

CODE OF ETHICS FOR CEO AND SENIOR FINANCIAL OFFICERS

National Financial Partners Corp. (the "Company") is committed to conducting its business in accordance with applicable laws, rules and regulations and the highest standards of business conduct, and to full and accurate financial disclosure in compliance with applicable law. The Company has a Code of Business Conduct and Ethics applicable to all directors, officers and employees of the Company. The Chief Executive Officer (the "CEO") and all senior financial officers, including the Chief Financial Officer (the "CFO"), Controller and/or principal accounting officer, are bound by the provisions set forth therein relating to ethical conduct, conflicts of interest and compliance with law. In addition to the Code of Business Conduct and Ethics, the CEO and all senior financial officers are subject to the following additional specific policies: set forth below. Your leadership responsibilities include creating a culture of high ethical standards and commitment to compliance, maintaining a work environment that encourages employees to raise concerns, and promptly addressing employee compliance concerns.

1. The CEO and all senior financial officers are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports and documents that the Company files with or submits to the Securities and Exchange Commission ~~(the "SEC")~~ and in other public communications made by the Company. Accordingly, it is the responsibility of the CEO and each senior financial officer to promptly ~~to~~ bring to the attention of the Disclosure Committee any material information of which he or she may become aware that affects the disclosures made by the Company in its public filings or otherwise assist the Disclosure Committee in fulfilling its responsibilities.
2. The CEO and each senior financial officer shall promptly bring to the attention of the Disclosure Committee and the Audit Committee any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.
3. The CEO and each senior financial officer shall promptly bring to the attention of the General Counsel or the CEO and to the Audit Committee any information he or she may have concerning any violation of this Code of Ethics or the Company's Code of Business Conduct and Ethics and any information he or she may have concerning any material violation of applicable laws, rules or regulations that govern the conduct of the Company's business. It is Company policy not to allow retaliation for reports of misconduct by others made in good faith by employees. The CEO and the senior financial officers are expected to cooperate in internal investigations of misconduct.

4. The Board of Directors shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of the Code of Business Conduct and Ethics or of this Code of Ethics by the CEO or the Company's senior financial officers. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Business Conduct and Ethics and to this Code of Ethics, and shall include written notices to the individual involved that the Board has determined that there has been a violation, censure by the Board, demotion or re-assignment of the individual involved, suspension with or without pay or benefits (as determined by the Board) and termination of the individual's employment. In determining what action is appropriate in a particular case, the Board of Directors or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.

5. If the CEO or any of the Company's senior financial officers would like to seek a waiver of this Code of Ethics, he or she must make full disclosure of his or her particular circumstances to the Board of Directors- and must receive approval from the Board of Directors. Amendments to and waivers of this Code of Ethics will be publicly disclosed as required by applicable law and regulations.

6. This Code of Ethics is a statement of certain fundamental principles, policies and procedures that govern the CEO and senior financial officers in the conduct of the Company's business. It is not intended to and does not create any rights in any employee, customer/client, visitor, supplier, competitor, shareholder or any other person or entity.

A statement of compliance with this Code of Ethics must be signed by the CEO and all senior financial officers of the Company.

ACKNOWLEDGEMENT FORM

I understand that the Code of Ethics for CEO and Senior Financial Officers (the “Code”) is subject to all applicable laws, rules and regulations.

I understand that there shall be no waiver of, modification of, or change to any part of this Code except by a vote of the Board of Directors ~~or a designated Board committee~~. In the event that a waiver of, modification of, or a change to the Code is granted, then the notice of the waiver, modification and/or change shall be publicly disclosed as required by applicable law.

[DATE]

Name:

Title: