

TENNESSEE VALLEY FINANCIAL HOLDINGS, INC.
POLICY REGARDING EXCESSIVE OR LUXURY EXPENDITURES

This policy fulfills the requirements under the American Recovery and Reinvestment Act of 2009 (ARRA) enacted February 17, 2009. ARRA requires each recipient of funds under the Capital Purchase Program (CPP) of the Troubled Assets Relief Program (TARP) to have in place a companywide policy regarding excessive or luxury expenditures, as identified by the Secretary of the Department of the U.S. Treasury

General Policy. The employees and directors of Tennessee Valley Financial Holdings, Inc. and/or TNBANK (collectively, the “Company”) are prohibited from making any excessive or luxury expenditures in violation of this policy. The term “excessive or luxury expenditures” means excessive expenditures on any of the following to the extent such expenditures are not reasonable expenditures for staff development, reasonable performance incentives, or other similar reasonable measures conducted in the normal course of the Company’s business operations:

1. entertainment or events;
2. office or facility renovations;
3. aviation or other transportation services; and
4. other similar items, activities, or events for which the Company may reasonably anticipate incurring expenses, or reimbursing an employee or director for incurring expenses.

Reasonable expenditures may be incurred for business-related activities, events and purposes, including, without limitation, legitimate travel and meeting-related costs for attendance at conferences and meetings in appropriate environments for purposes of professional development, education, training, familiarization with Company products and services, and/or networking and best practice sharing across companies and industries; provided, however, such expenditures must conform with all applicable Company policies and procedures.

Air Travel. Air travel on Company business shall be by commercial airline or as a passenger on a third party-owned or leased aircraft paid for by the third party. Air travel by first or business class requires the prior approval of the Chief Executive Officer. The Company does not own or lease, and does not intend to purchase or lease, any private aircraft for use by Company employees or directors. If the Company deems it to be cost effective for the purposes of any particular event to charter the use of a small private aircraft, it may do so with the consent of the Board of Directors. The selection of air transportation services should include assessment of cost, efficiency and timeliness of travel.

Automobile Expenses. The Company may provide automobiles of an appropriate make, model and age – but not luxury automobiles (defined as costing more than \$60,000 new) – for use by the Chief Executive Officer. No other car will be provided for use by any Company employee or director (except as specifically required for the employee’s job, such as in the case of a delivery person) except with the prior approval of the Board of Directors. Expenses for employee or director use of personal vehicles for Company business will be reimbursed at a rate that does not exceed the published IRS mileage rate. Documentation in support of such use must be provided in accordance with applicable Company policies and procedures.

Conferences. Directors, officers and employees of the Company are encouraged to attend conferences that provide appropriate educational opportunities. These conferences should be related to the financial industry and have a direct correlation to the individual’s job responsibilities. Typically, these conferences are sponsored by vendors, banking associations, or other industry related entities

Entertainment Expenses. Entertainment is defined as an activity that an Employee or Officers would use corporate funds for business development purposes relating to a current customer(s) or prospective customer(s) or to further enhance the Company’s marketing efforts. All expenditures by employees or directors

for entertainment must comply with applicable Company policies and must have a business purpose and not be extravagant. Requests for reimbursement for such expenditures must be justified and supported by documentation in accordance with applicable Company policies and procedures.

Our expectation is that all expenses incurred to the Company will be for business purposes and used to solicit business to the Company. Occasional events such as taking customers or prospects on approved outings, playing golf, eating dinner, taking them to other events the customer/prospect would find pleasurable is a necessary part of the Company's marketing efforts and is not deemed as "entertainment" or a violation of this Policy.

Employee Offices. Employees' offices, including executive offices, shall be appropriate for the employee's position but not ostentatious in size, furnishings or decoration. Materials used to construct or renovate offices and facilities shall be selected on the basis of their quality, appearance, cost and durability, considering their intended use and avoiding opulence. All expenditures for constructing, renovating, or furnishing offices must comply with applicable Company policies and procedures, which require Chief Executive Officer and/or Board of Directors approval, depending on the type and amount of the expenditure.

Expenditures for Activities and Events. The Chief Executive Officer's prior approval is required for expenditures for an activity or event whose total cost exceeds \$5,000. If the cost exceeds \$10,000, prior approval of the Board of Directors is required.

Documentation. All Company expenditures, including those expenditures covered by this policy, shall be documented, reported, supported by written invoices and receipts, and subject to audit in accordance with standard, uniformly-applied Company policies and procedures.

Reporting Violations; Disciplinary Action. An employee or director who learns of a violation of this policy shall promptly report the violation to the Chief Executive Officer. Compliance with this policy is a condition of employment, and any violations thereof may result in disciplinary action.

Certification of Compliance. The Chief Executive Officer and the Chief Financial Officer shall certify at least annually that this policy is being followed and that the approval of any expenditure requiring prior approval of an executive officer or the Company's Board of Directors was properly obtained with respect to each such expenditure.

Approved by:

**Board of Directors
Tennessee Valley Financial Holdings, Inc.
November 17, 2009**