

Board of Governors of the Federal Reserve System



Annual Report of 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)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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 and top-tier savings and loan 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). (See page one of the general instructions for more detail of who must file.) 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 Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier 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 holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

I, Thomas E. Tuck

Name of the Holding Company Director and Official

President and Director

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has 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.

Reporter's Name, Street, and Mailing Address

Tennessee Valley Financial Holdings, Inc.

Legal Title of Holding Company

401 S Illinois Avenue

(Mailing Address of the Holding Company) Street / P.O. Box

Oak Ridge TN 37830

City State Zip Code

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

www.tnbank.net

Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

04/21/2014

Date of Signature

For 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 308 2454

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

# For Use By Tiered Bank Holding Companies

Top-tiered bank holding companies must list the names, mailing address and physical locations of each of their subsidiary bank holding companies below.

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Legal Title of Subsidiary Bank Holding Company

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(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box

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City / State / Zip Code

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Physical location (if different from mailing address)

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Legal Title of Subsidiary Bank Holding Company

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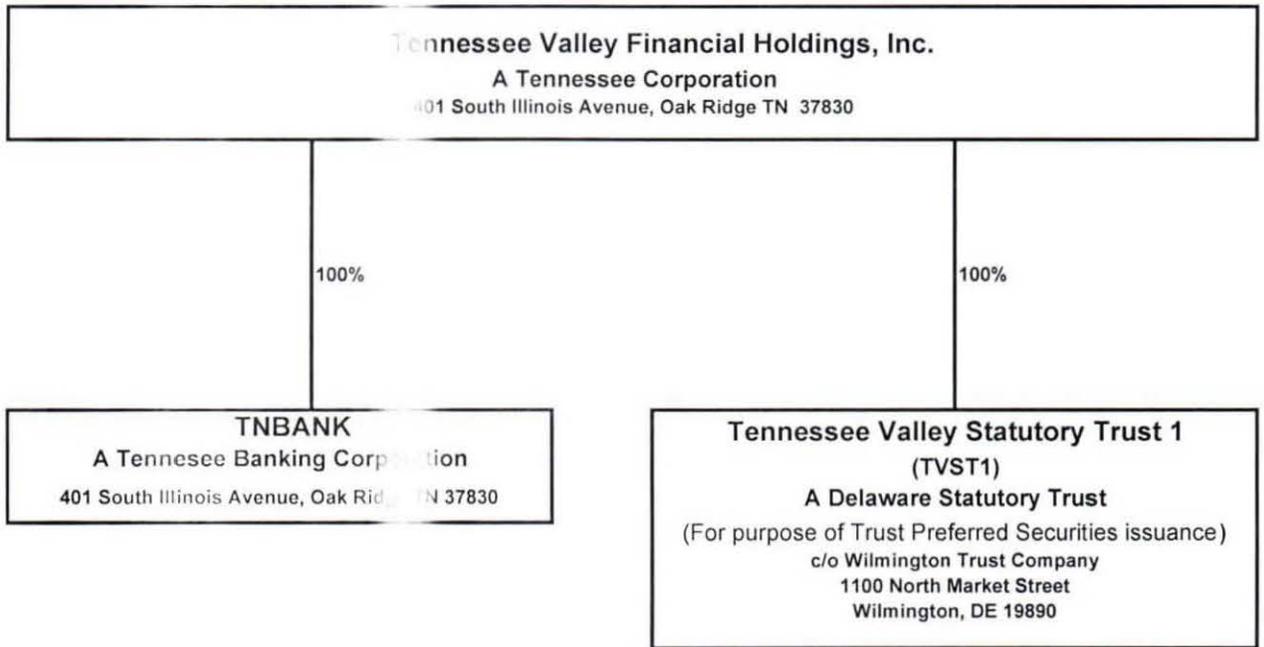
Revised

# 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 12-31-2013:

(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	751 - 5.40% Common Stock

## 3(2)(a):

None.

Revised

**Results:** A list of branches for your depository institution: TNBANK (ID\_RSSD: 2305969).  
 This depository institution is held by TENNESSEE VALLEY FINANCIAL HOLDINGS, INC. (3082454) of OAK RIDGE, TN.  
 The data are as of 12/31/2013. Data reflects information that was received and processed through 04/07/2014.

**Reconciliation and Verification Steps**

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

**Actions**

**OK:** If the branch information is correct, enter 'OK' in the **Data Action** column.  
**Change:** If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.  
**Close:** If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.  
**Delete:** If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.  
**Add:** If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

**Submission Procedure**

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.  
 If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

**Note:**  
 To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.  
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

\* FDIC UNINUM, Office Number, and ID\_RSSD columns are for reference only. Verification of these values is not required.

Action	Effective Date	Branch Service Type	ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
ok		Full Service		TNBANK	401 SOUTH ILLINOIS AVENUE	OAK RIDGE	TN	37830	ANDERSON	UNITED STATES	55601	0	TNBANK	2305969	
ok		Full Service	3395686	CEDAR BLUFF BRANCH	1005 NORTH CEDAR BLUFF ROAD	KNOXVILLE	TN	37923	KNOX	UNITED STATES	446303	3	TNBANK	2305969	
ok		Full Service	3276048	TNBANK BRANCH	11200 KINGSTON PIKE	KNOXVILLE	TN	37934	KNOX	UNITED STATES	340744	2	TNBANK	2305969	
ok		Full Service	3442674	MARYVILLE BRANCH	1311 WEST LAMAR ALEXANDER PARKWAY	MARYVILLE	TN	37801	BLOUNT	UNITED STATES	469062	5	TNBANK	2305969	
ok		Full Service	2321110	JACKSON SQUARE BRANCH	22 KENTUCKY AVENUE	OAK RIDGE	TN	37830	ANDERSON	UNITED STATES	290315	1	TNBANK	2305969	

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
<b>Larry Beeman</b> Oak Ridge, TN 37830	Retired, President, Coulter & Justus Financial Services, Inc.	Director	Director	Retired, President, Coulter & Justus Financial Services, Inc.	3.28%	None	N/A
<b>Mark B. Holder (1)</b> Oak Ridge, TN 37830	N/A	Secretary	Executive Vice President & Chief Credit Officer	None	0.79%	None	N/A
<b>J. Frank Jamison</b> 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.	3.89%	None	N/A
<b>Terry L. Kerbs</b> Knoxville, TN 37922	President, Advanced Office Systems	Director	Director	President, Advanced Office Systems	2.54%	None	100% Owner AOS Leasing, Inc., 100% Owner Advanced Office Systems Inc., 50% Owner Kerbs Law Properties
<b>Thomas D. Moye</b> Knoxville, TN 37922	Oral Surgeon	Director	Director	Oral Surgeon/Partner Oral and Maxillofacial Surgery	2.14%	None	33% Owner Oral and Maxillofacial Surgical Specialists, Inc. and 33% owner Millenium Properties
<b>Kenneth F. Scarbro</b> Oak Ridge, TN 37830	N/A	Vice President & CFO	Vice President & CFO	None	0.90%	None	N/A
<b>Thomas E. Tuck (2)</b> Oak Ridge, TN 37830	N/A	President/Director	President/Director	None	5.40%	None	N/A
<b>W. Robert Witt</b> Knoxville, TN 37922	Owner and President, Witt Building Materials	Director	Director	Owner and President, Witt Building Materials	2.09%	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).