

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
 OF CLEVELAND

2014 MAR 11 A 8:29

STATISTICS & ANALYSIS
 DEPARTMENT



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)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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 and top-tier savings and loan 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.

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

December 31, 2013

Month / Day / Year

I, **Tammy R. Waggoner**

Reporter's Name, Street, and Mailing Address

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)

Name of the Holding Company Director and Official

Treasurer

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.

Person to whom questions about this report should be directed:

Tammy Waggoner Treasurer

Name Title

304-652-3531

Area Code / Phone Number / Extension

304-652-1619

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

02/24/2014

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. _____

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

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 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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	10761	0	UNION BANK, INC.	667029	
CLOSE	10/31/2013	Full Service	3668737	CAIRO BRANCH	MAIN STREET & HILL STREET	CAIRO	WV	26337	RITCHIE	UNITED STATES	235618	5	UNION BANK, INC.	667029	
OK		Full Service	3668746	ELLENBORO BRANCH	90 MAIN STREET	ELLENBORO	WV	26346	RITCHIE	UNITED STATES	208925	7	UNION BANK, INC.	667029	
OK		Full Service	3668755	1500 WEST MAIN STREET BRANCH	1500 EAST MAIN STREET	HARRISVILLE	WV	26362	RITCHIE	UNITED STATES	10081	4	UNION BANK, INC.	667029	
OK		Full Service	3668821	HUNDRED OFFICE BRANCH	STATE ROUTE 250 NORTH	HUNDRED	WV	26575	WETZEL	UNITED STATES	441888	3	UNION BANK, INC.	667029	
OK		Full Service	3668812	PENNSBORO BRANCH	214 MASONIC AVENUE	PENNSBORO	WV	26415	RITCHIE	UNITED STATES	233962	6	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	4570	8	UNION BANK, INC.	667029	
OK		Full Service	671325	SISTERSVILLE BRANCH	700 WELLS STREET	SISTERSVILLE	WV	26175	TYLER	UNITED STATES	4524	1	UNION BANK, INC.	667029	

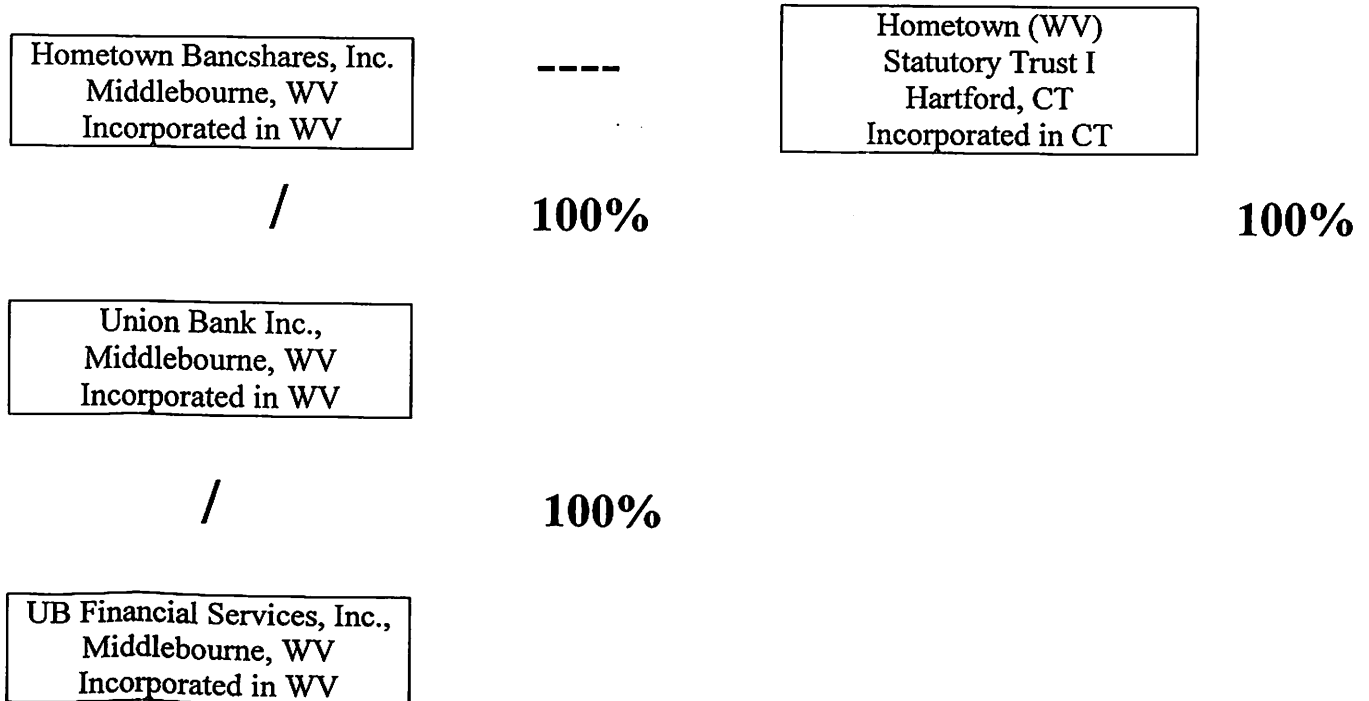
Form FR Y-6

**Hometown Bancshares, Inc.
Middlebourne, WV
Year Ending December 31, 2013**

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 2-24-2014.

ITEM 3.

(1) Current Shareholders holding or owning 5% or more as of 12/31/2013

Name & Address	Citizenship	No. Shares / Pct. Owned	
Gary R. Davis Middlebourne, WV	USA	*7.67%	Common Stock includes shares 3399 held in company ESOP
Hometown Bancshares Inc., 401-K Profit Sharing Plan Middlebourne, WV 26149	USA	9,742	11.08%

(2) Shareholders (not listed above) who owned or held 5% or more during 2012.

NONE

ITEM 4.

(1) Name & Address	(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	N/A	President & Director	President, CEO & Director	N/A	2.98%*	NA	N/A
Jeffery N Sprouse Paden City, WV	Manufacturing Sprouse Building Products Inc.	Director	Director	President- Sprouse Building Products Inc.	3.32%	NA	Sprouse Building Products

				Member-River View Partners, LLC			River View Partners, LLC
Jeffrey A. Davis Middlebourne, WV	Treasurer Tyler County Board of Education	Director		Vice President MenDavis Inc.	.11%	NA	MenDavis, Inc.
Kenneth R. Mason Alma, WV	Oil & Gas Exploration & Production	Director	Director	President Drilling Appalachian Corp., Alma, WV DAC Energy, LLC	4.09%	NA	Drilling Appalachian Corp. DAC Energy, LLC
Richard B. Stender New Martinsville, WV	Semi- retired Optometrist	Director	Director	Semi-retired	3.54%	NA	N/A
Deborah A Hassig New Martinsville, WV	Not presently employed	Director	Director	President-Thun Management Member-Stokley Properties, LLC	1.60%	NA	Thun Management Stokley Properties, LLC
Patrick L. Morris Sistersville, WV	Retail Grocer	Director	Director	President Sistersville Foods, LLC President-Curby's Inc Member-Packys Place LLC	3.70%	NA	Sistersville Foods, LLC Curby's Inc. Packys Place LLC
Robert F. Scardina Alma, WV	Retired	Director	Director	N/A	2.22%	NA	N/A
Tammy Waggoner New Martinsville, WV	Position w/ Sub	Treasurer	VP/CFO	Member-Red Zone LLC Saloon Hotspot LLC	.13%*	NA	Saloon Hotspot LLC

• Includes ESOP shares

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