

PLAN OF REORGANIZATION  
AND  
AGREEMENT OF MERGER

THIS PLAN OF REORGANIZATION AND AGREEMENT OF MERGER, dated June 7, 1974, made and entered into by and among KIMBROUGH-KAVANAUGH AND ASSOCIATES, INC. (the "Mortgage Company"), ACQUISITION MORTGAGE COMPANY (the "New Mortgage Company"), and TENNESSEE VALLEY BANCORP, INC. (the "Holding Company"),

W I T N E S S E T H:

WHEREAS, the Mortgage Company is a corporation for profit organized and existing under the Tennessee General Corporation Act, having its principal office and place of business at 404 James Robertson Parkway, Nashville, Davidson County, Tennessee. As of February 28, 1974, the Mortgage Company had outstanding capital stock of \$50,710.00 (divided into 5,071 shares having a par value of \$10 per share) and total shareholders' equity of \$103,089.00 in accordance with a consolidated balance sheet reflecting its condition as of the close of business on said date attached hereto as Exhibit A and made a part hereof.

WHEREAS, the New Mortgage Company is a corporation for profit organized and existing under the Tennessee General Corporation Act, having its principal office and place of business at 400 Union Street, Nashville, Davidson County, Tennessee. As of the date hereof, the New Mortgage Company has authorized capital stock of \$100,000 (divided into 10,000 shares having a par value of \$10 per share) of which 100 shares have been issued at a price of \$10 per share providing an initial capitalization of \$1,000.00. At the time that the merger herein provided for (the "merger") becomes

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