

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2018

Month / Day / Year

None

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

I, Timothy R. Aiken

Name of the Holding Company Director and Official

President/CEO

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Hometown Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 145

(Mailing Address of the Holding Company) Street / P.O. Box

Middlebourne WV 26149
 City State Zip Code

Fair & Dodd Street

Physical Location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Tammy Waggoner Asst. Sec/Treasurer

Name Title

304-652-3531 Ext 110

Area Code / Phone Number / Extension

304-652-1691

Area Code / FAX Number

twaggoner@hometownbanc.com

E-mail Address

www.hometownbanc.com

Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

02/19/2019

Date of Signature

For holding companies not registered with the SEC—
 Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID 2687580
 C.I. _____

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes 0

In accordance with the General Instructions for this report (check only one),

- 1. a letter justifying this request is being provided along with the report
- 2. a letter justifying this request has been provided separately ...

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

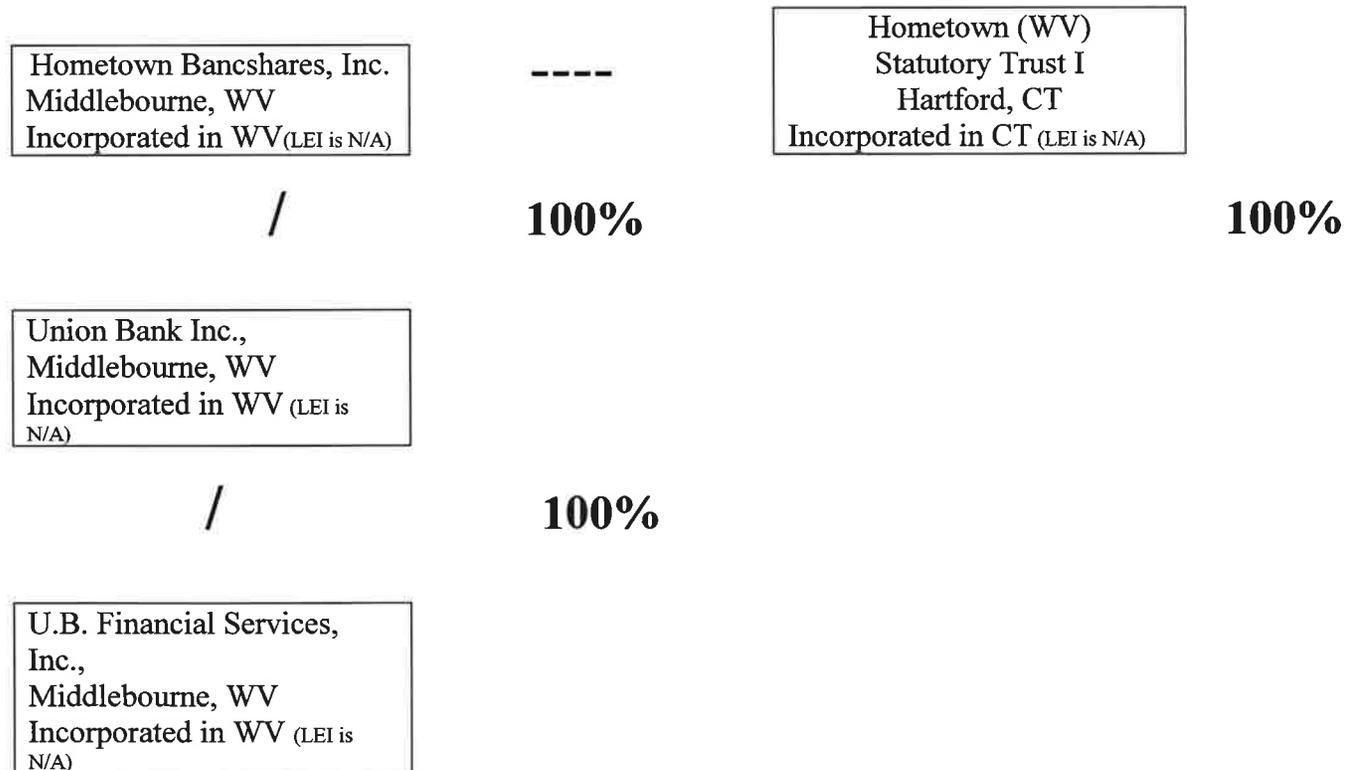
<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p>	<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p>
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Form FR Y-6
Hometown Bancshares, Inc.
Middlebourne, WV
Year Ending December 31, 2018

1. Report Item

- a. The BHC is not required to file Form 10-K with SEC.
- b. The BHC's audited financial statements are used as its annual report to shareholders. Copies will be sent under separate cover.

2-A. Organizational Chart



2-B. Emailed to Structure@clev.frb.org on 2-19-2018.

ITEM 3.

(1) Current Shareholders holding or owning 5% or more as of 12/31/2018

(a) Name, City, State, County	(b) Citizenship	(c) No. Shares / Pct. Owned	
Hometown Bancshares Inc., 401-K Profit Sharing Plan Middlebourne, WV USA	USA	10,816	12.30%
Timothy R. Aiken Middlebourne, WV USA	USA	5,688	*6.47%
		Common Stock includes shares 3,560 held in company ESOP	
Gary A. and Penny K. Midcap Middlebourne, WV USA	USA	4,741	5.39%

(2) Shareholders (not listed above) who owned or held 5% or more during 2018.

(a) Name, City, State, County	(b) Citizenship	(c) No. Shares / Pct. Owned	
Estate of Gary R. Davis Middlebourne, WV USA	USA	6,467	*7.35%
		Includes 2,889 shares held in company ESOP (Transferred shares)	

ITEM 4.

(1) Name & City, State, Country	(2) Principal Occupation (other than with BHC)	(3)(a) Title/Position with BHC	(3)(b) Title/Position with Sub	(3)(c) Title/Position other Business	(4)(a) PCT Voting Shares in BHC	(4)(b) % of voting shares in Sub	(4)(c) Other Companies which 25% or more voting securities held
Timothy R. Aiken Middlebourne, WV USA	N/A	President & Director	President, CEO & Director (Union Bank Inc.) President (U.B. Financial Services)	N/A	6.47%*	NA	N/A
Jeffery N Sprouse Paden City, WV USA	Manufacturing Sprouse Building Products Inc.	Director	Director (Union Bank Inc.)	Member- Riverview Partners, LLC	3.63%	NA	Riverview Partners, LLC (50%)
Jeffrey A. Davis Middlebourne, WV USA	Treasurer Tyler County Board of Education	Director	Director (Union Bank Inc.)	N/A	2.15%	NA	N/A
Kenneth R. Mason Alma, WV USA	Oil & Gas Exploration & Production	Director	Director (Union Bank Inc.)	President/ Drilling Appalachian Corp President/DAC Energy, LLC President/Summerhill Farms VP/Acropolis	4.55%	NA	Drilling Appalachian Corp. (100%) DAC Energy, LLC (100%) Summer Hill Farms (51%) Acropolis (50%)
Deborah A Hassig New Martinsville, WV USA	Not presently employed	Director	Director (Union Bank Inc.)	President-Thun Management Member-Stokley Properties, LLC	1.64%	NA	Thun Management (50%) Stokley Properties, LLC (50%)
Patrick L. Morris	Retail Grocer	Director	Director	President	4.11%	NA	Sistersville Foods, LLC (100%)

Sistersville, WV USA			(Union Bank Inc.)	Sistersville Foods, LLC President-Curby's Inc. President-Packys Place LLC			Curby's Inc. (100%) Packys Place LLC (100%)
Charles Richard Neale Jr Parkersburg, WV USA	Tow Boat Owner/Operator	Director	Director (Union Bank Inc.)	President-Briscoe Run Transportation Co Inc. Member-WV Towboats LLC 1.83%			Briscoe Run (100%) WV Towboats, LLC (50%)
Robert F. Scardina Alma, WV USA	Retired	Director	Director (Union Bank Inc.)	N/A	2.47%	NA	N/A
Tammy Waggoner New Martinsville, WV USA	Position w/ Sub	Asst. Sec/Treasurer	EVP/CFO (Union Bank Inc.)	N/A	.24%*	NA	N/A
Kimberly Sides Farmington, WV USA	Position w/ Sub	Asst. Sec	Senior VP/ Compliance & CRA Officer/BSA Officer (Union Bank Inc.)	N/A	.02%*	NA	N/A

- Includes ESOP shares

** NOTE: None of the above directors and officers have an ownership interest in any subsidiaries or other affiliates.

Results: A list of branches for your depository institution: **UNION BANK, INC. (ID_RSSD: 667029)**.
 This depository institution is held by **HOMETOWN BANCSHARES, INC. (2687580)** of **MIDDLEBOURNE, WV**.
 The data are as of **12/31/2018**. Data reflects information that was received and processed through **01/06/2019**.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below
2. If required, enter the date in the **Effective Date** column

Actions

- OK:** If the branch information is correct, enter 'OK' in the **Data Action** column.
- Change:** If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
- Close:** If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
- Delete:** If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
- Add:** If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
 If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of **Change, Close, Delete, or Add**.
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	667029	UNION BANK, INC.	103 DODD STREET	MIDDLEBOURNE	WV	26149	TYLER	UNITED STATES	Not Required	Not Required	UNION BANK, INC.	667029	
OK		Full Service	3668746	ELLENBORO BRANCH	90 MAIN STREET	ELLENBORO	WV	26346	RITCHIE	UNITED STATES	Not Required	Not Required	UNION BANK, INC.	667029	
OK		Full Service	3668755	1500 WEST MAIN STREET BRANCH	1500 EAST MAIN STREET	HARRISVILLE	WV	26362	RITCHIE	UNITED STATES	Not Required	Not Required	UNION BANK, INC.	667029	
OK		Full Service	3668821	HUNDRED OFFICE BRANCH	STATE ROUTE 250 NORTH	HUNDRED	WV	26575	WETZEL	UNITED STATES	Not Required	Not Required	UNION BANK, INC.	667029	
OK		Full Service	4650832	NEW MARTINSVILLE BRANCH	638 NORTH ST. RT 2	NEW MARTINSVILLE	WV	26155	WETZEL	UNITED STATES	Not Required	Not Required	UNION BANK, INC.	667029	
OK		Full Service	3668812	PENNSBORO BRANCH	214 MASONIC AVENUE	PENNSBORO	WV	26415	RITCHIE	UNITED STATES	Not Required	Not Required	UNION BANK, INC.	667029	
OK		Limited Service	971436	PLAZA BRANCH	340 SECOND STREET	SAINT MARYS	WV	26170	PLEASANTS	UNITED STATES	Not Required	Not Required	UNION BANK, INC.	667029	
OK		Full Service	840532	ST. MARY'S OFFICE	401 2ND STREET	SAINT MARYS	WV	26170	PLEASANTS	UNITED STATES	Not Required	Not Required	UNION BANK, INC.	667029	
OK		Full Service	671325	SISTERSVILLE BRANCH	700 WELLS STREET	SISTERSVILLE	WV	26175	TYLER	UNITED STATES	Not Required	Not Required	UNION BANK, INC.	667029	