

TRUXTON CORPORATION
4525 Harding Road, Suite 300
Nashville, Tennessee 37205
(615) 515-1700

April 9, 2015

Dear Shareholder:

You are cordially invited to attend our 2015 annual meeting of shareholders, which will be held at our main office located at 4525 Harding Road, 3RD Floor, Nashville, Tennessee 37205, on Wednesday, May 20, 2015, at 10:00 A.M. Central Daylight Time. I sincerely hope that you will be able to attend the meeting, and I look forward to seeing you.

The attached notice of the annual meeting and proxy statement describes the formal business to be transacted at the meeting. We will also report on our operations for the year ended December 31, 2014 and during the first quarter of 2015, as well as our plans for the future. Your attention is directed to the proxy statement accompanying this letter.

As usual, we are asking you to vote on the election of Directors and to ratify our choice of auditors.

Please take this opportunity to be involved in the affairs of Truxton Corporation. Whether or not you expect to be present at the meeting, please mark, date, and sign the enclosed proxy card and return it to us in the envelope provided as soon as possible. Or, if more convenient, take advantage of the telephone or online voting services described in the accompanying proxy statement. This action will not prevent you from voting in person but will help to secure a quorum and avoid added solicitation costs. If you later decide to attend the meeting, you may withdraw your proxy at any time and vote your shares in person.

Thank you for your continued support.

Sincerely,



Charles W. Cook, Jr.

TRUXTON CORPORATION
4525 Harding Road, Suite 300
Nashville, Tennessee 37205
(615) 515-1700

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**NOTICE OF THE ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD MAY 20, 2015**

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The annual meeting (together with any adjournment or postponement thereof, the "Meeting") of shareholders of Truxton Corporation (the "Company") will be held on Wednesday, May 20, 2015, at 10:00 A.M. Central Daylight Time at the Company's main office located at 4525 Harding Road, 3rd Floor, Nashville, Tennessee 37205 for the following purposes:

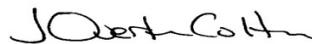
1. To elect eleven directors to hold office until the next annual meeting of shareholders and until their successors have been duly elected and qualified;
2. To ratify the appointment of Crowe Horwath LLP as the Company's independent auditors for the year ending December 31, 2015; and
3. To transact such other business as may properly come before the Meeting.

The Board of Directors has set the close of business on March 31, 2015, as the record date for determining the shareholders who are entitled to notice of, and to vote at, the Meeting or any postponement or adjournment thereof.

We hope that you will be able to attend the Meeting. We ask, however, whether or not you plan to attend the Meeting, that you mark, date, sign, and return the enclosed proxy card as soon as possible. Or, if more convenient, take advantage of the telephone or online voting services pursuant to instructions on the proxy card. Promptly returning your proxy card or voting by telephone or online will help ensure that the greatest number of shareholders are present whether in person or by proxy.

If you attend the Meeting in person, you may revoke your proxy at the Meeting and vote your shares in person. You may revoke your proxy at any time before the proxy is exercised. Should you desire to revoke your proxy, you may do so as provided in the accompanying proxy statement.

By Order of the Board of Directors,



J. Overton Colton
Secretary

Nashville, Tennessee
April 1, 2015

**PROXY STATEMENT
FOR
ANNUAL MEETING OF SHAREHOLDERS
OF
TRUXTON CORPORATION**

MAY 20, 2015

INTRODUCTION

This Proxy Statement is furnished to shareholders of Truxton Corporation, a Tennessee corporation (the “Company”), in connection with the solicitation of proxies by the Company’s Board of Directors for use at the Company’s 2015 Annual Meeting of Shareholders to be held at 10:00 A.M. Central Daylight Time in our principal executive offices on May 20, 2015, and at any adjournments or postponements thereof (the “Meeting”), for the purposes set forth in the foregoing Notice of Annual Meeting of Shareholders. The Company’s principal executive offices are located at 4525 Harding Road, Nashville, Tennessee 37205. This Proxy Statement was mailed to shareholders of the Company on or about April 15, 2015.

The following proposals will be considered and voted upon at the Meeting:

- (1) To elect eleven nominees for election to the Company’s Board of Directors;
- (2) To ratify the appointment of the Company’s independent auditors; and
- (3) To consider such other business as may properly come before the Meeting.

IMPORTANT MEETING AND VOTING INFORMATION

Proxy Voting Procedures

If you properly sign, return and do not revoke your proxy, the persons appointed as proxies will vote your shares according to the instructions you have specified on the proxy card. If you sign and return your proxy card but do not specify how the persons appointed as proxies are to vote your shares, your proxy will be voted as follows:

- FOR the election of all nominees for election as directors;
- FOR ratification of the appointment of Crowe Horwath LLP as the Company’s independent auditors for the year ending December 31, 2015; and
- In the best judgment of the persons appointed as proxies as to all other matters properly brought before the Meeting.

If any nominee for election to the Board named in this proxy statement becomes unavailable to serve for any reason, the proxy may be voted FOR a substitute nominee selected by the Board or a vacancy will occur on the board of directors, which may be filled later by action of the board of directors, or alternatively the board may reduce the size of the board to eliminate the vacancy.

You can revoke your proxy at any time before it is voted by delivering to J. Overton Colton, Secretary, Truxton Corporation, 4525 Harding Road, Suite 300, Nashville, Tennessee 37205, either a written revocation of the proxy or a duly executed proxy bearing a later date. You may also revoke your proxy by attending the Meeting and voting in person by written ballot.

Quorum Requirements

A quorum will be present at the meeting if at least 1,285,356 shares, or a majority of the shares of Company Common Stock outstanding as of the record date, are represented in person or by

valid proxy at the Meeting. The aggregate number of votes entitled to be cast by all shareholders present in person or represented by proxy at the Meeting, whether those shareholders vote “for”, “against” or “abstain” from voting will be counted for purposes of determining whether a quorum is present.

Shareholder Proposals for Next Year’s Meeting

In order for shareholder proposals for the 2016 annual meeting of shareholders to be considered proper, all such proposals must be delivered or mailed to J. Overton Colton, Secretary, Truxton Corporation, 4525 Harding Road, Suite 300, Nashville, Tennessee 37205, and must be received no later than the close of business on March 22, 2016. If any proposal is not provided by that date, the Chief Executive Officer, President, or Chairman of the meeting may exclude such proposal from being acted upon at the 2016 annual meeting of shareholders. The Board of Directors may exclude shareholder proposals that it does not believe are proper.

ITEM 1 – ELECTION OF DIRECTORS

The Company’s current board of directors consists of eleven persons. All of our directors are elected annually. All eleven of our current directors have been recommended for nomination by the Company’s Nominating Committee and nominated by the Company’s board of directors for reelection, as directors at the Meeting. All directors of the Company will also serve as directors of the Company’s bank subsidiary Truxton Trust Company (the “Bank”) upon approval by the Company, as the sole shareholder of the Bank. If elected, each of the nominees shall serve until the Company’s annual meeting of shareholders in 2016 and until his or her respective successor is duly elected and qualified.

Information concerning the nominees for election as the Company’s directors is set forth below.

William F. Blaufuss, Jr., age 73, is a Certified Public Accountant and retired partner from KPMG LLP, an international public accounting firm. During his 37 years with KPMG he worked with public and private clients in various industries and served as Nashville Practice Unit Managing Partner and Partner in Charge of the Southeast Area Public Sector Practice. He performed special assignments for KPMG International (2000-2002) in Europe, Asia, Africa and the Middle East and has since performed a number of consulting projects, including acquisition due diligence, corporate governance evaluations, and litigation support for a variety of clients. He is a director of Genesco Inc. (NYSE: GCO) and is Chairman of the Tennessee State Board of Accountancy. Previous board positions have included Saint Thomas Health Services and Nashville Electric Service. He has also served in leadership positions with several civic, community, arts and religious organizations. Mr. Blaufuss is a graduate of Emporia State University.

Jeffrey W. Buntin, Jr., age 42, is President & CEO of The Buntin Group, Tennessee’s largest Strategic Brand Communications agency, among the top 35 of U.S. independent firms and an *ADWEEK*-recognized top 100 U.S. agency. He began his career with the Chicago office of Bozell Worldwide/TrueNorth Communications, later returning to The Buntin Group in 1997 and his current position as President and CEO in 2004. During his career, he has been elected as the youngest-ever judge of the National ADDYs, has judged the prestigious EFFIE competition, was covered for his client strategy by many prestigious media outlets, and has received countless industry awards. He is a founding member of Nashville’s Davidson Group and holds several Board positions, including the Junior Achievement of Middle Tennessee and the American Association of Advertising Agencies’ River States Council. He is a former Alumni Advisory Committee Member of Montgomery Bell Academy and a current director of The Ensworth School. He is a graduate of Washington & Lee University.

Charles W. Cook, Jr., age 80, was named Chairman of the Bank and Company in January 2010, and served as Vice Chairman of the Bank from its inception to June 2007. Mr. Cook has over 47 years of experience in the Nashville banking industry, having served as President, Chairman, and Chief Executive Officer of Third National Bank and its parent Third National Corporation in Nashville before its merger with SunTrust Banks, Inc. in 1987. He retired from SunTrust in 1990 as an Executive

Vice President. From 1991 to 1993, he served as the Director of Finance for the Metropolitan Government of Nashville-Davidson County. From 1993 to 1999, Mr. Cook served as President and Chief Executive Officer of Union Planters Bank of Middle Tennessee, and served as Chairman from 1999 to 2001. Mr. Cook is a graduate of Yale University, Stonier Graduate School of Banking at Rutgers University and attended the Harvard Business School. Mr. Cook is a board member of Quality Industries, Inc. and Richland Place, Inc., a retirement community. He has been active in community affairs throughout his career and currently serves as Director Emeritus and former Chairman of Nashville Public Television Corp., Immediate Past President of the Tennessee Historical Society, Chairman of the Arts at the Airport Foundation Board, member of the Douglas Henry State Museum Commission, member of the Tennessee State Museum Foundation board and Treasurer and board member of the Community Foundation of Middle Tennessee.

David Brewster Dobie, age 57, is President and CEO of Dobie Media Inc., which aggregates event and entertainment information for distribution on the web and cell phones. In 1989, Mr. Dobie co-founded Nashville's alternative newsweekly, the *Nashville Scene*. In 1999, the partners sold the publication. He is a graduate of the University of the South and the Columbia University Graduate School of Journalism. He is active in land preservation and conservation issues and was a founding board member of The Land Trust for Tennessee. He was appointed by Tennessee Governor Bredesen to serve on the Heritage Conservation Trust Fund, a state conservation organization. Mr. Dobie is the former Chairman of the Board of LEAD Academy, a charter school in Nashville, and a former board member of the University of the South in Sewanee.

Stanley M. Ezell, age 60, is the former President of Purity Dairies, Inc. During his over 25 years of experience with Purity, he served in various capacities and held several positions with state, regional and national industry associations. Mr. Ezell is a graduate of the University of Tennessee and holds a master's degree in business administration from Middle Tennessee State University. Currently, he serves as a trustee of Lipscomb University, and is President of the Board of Tennessee Prison Outreach Ministry.

Decosta E. Jenkins, age 59, has worked at the Nashville Electric Service (NES) since 1991 and has served as President and Chief Executive Officer since September 2004. He is a Certified Public Accountant. Prior to his promotion, he was the Senior Vice President and Chief Financial Officer. Mr. Jenkins also served as the Secretary/Treasurer of the Electric Power Board. Prior to joining NES, Mr. Jenkins was with Deloitte LLP for eleven years where he worked in the audit department. Mr. Jenkins graduated from the University of Tennessee with a Bachelor of Science in Accounting, and is a member of the American Institute of Certified Public Accountants. He also has an Associates of Science Degree in Electrical Engineering Technology from Penn Foster College. He serves on the Board of The American Public Power Association, the Board of Directors of Samaritan Ministries/Project S.E.E., the Board of Directors of the Community Foundation of Middle Tennessee, the Board of Seven States Power Corporation, Goodwill Industries Board, the YMCA Middle Tennessee Board, and the Salvation Army Board of Directors. He serves on the American Public Power Association's Climate Change and Generation Policy Task Force.

Matthew A. King, age 55, is the Managing Partner of FCA Venture Partners, a venture capital investment partnership. He is also the Managing Partner of Triple Play Ventures, LLC, an investment partnership started in 1999. He served as a Vice President of Third National Bank and its successor, SunTrust Bank, from 1983 to 1989. He served as the Chairman, President and CEO of Radar Business Systems, Inc. from 1990 to 1996 and a Regional Vice President of Radar's successor company, U.S. Office Products, Inc., from 1996 to 1999. In 2001, he co-founded My Office Products, Inc. and served as Chairman, President and CEO until 2003. Mr. King currently serves on the boards of directors of edo Interactive, Inc., NuScriptRX, Inc., Medical Reimbursements of America, Inc., OnFocus Healthcare, LLC, Clinical Ink, Entrada Health, Inc., Catavolt, LLC, KeraFAST, Inc. and Pro Charging Systems, LLC, each of which is an FCA Venture Partners or Triple Play Ventures, LLC portfolio company. Mr. King is a graduate of Wake Forest University, where he serves on the board of trustees and

on the board of directors of Wake Forest University Health Sciences. He also serves as Chairman of the Board of Landmark Journey Ministries, Inc. and is a member of the Nashville Rotary Club.

Deborah A. McDermott, age 60, was named Senior Vice President and Chief Operating Officer for Media General, Inc. following the completion of the merger between Media General and Lin Media in December 2014. Media General is one of the nation's largest multimedia companies that covers 23% of U.S. households and 43% of the U.S. Internet audience and operates or services 71 television stations in 48 markets. Prior to the merger, she was Senior Vice President, Broadcast Markets for Media General, Inc. from November 2013 to December 2014. Ms. McDermott served in 2013 as the Chief Executive Officer and President of Young Broadcasting LLC. From 2004 to 2012, McDermott served as President of Young LLC and from 2004 to 2009 she also served on the Young Broadcasting Board of Directors (while Young was a public company). Ms. McDermott is a leader in the broadcasting industry and in 2013 was inducted into the prestigious Broadcasting & Cable Hall of Fame. She has served on key industry boards including the National Association of Broadcasters, National Association of Programming Executives, Television Bureau of Advertising, Maximum Service Television, and ABC Affiliate Association Board of Governors, where she served as chair for a two-year term. In Nashville, Ms. McDermott currently serves on the board of directors for Leadership Nashville and the Nashville Convention and Visitors Bureau. She has served on the Board of Directors of The Ensworth School and the Community Foundation Women's Fund Advisory Board. She has also served on the Metropolitan Nashville Airport Authority Board, the Nashville Convention Commission and the CATV special committee, all positions appointed by the mayor. Additionally, she is a member of the Country Music Association Board of Directors, chaired the United Way Annual Campaign, served as President of Second Harvest of Middle Tennessee, chaired the Nashville Sports Council and served on the board of the Nashville Symphony. Ms. McDermott graduated from South Dakota State University with a B.S. in Journalism.

G. A. Puryear IV, age 46, is Senior Vice President, General Counsel and Secretary of NEW Asurion Corporation ("Asurion") and its various subsidiaries. Asurion is the global leader in technology protection services, including cellular handset protection programs and extended service contracts for electronics and other consumer goods. He has held this role since April 2010. Mr. Puryear previously served for more than nine years as Executive Vice President, General Counsel, and Secretary of Corrections Corporation of America (NYSE: CXW), an owner and operator of private prisons. He previously held government positions in Washington, D.C., and he practiced law in Nashville. Mr. Puryear is a graduate of Emory University and the University of North Carolina School of Law. He has served on various civic and charitable boards in the Nashville community, including: American Red Cross, Nashville Chapter; Antiques & Garden Show of Nashville (Chairman, 2006-08); Boy Scouts of America, Middle Tennessee Council; Cheekwood Botanical Gardens & Museum of Art; and Exchange Club of Nashville (President, 2009-10). He has also served on the Board of Visitors of the University of North Carolina.

Thomas S. Stumb, age 53, has served as a director and as President of the Bank since its inception in 2004, and as Chief Executive Officer since July 2008. A banker with Third National Bank from 1983 to 1988, Mr. Stumb served as a commercial loan officer in the healthcare lending group in 1985-1986 and as a manager of the bank's Murfreesboro Road office from 1986 to 1988. In 1988, he joined The Potomac Group, Inc., a healthcare information technology company, where he served as President and Chief Operating Officer from 1992 to 1997, Chief Executive Officer from 1997 to 1998, and a director from 1988 until 1999. From 1999 to 2001, Mr. Stumb served as a director and the President of Biopage, Inc., a company he co-founded in 1999. From 2001 to 2002, Mr. Stumb served as a principal of Stanhope Capital, the general partner of a SBIC private equity fund, where he was responsible for fundraising, deal sourcing and portfolio management for the southeastern United States. Mr. Stumb is a member of Leadership Nashville Class of 2013, a member of Leadership Nashville Alumni Association, and a graduate of Vanderbilt University.

Christopher C. Whitson, age 53, is a member in the law firm of Sherrard & Roe, PLC where he has practiced since 1997. Mr. Whitson formerly served as the head of Sherrard & Roe's corporate department and was the firm's Recruiting Chairman. Prior to joining Sherrard & Roe, Mr. Whitson served as Vice President and Secretary of Whitson Lumber Company from 1990 to 1997. From 2003 to 2005, Mr. Whitson served as Councilman for the Government of Nashville and Davidson County, as Metropolitan Councilman for the 23rd District. Mr. Whitson is currently Chairman of the Board of Zoning Appeals for the Government of Nashville and Davidson County, having been appointed by the Mayor and confirmed by the Metro Council in April 2008. Mr. Whitson is active in several community and civic organizations. Mr. Whitson is a Hearing Committee Member for the Tennessee Board of Professional Responsibility, having been appointed to a six year term by the Tennessee Supreme Court. Mr. Whitson is a member of the board of directors of the Harpeth Hall School, having also been a member of the board of directors (and Secretary) of Harding Academy and a member of the board of directors (and Treasurer) of St. George's Kindergarten and St. George's Church. Mr. Whitson was also a member of the board of directors (and former Membership Chairman) of the Exchange Club of Nashville. Mr. Whitson also served on the Vestry of St. George's Church, having served as both Senior and Junior Warden. Mr. Whitson is a graduate of the University of North Carolina and received his J.D. from Vanderbilt University.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" EACH OF THE NOMINEES.

The affirmative vote of a plurality of the votes cast by the shareholders entitled to vote at the Meeting is required for the election of directors. A properly executed proxy marked "WITHHOLD AUTHORITY" with respect to the election of one or more directors will not be voted with respect to the director or directors indicated, although it will be counted in determining whether there is a quorum. Therefore, so long as a quorum is present, withholding authority will have no effect on whether one or more directors are elected.

MANAGEMENT AND DIRECTORS

The following table shows, as of March 31, 2015, each Company and Bank director and all Company officers:

<u>Name and Address</u>	<u>Position with Company</u>	<u>Position with Bank</u>
Charles W. Cook, Jr. Nashville, Tennessee	Chairman and Director	Chairman and Director
Thomas S. Stumb Nashville, Tennessee	Chief Executive Officer, President and Director	Chief Executive Officer, President and Director
Andrew L. May Nashville, Tennessee	Chief Financial Officer	Chief Financial Officer
William F. Blaufuss, Jr. Nashville, Tennessee	Director	Director
Jeffrey Buntin, Jr. Nashville, Tennessee	Director	Director

D. Brewster Dobie Nashville, Tennessee	Director	Director
Stanley M. Ezell Nashville, Tennessee	Director	Director
Decosta E. Jenkins Nashville, Tennessee	Director	Director
Matthew A. King Nashville, Tennessee	Director	Director
Deborah A. McDermott Nashville, Tennessee	Director	Director
G.A. Puryear IV Nashville, Tennessee	Director	Director
Christopher C. Whitson Nashville, Tennessee	Director	Director
J. Overton Colton Nashville, Tennessee	Secretary and Chief Administrative and Risk Officer	Secretary and Chief Administrative and Risk Officer

ITEM 2 – RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITOR

The Audit Committee has appointed Crowe Horwath LLP as the Company’s independent auditor to examine the financial statements of the Company for the year ending December 31, 2015 and to perform other appropriate accounting services.

THE BOARD RECOMMENDS THAT YOU VOTE “FOR” THE RATIFICATION OF THE APPOINTMENT OF CROWE HORWATH LLP AS THE COMPANY’S INDEPENDENT AUDITOR FOR THE YEAR ENDING DECEMBER 31, 2015.

The ratification of the appointment of Crowe Horwath LLP as the Company’s independent auditor for the year ending December 31, 2015 will be approved if the number of shares of Company Common Stock voted in favor of the proposal exceeds the number of shares of Company Common Stock voted against it. A properly executed proxy marked “ABSTAIN” with respect to this proposal will not be voted on this proposal, although it will be counted in determining whether there is a quorum. Therefore, abstaining from voting on the ratification of the appointment of Crowe Horwath LLP as the Company’s independent auditor will have no effect on whether the proposal is approved so long as a quorum is present.

OTHER MATTERS

The Board knows of no other matters that may be brought before the Meeting. If, however, any matters other than those set forth in this proxy statement should properly come before the Meeting, votes will be cast pursuant to the proxies in accordance with the best judgment of the proxy holders.

SOLICITATION OF PROXIES

The expense of soliciting proxies in the form accompanying this Proxy Statement will be paid by the Company. Directors, officers and employees of the Company may solicit proxies personally or by mail or telephone. The Company does not expect to pay any compensation for the solicitation of proxies, but may reimburse, or request brokers, custodians, nominees and other persons holding Shares in their names or in the names of nominees for their reasonable expenses in sending proxy materials to principals and obtaining their instructions.

If you cannot be present in person at the Meeting, you are requested to complete, sign, date, and return the enclosed proxy promptly. An envelope has been provided for that purpose. No postage is required if mailed in the United States.

