

**TOUCHMARK BANCSHARES, INC.
TOUCHMARK NATIONAL BANK**

Code of Business Conduct and Ethics

I. Purpose

This Code of Business Conduct and Ethics (this “Code”) shall apply to each director, officer and employee of Touchmark Bancshares, Inc. (the “Holding Company”) and Touchmark National Bank (the “Bank”) (herein both referred to collectively as the “Company”). This Code provides a general statement of the Company’s expectations regarding the ethical standards that each director, officer and employee should adhere to while acting on behalf of the Company. Each director, officer and employee is expected to read and become familiar with the ethical standards described in this Code and may be required, from time to time, to affirm his or her agreement to adhere to such standards by signing the Compliance Certificate that appears at the end of this Code.

II. Administration

The Company’s Board of Directors is responsible for setting the standards of business conduct contained in this Code and updating these standards as it deems appropriate to reflect changes in the legal and regulatory framework applicable to the Company, the business practices within the Company’s industry, the Company’s own business practices, and the prevailing ethical standards of the communities in which the Company operates. While the Company’s Chief Executive Officer will oversee the procedures designed to implement this Code to ensure that they are operating effectively, it is the individual responsibility of each director, officer and employee of the Company to comply with this Code.

III. Compliance with Laws, Rules and Regulations

The Company will comply with all laws and governmental regulations that are applicable to the Company’s activities, and expects that all directors, officers and employees acting on behalf of the Company will obey all such laws and regulations. Specifically, the Company is committed to:

- maintaining a safe and healthy work environment;
- promoting a workplace that is free from discrimination or harassment based on race, color, religion, sex or other factors that are unrelated to the Company’s business interests;
- supporting fair competition and laws prohibiting restraints of trade and other unfair trade practices;

- keeping the political activities of the Company’s directors, officers and employees separate from the Company’s business;
- prohibiting any illegal payments to any government officials or political party representatives of any country; and
- complying with all applicable state and federal securities laws.

Directors, officers and employees are prohibited from illegally trading the Company’s securities while in possession of material, nonpublic (“inside”) information about the Company, and are subject to the Holding Company’s Statement and Policy Regarding Insider Trading by Directors, Officers and Employees.

IV. Conflicts of Interest; Corporate Opportunities

(1) Directors, officers and employees of the Company should not be involved in any activity which creates or gives the appearance of a conflict of interest between their personal interests and the Company’s interests.

In particular, from and after the date of adoption of this Code of Business Conduct and Ethics, no director, officer or employee shall:

- be a director, officer or employee of, or otherwise operate an outside business:
 - that markets products or services in competition with the Company’s then existing products and services; provided, however, this prohibition shall not apply to (a) service as a director, officer or employee of another financial institution if such service is approved by a majority of the independent disinterested directors of the Holding Company entitled to vote at a duly convened meeting at which a quorum of the Board is present, and is not in violation of applicable banking laws and regulations, including laws and regulations related to management interlocks, or (b) the operation by a non-employee director of an outside business that markets products or services which do not compete with the Company’s then existing products or services at the time the director commenced the business, or (c) the operation by a non-employee director of an outside business which does market products or services in competition with the Company’s then existing products or services if such activity is approved by Board of Directors of the Holding Company in the same manner as specified in (a) above;
 - that supplies products or services to the Company, unless approval has been obtained from a majority of the independent, disinterested directors of the Holding Company, as provided in Section IV (2) below;

- that purchases products or services from the Company, unless approval has been obtained from a majority of the independent, disinterested directors of the Holding Company, as provided in Section IV (2) below;
- seek or accept any personal loan or services from any such outside business, except from financial institutions or service providers offering similar loans or services to third parties under similar terms in the ordinary course of their respective businesses;
- be a consultant to or an officer or employee of, or otherwise operate an outside business if the demands of the outside business would interfere with the director's, officer's or employee's responsibilities with and to the Company; or
- use the Company's property, information or position for personal gain.

The appearance of a conflict of interest may exist if an immediate family member of a director, officer or employee of the Company is a consultant to, or a director, officer or employee of, or has a significant financial interest in, a competitor, supplier or customer of the Company, or otherwise does business with the Company.

Directors and officers shall notify the Holding Company's Chairman of the Board of Directors, and employees who are not directors or officers shall notify the Company's Chief Executive Officer, of the existence of any actual or potential conflict of interest.

(2) The Board of Directors of the Holding Company shall have the responsibility to review and approve all related party transactions with either the Holding Company or the Bank, as follows:

“Related party transaction” means any transaction (excluding loans and deposit transactions in the normal course of the Bank's business, which shall be handled in accordance with national banking laws and regulations) between a director, officer or employee of the Holding Company or the Bank, and either the Holding Company or the Bank, and shall include transactions involving such person's immediate family members and any business entity affiliated with such director, officer or employee. The process of such review and approval shall include (but not be limited to) the following:

- any director, officer or employee who desires the Company or the Bank to consider a related party transaction, shall contact the Chairman of the Board of the Holding Company directly, or the Chief Executive Officer of the Holding Company and the Bank (who shall then contact the Chairman of the Board of the Holding Company), regarding such transaction;
- at its next regularly scheduled meeting (or a special meeting called for such purpose), the Board of Directors of the Holding Company shall discuss and consider all of the material information related to the related party transaction;

- in determining whether to approve a related party transaction, the Board shall consider, among other things, (i) whether the terms of the related party transaction are fair to the Holding Company and/or the Bank, (ii) whether there are compelling business reasons to enter into the related party transaction, (iii) whether the related party transaction would impair the independence of an outside director, and (iv) whether the related party transaction would present an improper conflict of interest;
- any member of the Board of Directors of the Holding Company who has an interest in the related party transaction shall abstain from voting on and participating in any Board discussions regarding such transaction, and if requested by the Chairman, shall recuse himself or herself from the Board's deliberations; and
- the decision of the Board of Directors to approve or reject the related party transaction shall be made by the affirmative vote of a majority of the independent disinterested directors entitled to vote at a duly convened meeting at which a quorum of the Board is present.

V. Loans to Directors, Officers and Their Related Interests

Federal regulations impose certain restrictions on loans by the Company to directors, principal shareholders and officers of the Company. The limitations extend to those companies or entities in which a director or officer has an ownership interest or controlling interest, called a "related interest." In addition to certain monetary limitations, federal regulations provide that loans to officers, directors and principal shareholders must be made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for compatible transactions with other persons who are not employed by the Company and which do not involve more than the normal risk of repayment or present other unfavorable features. Both federal and state regulations provide that, except for loans that fall below a certain monetary limit or that are for approved purposes, loans to officers, principal shareholders, directors and their related interests must be approved by the board of directors with the director or officer with the related interest abstaining from the vote. This abstaining also includes leaving the room during the discussion and vote on the loan approval.

The Bank has adopted a policy pursuant to Regulation O of the Board of Governors of the Federal Reserve System related to loans to directors, executive officers and their related interests.

VI. Confidentiality; Protection and Proper Use of the Company's Assets

Directors, officers and employees shall maintain the confidentiality of all information entrusted to them by the Company or its suppliers, customers or other business partners, except when disclosure is authorized by the Company or legally required.

Confidential information includes (1) information marked "Confidential," "Private," "For Internal Use Only," or similar legends, (2) financial and personal information about

customers, (3) business or marketing plans or projections, (4) earnings and other internal financial data, (5) personnel information and (6) other non-public information that, if disclosed, might be of use to the Company's competitors, or harmful to the Company or its suppliers, customers or other business partners.

To avoid inadvertent disclosure of confidential information, directors, officers and employees shall not discuss confidential information with or in the presence of any unauthorized persons, including family members and friends.

Directors, officers and employees are personally responsible for protecting those Company assets that are entrusted to them and for helping to protect the Company's assets in general.

Directors, officers and employees shall use the Company's assets for the Company's legitimate business purposes only.

VII. Fair Dealing

The Company is committed to promoting the values of honesty, integrity and fairness in the conduct of its business and sustaining a work environment that fosters mutual respect, openness and individual integrity. Directors, officers and employees are expected to deal honestly and fairly with the Company's customers, suppliers, competitors and other third parties. To this end, directors, officers and employees shall not:

- make false or misleading statements to customers, suppliers or other third parties;
- make false or misleading statements about competitors;
- solicit or accept from any person that does business with the Company, or offer or extend to any such person,
 - cash of any amount; or
 - any gift, gratuity, meal or entertainment that could influence or reasonably give the appearance of influencing the Company's business relationship with that person;
- solicit or accept any fee, commission or other compensation for referring customers to third-party vendors; or
- otherwise take unfair advantage of the Company's customers or suppliers, or other third parties, through manipulation, concealment, abuse of privileged information or any other unfair-dealing practice.

Any employee who is not a director or officer and who is unsure of the propriety of the offer or acceptance of any item of value (as described above) should contact the

Company's Chief Executive Officer for clarification and guidance; directors and officers should contact the Holding Company's Chairman of the Board of Directors.

VIII. Accurate and Timely Periodic Reports

The Company is committed to providing investors with full, fair, accurate, timely and understandable disclosure in the periodic reports that it is required to file.

As a public company it is of critical importance that the Holding Company's filings with the Securities and Exchange Commission be accurate and timely. Depending on their position with the Company, employees may be called upon to provide information to assure that the Holding Company's public reports are complete, fair and understandable. The Company expects all of its personnel to take this responsibility very seriously and to provide prompt and accurate answers to inquiries related to the Holding Company's public disclosure requirements.

The finance department bears a special responsibility for promoting integrity throughout the organization, with responsibilities to stakeholders both inside and outside of the Company. The Chief Executive Officer, Chief Financial Officer and all finance department personnel have a special role both to adhere to these principles themselves and to ensure that a culture exists throughout the Company as a whole that ensures the fair and timely reporting of the Company's financial results and condition. To this end, the Company shall:

- comply with generally accepted accounting principles at all times (except as otherwise required or permitted, with respect to the Bank, by regulations of the Comptroller of the Currency related to accounting principles and practices);
- maintain a system of internal accounting controls that will provide reasonable assurances to management that all transactions are properly recorded;
- maintain books and records that accurately and fairly reflect the Company's transactions;
- prohibit the establishment of any undisclosed or unrecorded funds or assets;
- maintain a system of internal controls that will provide reasonable assurances to management that material information about the Company is made known to management in a timely fashion, particularly during the periods in which the Company's periodic reports are being prepared; and
- present information in a clear, understandable and orderly manner.

In addition, Senior Financial Officers must comply with the Company's Code of Ethics for Senior Financial Officers, attached hereto.

IX. Reporting and Effect of Violations

Directors and officers shall report, in person or in writing, any known or suspected violations of laws, governmental regulations or this Code to the Holding Company's Chairman of the Board of Directors. Employees who are not directors or officers shall report such violations to the Company's Chief Executive Officer. Any matters reported to the Chief Executive Officer shall then be promptly reported by the Chief Executive Officer to the Holding Company's Chairman of the Board.

Employee complaints related to questionable accounting or auditing matters or internal accounting controls may be submitted by employees, on an anonymous basis, in accordance with the Company's Whistleblower Policy.

The Company will not allow any retaliation against a director, officer or employee who acts in good faith in reporting any such violation.

The Holding Company's Chairman of the Board of Directors will investigate any reported violations and will oversee an appropriate response, including corrective action and preventative measures. Directors, officers and employees that violate any laws, governmental regulations or this Code will face appropriate, case specific disciplinary action, which may include removal, demotion or discharge.

X. Waivers

The provisions of this Code may be waived for directors or officers or non-officer employees only by a resolution of the Company's "independent" directors as defined by the rules of the Federal Insurance Deposit Corporation and the Sarbanes-Oxley Act of 2002, and the rules promulgated thereunder. Any change in or waiver of this Code for the Chief Executive Officer or the principal or senior financial and accounting officers will be publicly disclosed as required by the Securities and Exchange Commission.

COMPLIANCE CERTIFICATE

I have read and understand the Company's Code of Business Conduct and Ethics (the "Code"). I will adhere in all respects to the ethical standards described in the Code. I further confirm my understanding that any violation of the Code will subject me to appropriate disciplinary action, which may include demotion or discharge.

I certify to the Company that I am not in violation of the Code, unless I have noted such violation in a signed Statement of Exceptions attached to this Compliance Certificate.

Date:

Name:

Title/Position:

Check one of the following:

- A Statement of Exceptions is attached.
- No Statement of Exceptions is attached.

TOUCHMARK BANCSHARES, INC.
TOUCHMARK NATIONAL BANK

CODE OF ETHICS
FOR SENIOR FINANCIAL OFFICERS

The Board of Directors of Touchmark Bancshares, Inc. and its subsidiary, Touchmark National Bank (collectively referred to as the “Company”) have adopted this Code of Ethics for Senior Financial Officers (this “Code”) to memorialize certain policies and procedures to which Senior Financial Officers of the Company having financial responsibilities or oversight are expected to adhere to and to advocate. This Code applies to the Company’s Chief Executive Officer, Chief Financial Officer, Chief Credit Officer and Controller (collectively the “Senior Financial Officers”).

1. Senior Financial Officers shall act with honesty and integrity. Senior Financial Officers shall avoid all actual or apparent conflicts of interest between personal and professional relationships and shall disclose to the Audit Committee any material transaction or relationship that reasonably could be expected to give rise to such conflict.

2. Senior Financial Officers shall endeavor to provide information that is full, fair, accurate, timely, and understandable in all reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the “SEC”) and other public filings or communications made by the Company.

3. Senior Financial Officers shall endeavor to faithfully comply with all laws, rules and regulations of federal, state, and local governments, and all applicable private or public regulatory agencies.

4. Senior Financial Officers shall act in good faith, responsibly, with due care, competence, and diligence. Senior Financial Officers shall not knowingly or recklessly misrepresent material facts or allow their independent judgment to be subordinated.

5. Senior Financial Officers shall respect the confidentiality of information acquired in the course of their employment except when authorized or otherwise legally obligated to disclose such information. Senior Financial Officers shall not use for personal advantage confidential information acquired in the course of their employment.

6. Senior Financial Officers shall proactively promote ethical behavior among peers and subordinates in the work place.

7. Senior Financial Officers shall act responsibly in their use of and control over the Company’s assets and resources.

8. Senior Financial Officers shall promptly report to the Audit Committee any violation or suspected violation of this Code.

Each Senior Financial Officer is expected to adhere at all times to this Code. The Audit Committee shall determine the appropriate action to be taken if any Senior Financial Officer violates this Code. Such action will be reasonably designed to deter wrongdoing and to promote accountability for adherence to this Code. Only the Audit Committee shall have the authority to approve any deviation or waiver from this Code. Any waiver and the reasons for it shall be promptly disclosed in a filing on Form 8-K with the SEC or, subject to satisfaction of any conditions established by the SEC, posted on the Company’s website.

Approved by the Board of Directors

Original Approval Date: July 16, 2008