

**TRUXTON CORPORATION**

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

April 2, 2017

Dear Shareholder:

You are cordially invited to attend our 2017 annual meeting of shareholders, which will be held at our main office located at 4525 Harding Road, 3<sup>RD</sup> Floor, Nashville, Tennessee 37205, on Wednesday, May 17, 2017, 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, 2016 and during the first quarter of 2017, 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,

A handwritten signature in black ink, appearing to read 'T. S. Stumb', written in a cursive style.

Thomas S. Stumb



**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 17, 2017**

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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 17, 2017, at 10:00 A.M. Central Daylight Time at the Company’s main office located at 4525 Harding Road, 3<sup>rd</sup> Floor, Nashville, Tennessee 37205 for the following purposes:

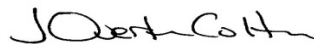
1. To elect twelve directors to hold office until the next annual meeting of shareholders and until their successors have been duly elected and qualified;
2. To ratify the appointment of Crowe Horwath LLP as the Company’s independent auditors for the year ending December 31, 2017; and
3. To transact such other business as may properly come before the Meeting.

The Board of Directors has set the close of business on March 29, 2017, as the record date for determining the shareholders who are entitled to notice of, and authorized 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 2, 2017



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

**MAY 17, 2017**

**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 2017 Annual Meeting of Shareholders to be held at 10:00 A.M. Central Daylight Time in our principal executive offices on May 17, 2017, 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 as of the close of business on March 29, 2017 on or about April 10, 2017.

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

- (1) To elect twelve 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, 2017; 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 1,324,590 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 2017 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, 2017. 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 2017 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 twelve persons. All of our directors are elected annually. All twelve 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 2017 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 76, is a Certified Public Accountant (retired) and was a partner with 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. In retirement he performed assignments for KPMG International 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 companies. He was a three term gubernatorial appointee of the Tennessee State Board of Accountancy. Previous board positions have included Genesco (NYSE:GCO), 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 44, 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. shop. 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 been covered for his client strategy by the *New York Times* and others, and has received countless industry awards. In addition to expanding his company’s AdHope division as a broad-scale community support platform, Jeffrey is a founding member of Nashville’s Davidson Group and has held a number of Board positions, including past Chair of Junior Achievement of Middle Tennessee, in addition to Director roles with the American Association of Advertising Agencies’ River States Council, as well as the Ensworth School. He is a graduate of Washington & Lee University, where he is keynote speaker for the 2017 AdLib Conference.

**David Brewster Dobie**, age 59, 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 then 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 63, 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. He has been active in his community serving on the boards of Nashville Area Habitat for Humanity and Lipscomb University. Currently, he is President of the Board of Tennessee Prison Outreach Ministry.

**Decosta E. Jenkins**, age 61, 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. 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, the YMCA Middle Tennessee Board, and the Nashville Chamber of Commerce Board of Directors. He serves on the American Public Power Association's Climate Change and Generation Policy Task Force.

**Matthew A. King**, age 58, 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 Medical Reimbursements of America, Inc., Clinical Ink, Entrada Health, Inc., KeraFAST, Inc., MediQuire, Inc. and StudioNow, Inc. 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 Christ Presbyterian Academy and is a member of the Nashville Rotary Club.

**V. Larkin Martin**, age 53, manages Martin Farm and is Vice President of The Albemarle Corporation. Both are family businesses with interests in agriculture and timberland. She has held those positions since 1990. In addition to her farming responsibilities, Ms. Martin holds and has held a number of positions off of the farm. She is currently a Director of Rayonier Inc., (RYN), a timberland REIT headquartered in Jacksonville, FL and a Trustee of The Farm Foundation, a Chicago based, non-advocacy, public charity that promotes objective analysis on issues critical to the future of agriculture, food systems and rural communities. She is member of the Board of Directors of PARCA, The Public Research Affairs Council of Alabama, Africa Harvest, a Kenyan based NGO helping to improve the lives of smallholder farmers and rural communities across Africa and the Soil Health Institute in Cary, NC. Ms. Martin is a past Chairman of the Federal Reserve Bank of Atlanta and of The Cotton Board, the board overseeing the national check-off program for cotton. She has served on the Alabama Ethics Commission and on the boards of The Alabama Chapter of The Nature Conservancy, The

Vanderbilt Alumni Association, Camp Merrie-Woode and Leadership Alabama. Ms. Martin was named an Eisenhower Fellow in 2012. She is a graduate of Vanderbilt University.

**Andrew L. May**, age 58, has served, since January 1, 2016, as the President and Chief Financial Officer of Truxton Trust Company. He joined Truxton in October 2010 as Managing Director, Finance and Chief Financial Officer. From December 2008 to October 2010 he was the owner of the Odenwald Fund, a private investment partnership. From September 2000 until December 2008 he was a Managing Director at Jefferies & Company, a New York-based investment firm, serving as a portfolio manager and a securities analyst. He was Partner at J. C. Bradford and Company, a regional brokerage and investment banking firm from 1993 to 2000, serving there as equity analyst in health care services and as Director of Research. He serves on the boards of University School of Nashville and the Jewish Federation of Nashville and Middle Tennessee where he is a Past President. He received a BA in 1981 from Yale University, with honors, and an MBA from Harvard University, with Distinction, in 1986. He was an Infantry Officer in the United States Marine Corps and received the Combat Action Ribbon for service in Beirut, Lebanon.

**Deborah A. McDermott**, age 62, is the CEO of McDermott Media Group LLC which provides an array of services to growing and transitioning Broadcast, Digital & Technical Media businesses. McDermott served as Chief Operating Officer for Media General, Inc. from December 2014 until the recent merger between Media General and Nexstar Media Group in January 2017. Media General was 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. 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 Broadcasting 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 Country Music Association (CMA). 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 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 48, 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 mobile handset protection programs and extended service contracts for electronics and other consumer goods. He has held this role since April 2010. Since October 2014, Mr. Puryear has also been responsible for Asurion's human resources function. Mr. Puryear previously served for more than nine years as Executive Vice President, General Counsel, and Secretary of Corrections Corporation of America (NYSE: CXW). 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 the Economic 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 55, has been a director of the company since its inception. He has served as Chief Executive Officer since July 2008. He served as the Company's President from the Company's inception until December 31, 2015. He has served as the Company's Chairman of the Board since January 1, 2016. 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 and a graduate of Vanderbilt University. He currently serves on the Advisory Board of the Nashville Area Salvation Army.

**Christopher C. Whitson**, age 55, is a member in the law firm of Sherrard Roe Voigt & Harbison, PLC ("SRVH") where he has practiced as a corporate and transactional attorney since 1997. Mr. Whitson formerly served as the head of SRVH's corporate department and was the firm's Recruiting Chairman. Prior to joining SRVH, 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 also served as Chairman of the Board of Zoning Appeals for the Government of Nashville and Davidson County, serving on the BZA from 2008 through 2016. Mr. Whitson is active in several community and civic organizations. 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. Mr. Whitson was a member of the board of directors (and former Membership Chairman) of the Economic 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, 2017, each Company and Bank director and all Company officers:

<u>Name and Address</u>	<u>Position with Company</u>	<u>Position with Bank</u>
Thomas S. Stumb Nashville, Tennessee	Chairman, Chief Executive Officer and Director	Chairman, Chief Executive Officer and Director
Andrew L. May Nashville, Tennessee	President, Chief Financial Officer and Director	President, Chief Financial Officer and Director
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
V. Larkin Martin Courtland, Alabama	Director	Director
G.A. Puryear IV Nashville, Tennessee	Director	Director
Christopher C. Whitson Nashville, Tennessee	Director	Director
J. Overton Colton Nashville, Tennessee	Managing Director, Operations, Secretary and Chief Administrative and Risk Officer	Managing Director, Operations, 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, 2017 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, 2017.**

The ratification of the appointment of Crowe Horwath LLP as the Company's independent auditor for the year ending December 31, 2017 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.**

