratably over a three-year period from date of issuance. These options were granted to Mr. Pollnow at the time that the Bank opened in July of 2006.

In the event that Mr. Pollnow is terminated, or elects to terminate his employment, in connection with a "change of control," he would be entitled to receive a cash lump-sum payment equal to 100% of his "base amount" as defined in section 280G of the Internal Revenue Code. In general, "base amount" means the executive's annualized compensation over the prior five-year period. Other than as a result of a "change in control," if Mr. Pollnow's employment is terminated for any reason other than for cause, we would be obligated to pay as severance, an amount equal to his annual base salary for the year during which his employment terminates.

The agreement also generally provides for a one year non-competition and a one year non-solicitation provision that would apply following the termination of Mr. Pollnow's employment, regardless of the reason for such termination.

Stanley G. Leedle

On July 1, 2006 the Bank entered into an employment agreement with Stanley G. Leedle regarding his employment as Executive Vice President and Chief Credit Officer. The agreement is in effect for an initial period of three years with certain exceptions. Thereafter, the agreement will automatically renew annually unless either party elects to terminate the agreement by sending prior notice to the other party.

Under the terms of the agreement, Mr. Leedle receives a base salary of at least \$100,000 per year. At any time during the term of the agreement our board may review and increase Mr. Leedle's base salary as a result of that review. Mr. Leedle is eligible to participate in any executive incentive bonus plan and all other benefit programs that we have adopted. Mr. Leedle also receives other customary benefits such as health, dental and life insurance, membership fees to banking and professional organizations and a monthly allowance for automobile expenses of up to \$500, which was increased to \$700 per month as of January 1, 2008. In addition, we provide Mr. Leedle with country club membership fees of up to \$800 per month at a club that our board of directors deems to be appropriate. Mr. Leedle's agreement provides that he will be entitled to 200 hours of paid time off each year and will be provided with term life insurance coverage with a term of not less than ten years and in an amount not less than \$500,000.

Mr. Leedle's employment agreement also provides that we will grant him options to purchase 20,000 shares of our common stock at an exercise price of \$10.00 per share, exercisable within ten (10) years from the date of grant of the options, and vesting ratably over a three-year period from date of issuance. These options were granted to Mr. Leedle at the time that the Bank opened in July of 2006.

In the event that Mr. Leedle is terminated, or elects to terminate his employment, in connection with a “change of control,” he would be entitled to receive a cash lump-sum payment equal to 100% of his “base amount” as defined in section 280G of the Internal Revenue Code. In general, “base amount” means the executive’s annualized compensation over the prior five-year period. Other than as a result of a “change in control,” if Mr. Leedle’s employment is terminated for any reason other than for cause, then we would be obligated to pay as severance, an amount equal to his annual base salary for the year during which his employment terminates.

The agreement also generally provides for a one year non-competition and a one year non-solicitation provision that would apply following the termination of Mr. Leedle’s employment, regardless of the reason for such termination.

Stock options

The following table is intended to provide additional information concerning option awards to our Named Executive Officers that were outstanding as of December 31, 2007. No stock options were granted during 2007. The Bank has not granted any stock awards.

Name	Grant Date	Number of securities underlying unexercised option exercisable	Number of securities underlying unexercised option unexercisable	Option exercise price	Fair Value as of grant date	Option expiration date
Keith C Pollnow	7/11/2006	8,333	25,000	\$10.00	\$99,750	7/11/2016
Stanley G Leedle	7/11/2006	6,666	20,000	\$10.00	\$79,800	7/11/2016

In accordance with FAS 123(R), the fair value reflects the value as of the grant date, based on calculations using the Black-Scholes Method. The total amount is recognized as an expense by the Bank for financial statement purposes, amortized over the three-year vesting period. More details can be found in the Bank’s financial statements, which accompany this proxy statement.

Director compensation

Directors received no fees or other form of remuneration for Board or committee meetings in 2006 or 2007.

AUDIT COMMITTEE

The Bank has a separately designated standing Audit Committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. The members of the Committee include Gerald Thiele (Chair), Steven Ford, Julie Leschke, Thomas Muza, James Poeschl, and Thomas Rusch. The board of directors has determined that each of these members are independent within the meaning of the rules of the SEC, National Association of Securities Dealers (“NASD”) Rule 4200(a)(15), and the Audit Committee Charter.

The Board has designated Gerald Thiele as the Committee financial expert, which is defined as:

- A. An understanding of generally accepted accounting principles (GAAP) and financial statements;

- B. The ability to assess the general application of such principles in connection with the accounting for estimates, accruals, and reserves;
- C. Experience preparing, auditing, analyzing, or evaluating financial statements that present a breadth and level of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the registrant's financial statements, or experience actively supervising one or more persons engaged in such activities;
- D. An understanding of internal control over financial reporting; and
- E. An understanding of audit committee functions.

The Audit Committee Charter is included as **Appendix A** of this proxy statement.

REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

The Audit Committee of the Bank is composed entirely of non-management directors, each meeting the independent requirements as defined in Rule 4200(a)(15) of the National Association of Security Dealers' listing standards. The Committee has adopted a written charter, approved by the board of directors, outlining its practices and responsibilities.

The Audit Committee has reviewed and discussed the audited financial statements included in the Bank's annual report on form 10-K for the year ended December 31, 2007 with Bank management. The Committee has also discussed the matters required to be discussed by Statement of Auditing Standards (SAS) 61 with Wipfli LLP ("Wipfli"), the Bank's independent auditor. The discussion with Wipfli also covered the overall scope and plans for the audit. Finally, the Committee met with management and Wipfli to discuss the results of the Auditor's examinations, their evaluations of the Bank's internal controls, and the overall quality of the Bank's financial reporting.

Based on the review and discussions referred to above, relying upon management and Wipfli, and subject to the limitations of its rules, the Audit Committee recommended to the board of directors that the audited financial statements be included in the Bank's Annual report on Form 10-K for the year ended December 31, 2007.

This report of the Audit Committee does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other Bank filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Bank specifically incorporates this report by reference therein.

Based upon the unanimous recommendation of the Audit Committee, the Bank decided to replace Clifton Gunderson LLP as its principal accountants. The Bank's board of directors determined on September 18, 2007 to dismiss Clifton Gunderson, with the dismissal to become effective after such time as the Bank had consulted with the Federal Deposit Insurance Corporation and its legal advisors. On September 27, 2007, and before the Bank notified Clifton Gunderson of its decision to change accountants, Clifton Gunderson notified Choice Bank that it was resigning as the Bank's auditor. On September 28, 2007, Clifton Gunderson provided a letter to the Bank and to the Federal Deposit Insurance Corporation confirming that the client-auditor relationship between the Bank and Clifton Gunderson had ceased. Subsequent to the September 28, 2007 letter from Clifton Gunderson to the Bank, the Bank notified Clifton Gunderson of the prior decision of its board of directors to dismiss Clifton Gunderson.

The reports of Clifton Gunderson on the Registrant's financial statements since inception contained neither an adverse opinion nor a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles.

In addition, since the Bank's inception, there have been no disagreements in connection with the audits of Clifton Gunderson on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Clifton Gunderson, would have caused Clifton Gunderson to make reference thereto in their reports on the Registrant's financial statements for such years and/or interim periods.

Furthermore, there have been no reportable events as described in Item 304 of Regulation S-B since the Bank's inception. The Bank provided Clifton Gunderson with a copy of this report no later than the date that this report was filed with the Federal Deposit Insurance Corporation and has requested that Clifton Gunderson furnish the Bank with the letter described in Item 304(a)(3) of Regulation S-B. A copy of the letter from Clifton Gunderson to the Federal Deposit Insurance Corporation described in Item 304(a)(3) of Regulation S-B is filed as Exhibit 16.1 hereto.

Also upon the unanimous recommendation of the Audit Committee, the Bank engaged Wipfli LLP ("Wipfli") as of October 19, 2007, as the Bank's principal accountants to audit the Bank's financial statements for the fiscal year ending December 31, 2007. The action was approved by the Bank's board of directors. Neither the Bank nor anyone on its behalf has consulted with Wipfli regarding (A) the application of accounting principles to a specified transaction, either completed or proposed; or the type of audit opinion that might be rendered on the Bank's financial statements, or (b) any matter that was either subject of a disagreement (as defined in Item 304(a)(1)(iv) of Regulation S-B) or a reportable event (as described in Item 304(a)(1)(v) of Regulation S-K).

Submitted by the Audit Committee of the Board of Directors

Gerald Thiele, Chair
 Steven Ford
 Julie Leschke
 Thomas Muza
 James Poeschl
 Thomas Rusch

Dated: March 17, 2008

PRINCIPAL AUDITOR FEES AND SERVICES SECTION

The following table presents fees for professional services rendered by Clifton, Gunderson and Wipfli for audit of the Bank's annual financial statements and other related professional services for the years ended December 31, 2007 and 2006:

	Clifton Gunderson		Wipfli
	<u>2006</u>	<u>2007</u>	<u>2007</u>
Audit Fees	\$ 4,000	\$ 26,500	\$ 14,496
Audit-related fees	-	-	-
Tax fees	-	2,000	-
All other fees	-	-	-
Total	<u>\$ 4,000</u>	<u>\$ 28,500</u>	<u>\$ 14,496</u>

Audit fees paid to Clifton Gunderson relate to the 2006 financial statements, filing of Form 10-SB to register as a public company, and review of the Forms 10-QSB for the quarters ended March 31 and June 30, 2007. The fee paid to Wipfli was for the review of Form 10-QSB for the quarter ended September 30, 2007 and a progress billing for the 2007 audit.

TRANSACTIONS WITH RELATED PERSONS

The Bank has had, and expects to have in the future, banking transactions in the ordinary course of business with its directors, officers, and employees. The Bank's Loan Policy prohibits the Bank from making any loans or extensions of credit to directors and officers, or any entity which any such person has a controlling interest, except on substantially the same terms as those prevailing at the time for comparable banking transactions with other persons who are not Bank affiliates and who are not subject to Regulation O. These loans cannot involve more than the normal risk of repayment or present other unfavorable features.

For the year ended December 31, 2007, the highest aggregate amount of credit extended by the Bank to its directors and executive officers and their affiliates, as a group, at any one time was \$12,160,603. This amount was outstanding on December 31, 2007, and represented approximately 63.6% of the Bank's total equity as of that date. Furthermore, the highest amount extended to any one director and his affiliates during the year was \$2,634,226 to Jeff S. Rogge. This amount was outstanding as of December 31, 2007, and represents approximately 13.8% of the Bank's total equity as of that date.

The Bank entered into a lease with Director Thomas Rusch commencing January 1, 2007 for the Bank's 3,087 square foot branch office facility at 2201 Jackson Street in Oshkosh. The lease has a ten-year term, with monthly payments of \$4,116. The amount of the lease payment was determined based upon an independent third party appraisal of the fair rental value of the property. Lease terms were approved by the Board of Directors, with Mr. Rusch excused from any discussion. The branch office opened for business on January 18, 2007.

SHAREHOLDER DIRECTOR NOMINATIONS AND OTHER PROPOSALS FOR THE NEXT ANNUAL MEETING OF SHAREHOLDERS

Consideration of Director Nominees

Our bylaws provide for the nomination of directors in the following manner:

"Nominations for Directors. Subject to the rights granted to a particular class or series of stock, nominations for the election of directors may be made (i) by or at the direction of the board of directors or (ii) by any shareholder entitled to vote for the election of directors who complies with the procedures set forth in this section. All nominations by shareholders shall be made pursuant to timely notice in proper written form to the Secretary of the Bank. To be timely, a shareholder's notice shall be delivered to, or mailed and received at, the principal executive offices of the Bank not less than 60 days nor more than 270 days prior to the meeting; provided, however, that in the event less than 30 days' notice or prior disclosure of the date of the meeting is given or made to shareholders, notice by the shareholder to be timely must be so received not later than the close of business on the tenth day following the day on which such notice of the date of the meeting was mailed or such disclosure was made. To be in proper written form, the shareholder's notice to the Secretary shall set forth in writing (a) the name and address of the shareholder who intends to make the nomination and of the person or persons intended to be nominated; (b) the class and number of shares of stock of the Bank which are beneficially owned

by such shareholder intending to make the nomination; (c) a representation that the shareholder is a holder of record of shares of the Bank entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice; (d) a description of all arrangements or understandings between the shareholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the shareholder; (e) such other information regarding each nominee proposed by such shareholder as would have been required to be included in a proxy statement filed pursuant to the proxy rules of the Securities and Exchange Commission had each nominee been nominated by the Board of Directors; and (f) the consent of each nominee to serve as director of the Bank if so elected. No person shall be eligible for election as a director unless nominated in accordance with the procedures set forth in these bylaws. The chairman of the meeting may refuse to acknowledge the nomination of any person not made in compliance with the foregoing procedures.”

Our board of directors will consider director candidates recommended by our shareholders in a similar manner as those recommended by members of management or other directors, provided the shareholder submitting such nomination has complied with the procedures set forth in the foregoing provision. To date, we have not received any recommended nominees from any non-management shareholders.

Consideration of Other Shareholder Proposals

Pursuant to Rule 14a-8 under the Exchange Act, shareholder proposals to be included in our proxy statement and form of proxy for the 2009 annual meeting of shareholders, must be received by us at our principal executive offices in Oshkosh, Wisconsin, addressed to the Secretary of the Bank, not later than November 18, 2008. With respect to any shareholder proposals for director nominations submitted pursuant to our bylaws, they must be received no earlier than 270 days nor any later than 60 days prior to our 2009 annual meeting. These proposals must comply with applicable Wisconsin law, the rules and regulations promulgated by the SEC and the procedures set forth in our bylaws.

Communications with the Board of Directors

Individuals may communicate with the Bank’s Board of Directors by mailing the communication to Corporate Secretary, Choice Bank, PO Box 2762, Oshkosh, WI 54903. All communications so received will be forwarded to the Board of Directors. Communications intended specifically for non-management directors should be sent to the Chair of the Audit Committee at the same address.

It is the policy of the Bank that all directors attend the Bank’s Annual Meeting of Shareholders, absent illness or other unusual circumstances. All members of the Board of Directors attended the 2007 meeting.

ADDITIONAL INFORMATION

We will bear all costs of the solicitation of proxies by our board. In addition to soliciting proxies through the mail, proxies may be solicited by our directors and officers in person or by telephone or other means of communication. Our directors and officers will not receive additional compensation for their efforts during this solicitation, but may be reimbursed for out-of-pocket expenses incurred in connection with the solicitation. After the original mailing of the proxies and other solicitation materials, we request that brokers, custodians, nominees and other record holders of common stock forward copies of the proxy statement, proxy and solicitation materials to beneficial owners for whom they hold shares

Appendix A

CHOICE BANK AUDIT and COMPLIANCE COMMITTEE CHARTER

Purpose

The role of the Audit Committee is to oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company.

The Audit Committee shall also prepare the report required by the rules of the Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual proxy statement.

Composition

Independence

The Audit Committee shall consist of three or more members of the board of directors (the “Board”), each of whom is determined by the Board to be “independent” under Section 10A(m)(3) of the Securities Exchange Act of 1934 (the “Exchange Act”), the rules of the NASDAQ Stock Market and the rules and regulations of the SEC.

Financial Expertise

All members of the Audit Committee must be able to read and understand financial statements at the time of their appointment. At least one member of the Audit Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or any other comparable experience or background that results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

Appointment and Removal

The members of the Audit Committee shall be appointed by the Board upon the recommendation of the Nomination and Governance Committee and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Audit Committee may be removed, with or without cause, by a majority vote of the Board.

Chairperson

Unless a Chairperson is elected by the full Board upon recommendation of the Nomination and Governance Committee, the members of the Audit Committee shall designate a Chairperson by the majority vote of the full Audit Committee membership. The Chairperson will chair all regular sessions of the Audit Committee and set the agenda for Audit Committee meetings.

Delegation to Subcommittees

In fulfilling its responsibilities, the Audit Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Audit Committee.

Meetings

The Audit Committee shall meet as often as it determines but no less than once per quarter, either in person or telephonically, and at such times and places as the Audit Committee shall determine. The Audit Committee should meet regularly with each of management, the principal internal auditor of the Company and the outside auditing firm in separate executive sessions to discuss any matters that the Audit Committee or either of these groups believe should be discussed privately. In addition, the Audit Committee or its chairperson should meet with the independent auditors and management quarterly to review the Company's financial statements.

Relationship with Independent Accountants

The Audit Committee shall be directly responsible, in its capacity as a committee of the Board, for the appointment, compensation, retention and oversight of the outside auditing firm. In this regard, the Audit Committee shall have the sole authority to (A) appoint and retain, (B) determine the funding for, and (C) when appropriate, terminate, the outside auditing firm, which shall report directly to the Audit Committee. The Audit Committee will be responsible for resolving any disputes between the independent accountants and the Company's management.

Duties and Responsibilities

To fulfill its responsibilities and duties the Audit Committee shall:

A. Financial Reporting Processes and Documents/Reports Review

1. Review and discuss with the outside auditing firm: (A) the scope of the audit, the results of the annual audit examination by the auditor and any accompanying management letters, (B) any audit problems or difficulties the auditor encountered in the course of their audit work, including any restrictions on the scope of the outside auditing firm's activities or on access to requested information, and any significant disagreements with management and management's response to such audit problems or difficulties, and (C) any reports of the outside auditing firm with respect to interim periods.

2. Review and discuss with management and the outside auditing firm the annual audited and quarterly unaudited financial statements of the Company, including (A) analyses of management and/or the outside auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements, (B) the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," including the development, selection and reporting of accounting policies that may be regarded as critical, and (C) major issues regarding the Company's accounting principles and financial statement presentations, including any significant changes in

the Company's selection or application of accounting principles and financial statement presentations.

3. Review and approve financial statements with recommendation for adoption by the board of directors for inclusion in the Annual Report on Form 10-K,

4. Periodically review and discuss the adequacy of the Company's internal controls, any significant deficiencies in internal controls (and any special audit steps adopted in light of material control deficiencies), and significant changes in such controls; and review and discuss with the principal internal auditor of the Company and such others as the Audit Committee deems appropriate, the scope and results of the internal audit program.

5. Periodically review and discuss the adequacy and effectiveness of the Company's disclosure controls and procedures and management reports thereon.

6. Review disclosures made to the Audit Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Form 10-K and 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

7. Review and timely discuss with management and the outside auditors the effect of regulatory and accounting initiatives, as well as any material financial or non-financial arrangements of the Company that do not appear on the financial statements of the Company.

8. Review and discuss with the independent auditors their report regarding (A) all critical accounting policies and practices to be used, (B) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management officials of the Company, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors, and (C) other material written communications between the outside auditing firm and Company management, including a schedule of unadjusted differences.

9. Review with financial management and the independent accountants the Company's filings with the SEC prior to their filing or prior to the release of earnings reports. The Chair of the Audit Committee may represent the entire Audit Committee for purposes of this review.

10. Review and approve all reports required to be included in the Company's proxy statement, pursuant to and in accordance with applicable rules and regulations of the SEC.

11. Discuss and review earnings press releases, including the type and presentation of information to be included in earnings press releases, in particular the use of "pro forma" or "adjusted" non-GAAP information.

12. Discuss and review financial information and earnings guidance provided to analysts and rating agencies.

13. Discuss policies with respect to risk assessment and risk management.

B. Independent Accountants

1. Approve in advance all audit, review or attest engagements required under the securities laws to be provided by the outside auditing firm, including fees and terms.

2. Establish policies and procedures for the engagement of the outside auditing firm to provide permissible non-audit services, which shall require pre-approval by the Audit Committee (other than with respect to *de minimis* exceptions described in Section 10A(i)(1)(B) of the Exchange Act that are approved by the Audit Committee prior to the completion of the audit). Ensure that approval of non-audit services are disclosed to investors in periodic reports required by Section 13(a) of the Exchange Act.

3. The authority to grant pre-approval of audit and non-audit services may be delegated to one or more designated members of the audit committee who are independent directors. Any such delegation shall be presented to the full Audit Committee at its next scheduled meeting.

4. Review, at least annually, a report by the outside auditor describing (A) the firm's internal quality-control procedures, (B) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the last five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues, and (C) all relationships between the independent auditor and the Company.

5. In connection with the report review described in the previous paragraph, review and evaluate the lead partner of the outside auditor and present to the Board the Audit Committee's conclusions with respect to the qualifications and performance of the outside auditing firm.

6. Consider, at least annually, the independence of the outside auditing firm, including whether the outside auditing firm's performance of permissible non-audit services is compatible with the auditor's independence; obtain and review the report by the outside auditing firm describing any relationships between the outside auditing firm and the Company referred to in paragraph four above or any relationships between the outside auditing firm and the Company or any other relationships that may adversely affect the independence of the auditor; discuss with the outside auditing firm any disclosed relationship or services that may impact the objectivity and independence of the auditor; and present to the Board the Audit Committee's conclusions with respect to the independence of the outside auditing firm.

7. Ensure rotation of the audit partners as required by law and consider further whether, to assure continuing auditor independence, there should be a regular rotation of the outside audit firm itself.

8. Establish policies for the hiring of employees and former employees of the outside auditing firm.

C. Outside Advisors.

The Audit Committee shall have the authority to retain such outside counsel, accountants, experts and other advisors as it determines appropriate to assist the Audit Committee in the performance of its duties. The Audit Committee shall have sole authority to approve related fees and retention terms.

D. Ethical and Legal Compliance

1. Establish, review and update periodically a code of business ethics and conduct that applies to the Company's employees and directors, and ensure that management has established a system to enforce the code of ethics. The code must be publicly available and waivers for executive officers and directors granted and disclosed in accordance with applicable law.
2. Review and approve, if the duty is not delegated to a comparable body of the Board, all related party transactions in accordance with the regulations of NASDAQ.
3. Review, with the Company's counsel, any legal matter that could have a significant impact on the Company's financial statements.
4. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, including procedures for confidential, anonymous submission of concerns by employees regarding accounting and auditing matters.
5. Perform any other activities consistent with this Charter, the Company's bylaws and governing law, as the Audit Committee or the Board deems necessary or appropriate.

Reports and Performance Review

The Audit Committee shall report its actions and any recommendations to the Board after each Audit Committee meeting and shall conduct and present to the Board an annual performance evaluation of the Audit Committee. The Audit Committee shall review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Limitation of Audit Committee's Role

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the outside auditor.

Disclosure of Charter

This Charter will be made available in accordance with applicable rules and regulations.

*Adopted by Resolution of the Board of Directors
February 20, 2007*

Appendix B

Choice Bank Personnel and Compensation Committee Charter

Purpose

The function of the Compensation Committee (the “Committee”) is to assist the Board of Directors in fulfilling its oversight responsibilities relating to executive compensation and to produce an annual report on executive compensation for inclusion in the Bank’s annual proxy statement.

Composition

The Committee shall consist of two or more members of the Board of Directors, each of whom is determined by the Board of Directors to be “independent” under the rules of the NASDAQ Stock Market and the SEC. Additionally, no director may serve unless that director (1) is a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (2) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code.

Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors upon the recommendation of the Nomination and Governance Committee and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

Chairperson

Unless a Chairperson is elected by the full Board of Directors, upon the recommendation of the Nomination and Governance Committee, the members of the Committee shall designate a Chairperson by majority vote of the full Committee membership. The Chairperson will chair all regular sessions of the Committee and set the agendas for Committee meetings.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

Meetings

The Committee shall meet as frequently as circumstances dictate. The Chairman of the Board or any member of the Committee may call meetings of the Committee. The Committee may invite to its meetings any director, member of management of the Bank, and such other persons as it deems appropriate in order to carry out its responsibilities.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- Review and approve on an annual basis the corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate the Chief Executive Officer’s performance in light of these goals and objectives, and, either as a committee or together with other independent directors (as directed by the Board), determine and approve the Chief Executive Officer’s compensation based on this evaluation (including salary, bonus, incentive and equity compensation).
- Review and approve on an annual basis the evaluation process and compensation structure for the Bank’s officers. Evaluate the performance of the Bank’s senior executive officers and approve annual compensation (including salary, bonus, and incentive and equity compensation).

- Review director compensation levels and practices, and recommend, from time to time, changes in such compensation levels and practices to the Board of Directors.
- Review the Bank's compensation, incentive compensation and equity-based plans and recommend changes in such plans to the Board of Directors as needed.
- Prepare and publish an annual executive compensation report in the Bank's proxy statement.
- Perform any other activities consistent with this Charter, the Bank's Bylaws and governing law as the Committee or the Board of Directors deem appropriate.

Advisors

The Committee shall have the authority to retain such compensation consultants, outside counsel and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

Reports and Performance Review

The Committee shall report its actions and any recommendations to the Board of Directors after each Committee meeting and shall conduct and present to the Board of Directors an annual performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.

Disclosure of Charter

This Charter will be made available in accordance with applicable rules and regulations.

*Adopted by Resolution of the Board of Directors
February 20, 2007*

Appendix C

CHOICE BANK NOMINATION AND GOVERNANCE COMMITTEE CHARTER

Purpose

The function of the Nomination and Governance Committee (the "Committee") is to identify individuals qualified to become board members and to select, or to recommend that the Board of Directors select, the director nominees for the next annual meeting of stockholders, to oversee the selection and composition of committees of the Board of Directors, to oversee management continuity planning processes and to develop and implement the Bank's Corporate Governance Guidelines.

Composition

The Committee shall consist of two or more members of the Board of Directors, each of whom is determined by the Board of Directors to be "independent" in accordance with the rules of the NASDAQ Stock Market and the SEC.

Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

Chairperson

Unless a Chairperson is elected by the full Board of Directors, the members of the Committee shall designate a Chairperson by majority vote of the full Committee membership. The Chairperson will chair all regular sessions of the Committee and set the agendas for Committee meetings.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

Meetings

The Committee shall meet as frequently as circumstances dictate. The Chairman of the Board or any member of the Committee may call meetings of the Committee. The Committee may invite to its meetings any director, member of management of the Bank, and such other persons as it deems appropriate in order to carry out its responsibilities.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- Establish criteria for the selection of new directors to serve on the Board of Directors, taking into account at a minimum all applicable laws, rules, regulations and listing standards, a potential candidate's experience, areas of expertise and other factors relative to the overall composition of the Board of Directors.
- Identify individuals believed to be qualified as candidates to serve on the Board of Directors of the Bank and its subsidiaries and select or recommend that a majority of independent members of the Board of Directors select the candidates for all directorships to be filled by the Board of Directors or by the shareholders at an annual or special meeting.
- Review director candidates submitted by shareholders in accordance with the policy set forth in the Bank's Amended and Restated Articles of Incorporation.
- Monitor the orientation and continuing education program for directors.

- Review the Board of Director's committee structure and recommend to the Board of Directors to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and when appropriate, make recommendations regarding the removal of any member of any committee.
- Recommend members of the Board of Directors to serve as the Chair of the committees of the Board of Directors.
- Review the adequacy of the charters adopted by each committee of the Board, and recommend changes as necessary.
- Oversee and approve the management continuity planning process. Annually review and evaluate the succession plans relating to the CEO and other executive officer positions and make recommendations to the Board of Directors with respect to the selection of individuals to occupy these positions.
- Develop and recommend to the Board of Directors for its approval an annual self-evaluation process of the Board of Directors and its committees. Based on the results of the annual evaluation, as well as on any other matters the Committee shall deem relevant, the Committee shall make such recommendations to the Board of Directors regarding board processes and other items deemed appropriate to improve or ensure the effective functioning of the Board of Directors as the Committee shall from time to time deem advisable or appropriate.
- Develop and recommend to the Board of Directors for its approval a set of Corporate Governance Guidelines. The Committee shall review the Guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
- Perform any other activities consistent with this Charter, the Bank's Bylaws and governing law as the Committee or the Board of Directors deem appropriate.

Advisors

The Committee shall have the authority to retain a search firm to assist in identifying director candidates, and retain outside counsel and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

Reports and Performance Review

The Committee shall report its actions and any recommendations to the Board of Directors after each Committee meeting and shall conduct and present to the Board of Directors an annual performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.

Disclosure of Charter

This Charter will be made available in accordance with applicable rules and regulations.

*Adopted by Resolution of the Board of Directors
February 20, 2007*