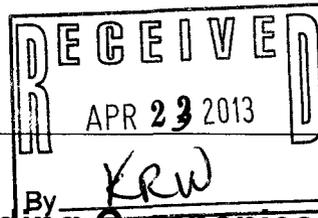


Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under section 211.23 of Regulation K (12 C.F.R. § 211.23). The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier bank holding company's fiscal year-end):
December 31, 2012
Month / Day / Year

I, Thomas E. Tuck
Name of the Bank Holding Company Director and Official
President & CEO
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Tennessee Valley Financial Holdings, Inc.
Legal Title of Bank Holding Company
401 South Illinois Avenue
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Oak Ridge TN 37830
City State Zip Code

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:
Kenneth F. Scarbro Vice President & CFO
Name Title
865-483-9444 148
Area Code / Phone Number / Extension
865-483-7174
Area Code / FAX Number
kscarbro@tnbank.net
E-mail Address
tnbank.net
Address (URL) for the Bank Holding Company's web page

[Signature]
Signature of Bank Holding Company Director and Official
04/22/2013
Date of Signature

For bank holding companies **not** registered with the SEC—
Indicate status of Annual Report to Shareholders:
 is included with the FR Y-6 report
 will be sent under separate cover
 is not prepared

For Federal Reserve Bank Use Only
RSSD ID 3082454
C.I. _____

Does the reporter request confidential treatment for any portion of this submission?
 Yes Please identify the report items to which this request applies:
 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."
 No

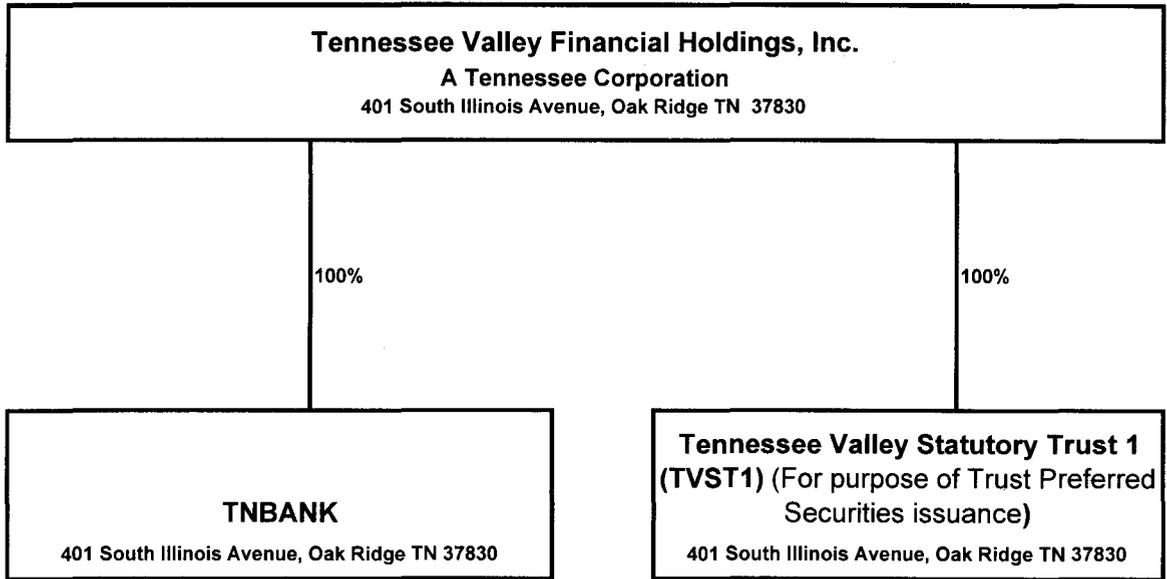
Revised

Tennessee Valley Financial Holdings, Inc.

Report Item 1:

Tennessee Valley Financial Holdings, Inc. is no longer registered with the SEC.

Report Item 2a:



Report Item 2b:

List of branches is attached.

Report Item 3:

3(1): Current securities holders with ownership, control, or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2012:

(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
Thomas E. Tuck Oak Ridge, TN, USA	USA	80,751 - 5.46% Common Stock

3(2)(a):

None.

Organization Chart for:

TENNESSEE VALLEY FINANCIAL HOLDINGS, INC. (OAK RIDGE, TN) - ID_RSSD 3082454

Structure as of 05/03/2013

Selection Rules for Chart:

- FR Y-10 Regulated Companies
 - Including Domestic Branches of Domestic Depository Institutions

Chart created by FXKFS01 on 05/03/2013 at 04:29:45 PM EDT

Notes:

- * A number in "AddL" column references the sequence number where this entity reoccurs in the organization. Any subsidiaries or of
- * If Loop_Ind = Y, then a direct or indirect parent of this company is also partially owned by this company.
- * Level represents the hierarchical level where the company in Sequence Number 0001 is Level 1 , its offspring are Level 2, and its in
- * Primary Activity Code, Primary Activity Description, Legal Authority Code, Relationship Basis , and Equity Percentage are only appli

As Of Date	Sequence Nr	AddL	Loop_Ind	Level	ID_RSSD	Legal/Popular Name	City
05/03/2013	0001		N	1	3082454	TENNESSEE VALLEY FINANCIAL HOLDINGS, INC.	OAK RIDGE
05/03/2013	0002		N	2	3348909	TENNESSEE VALLEY STATUTORY TRUST I	OAK RIDGE
05/03/2013	0003		N	2	2305969	TNBANK	OAK RIDGE
05/03/2013	0004		N	3	3395686	CEDAR BLUFF BRANCH	KNOXVILLE
05/03/2013	0005		N	3	2321110	JACKSON SQUARE BRANCH	OAK RIDGE
05/03/2013	0006		N	3	3442674	MARYVILLE BRANCH	MARYVILLE
05/03/2013	0007		N	3	3276048	TNBANK BRANCH	KNOXVILLE

Total Number of Entities in the Tree: 7

Total Number of Unique Entities in the Tree: 7

ices of this entity will appear under the first occurrence only.

direct offspring are 3 or higher.

cable for companies.

State/Province	State Abbreviation	Country Name	Entity Type	Entity Type Description
TENNESSEE	TN	UNITED STATES	BHC	BANK HOLDING COMPANY
TENNESSEE	TN	UNITED STATES	DEO	DOMESTIC ENTITY OTHER
TENNESSEE	TN	UNITED STATES	NMB	NON-MEMBER BANK
TENNESSEE	TN	UNITED STATES	DBR	DOMESTIC BRANCH OF A DOMESTIC BANK
TENNESSEE	TN	UNITED STATES	DBR	DOMESTIC BRANCH OF A DOMESTIC BANK
TENNESSEE	TN	UNITED STATES	DBR	DOMESTIC BRANCH OF A DOMESTIC BANK
TENNESSEE	TN	UNITED STATES	DBR	DOMESTIC BRANCH OF A DOMESTIC BANK

Primary Activity Code	Primary Activity Description	Legal Authority Code(s)	Voting Equity Percentage
551111	OFFICES OF BANK HOLDING COMPANIES		
52599	OTHER FINANCIAL VEHICLES	17	100
52211	COMMERCIAL BANKING	7	100
0	0		
0	0		
0	0		
0	0		

revised

Tennessee Valley Financial Holdings, Inc.

FRY-6

Item 4

1. Name and Address	2. Principal Occupation, if other than Tennessee Valley Financial Holdings, Inc.	3. Title or Position With:			4. Percentage of Securities Owned		
		Tennessee Valley Financial Holdings, Inc. (BHC)	TNBANK (Subsidiary)	Title & Position with Other Businesses	Percentage of Voting Shares of Tennessee Valley Financial Holdings, Inc. (BHC)	TNBANK (Subsidiary) (3)	Other Companies
Larry Beeman Oak Ridge, TN 37830	Retired, President, Coulter & Justus Financial Services, Inc.	Director	Director	Retired, President, Coulter & Justus Financial Services, Inc.	3.32%	None	N/A
Mark B. Holder (1) Oak Ridge, TN 37830	N/A	Secretary	Senior Vice President & Chief Credit Officer	None	0.80%	None	N/A
J. Frank Jamison Oak Ridge, TN 37830	Retired, Owner and President, Tele-Sys, Inc.	Chairman of Board of Directors	Chairman of Board of Directors	Retired, Owner and President, Tele-Sys, Inc.	3.94%	None	N/A
Terry L. Kerbs Knoxville, TN 37922	President, Advanced Office Systems	Director	Director	President, Advanced Office Systems	2.58%	None	100% Owner AOS Leasing, Inc., 100% Owner Advanced Office Systems Inc., 50% Owner Kerbs Law Properties
Thomas D. Moye Knoxville, TN 37922	Oral Surgeon	Director	Director	Oral Surgeon/Partner Oral and Maxillofacial Surgery	2.17%	None	33% Owner Oral and Maxillofacial Surgical Specialists, Inc. and 33% owner Millenium Properties
Kenneth F. Scarbro Oak Ridge, TN 37830	N/A	Vice President & CFO	Vice President & CFO	None	0.91%	None	N/A
Thomas E. Tuck (2) Oak Ridge, TN 37830	N/A	President/Director	President/Director	None	5.46%	None	N/A
W. Robert Witt Knoxville, TN 37922	Owner and President, Witt Building Materials	Director	Director	Owner and President, Witt Building Materials	2.12%	None	50% Owner Witt Building Material Inc.

Footnotes

1 - Includes 10,000 shares exercisable under option.

2 - Includes 20,000 shares exercisable under option.

3 - Ownership percentages are based on Tennessee Valley Financial Holdings, Inc. holdings.

Tennessee Valley Financial Holdings, Inc. owns 100% of its' subsidiaries, TNBANK and Tennessee Valley Statutory Trust 1 (TVST1).

Other Relationship Basis	Other Interest Percentage