FEDERAL DEPOSIT INSURANCE CORPORATION

WASHINGTON, D.C.

In the Matter of BILLY PROFFITT, individually and as a former institution-affiliated party of TENNESSEE STATE BANK PIGEON FORGE, TENNESSEE (INSURED STATE MEMBER BANK--FORMER INSURED STATE NONMEMBER BANK)	ORDER MODIFYING ORDER OF REMOVAL FROM OFFICE AND PROHIBITION FROM FURTHER PARTICIPATION FDIC-96-105e

IT IS HEREBY ORDERED that the ORDER OF REMOVAL FROM OFFICE AND PROHIBITION FROM FURTHER PARTICIPATION ("ORDER") issued by the Federal Deposit Insurance Corporation against BILLY PROFFITT ("Respondent") on October 6, 1998, pursuant to section 8(e) of the Federal Deposit Insurance Act ("Act"), 12 U.S.C. § 1818(e), be modified, for good cause shown, to allow Respondent to execute an amendment to the existing Amended and Restated Voting Trust Agreement to document that Richard Todd Proffitt is Trustee under the Amended and Restated Voting Trust Agreement and to name Lawrence Andrew Proffitt as Successor Trustee under the Amended and Restated Voting Trust Agreement. All other provisions of the ORDER shall remain in full force and effect.

IT IS FURTHER ORDERED that Respondent shall receive the prior written consent of the Board of Governors of the Federal Reserve System, as required by section 8(e)(7)(B)(ii) of the Act, 12 U.S.C. § 1818(e)(7)(B)(ii), before Respondent may execute the amendment to the existing Amended and Restated Voting Trust Agreement, as described above.

IT IS FURTHER ORDERED that Lawrence Andrew Proffitt shall receive the prior non-objection of the Board of Governors of the Federal Reserve System to his acquisition of a contingent right of control of Tennessee State Bancshares, Inc., pursuant to the Change in Bank Control Act, 12 U.S.C. § 1817(j), and the Board of Governors of the Federal Reserve System's implementing regulations, 12 C.F.R. Part 225, Subpart E, before Respondent may execute the amendment to the existing Amended and Restated Voting Trust Agreement, as described above.

Pursuant to delegated authority.

Dated this 5th day of May, 2017.

/s/

Patricia A. Colohan
Associate Director
Division of Risk Management Supervision