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. § 3109(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.

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.

1. Tammy R Waggoner
   Name of the Holding Company Director and Officer
   Asst Sec/Treasurer
   Title of the Holding Company Director and Officer
   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.

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.

Signature of Holding Company Director and Officer
01/13/2015

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
RSSID ID 2687580
C.I.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2014
Month / Day / Year
None

Reporters’s Name, Street, and Mailing Address
Hometown Bancshares, Inc.

P.O. Box 145
Middlebourne, WV 26149

City
State
Zip Code

Physical Location (if different from mailing address)
Fair & Dodd Street

Person to whom questions about this report should be directed:
Tammy Waggoner
Asst. Sec/Treasurer

Name
Title

304-652-3531 110
Area Code / Phone Number / Extension

304-652-1591
Area Code / FAX Number

twaggoner@hometownbanc.com
E-mail Address

hometownbanc.com
Address (URL) for the Holding Company’s web page

Does the reporter request confidential treatment for any portion of this submission?
☐ Yes  Please identify the report items to which this request applies:
☒ No  The information for which confidential treatment is sought is being separately labeled "Confidential."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

10/2014
Form FR Y-6

Hometown Bancshares, Inc.
Middlebourne, WV
Year Ending December 31, 2014

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

```
<table>
<thead>
<tr>
<th>Hometown Bancshares, Inc.</th>
<th>Hometown (WV)</th>
</tr>
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<tbody>
<tr>
<td>Middlebourne, WV</td>
<td>Statutory Trust I</td>
</tr>
<tr>
<td>Incorporated in WV</td>
<td>Hartford, CT</td>
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/  100%  100% |

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<tr>
<th>Union Bank Inc.,</th>
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<tr>
<td>Middlebourne, WV</td>
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<tr>
<td>Incorporated in WV</td>
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</tbody>
</table>

/  100% |

<table>
<thead>
<tr>
<th>UB Financial Services, Inc.,</th>
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<tbody>
<tr>
<td>Middlebourne, WV</td>
</tr>
<tr>
<td>Incorporated in WV</td>
</tr>
</tbody>
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```
**ITEM 3.**

(1) Current Shareholders holding or owning 5% or more as of 12/31/2014

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

(2) Shareholders (not listed above) who owned or held 5% or more during 2014.

NONE

**ITEM 4.**

<table>
<thead>
<tr>
<th>Name &amp; Address</th>
<th>Principal Occupation (other than with BHC)</th>
<th>(3)(a) Title/Position with BHC</th>
<th>(3)(b) Title/Position with Sub</th>
<th>(3)(c) Title/Position other Business</th>
<th>(4)(a) PCT Voting Shares in BHC</th>
<th>(4)(b) % of voting shares in Sub</th>
<th>(4)(c) Other Companies which 25% or more voting securities held</th>
</tr>
</thead>
<tbody>
<tr>
<td>Timothy R. Aiken</td>
<td>N/A</td>
<td>President &amp; Director</td>
<td>N/A</td>
<td>2.98%*</td>
<td>NA</td>
<td>N/A</td>
<td>Riverview Partners, LLC</td>
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<td>Middlebourne, WV</td>
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<tr>
<td>Jeffery N Sprouse</td>
<td>Manufacturing Sprouse Building Products Inc.</td>
<td>Director</td>
<td></td>
<td>3.32%</td>
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<td>NA</td>
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<tr>
<td>Name</td>
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<td>Member-River View Partners, LLC</td>
<td>River View Partners, LLC</td>
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</tr>
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<td>--------------------------------</td>
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</tr>
<tr>
<td>Jeffrey A. Davis</td>
<td>Treasurer Tyler County</td>
<td>Vice President</td>
<td>MenDavis, Inc.</td>
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<td></td>
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<td></td>
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<tr>
<td>Middlebourne, WV</td>
<td>Board of Education</td>
<td>Director</td>
<td>.11%</td>
<td>NA</td>
<td>MenDavis, Inc.</td>
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<tr>
<td>Kenneth R. Mason</td>
<td>Director</td>
<td>President</td>
<td>Drilling Appalachian Corp</td>
<td></td>
<td></td>
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<tr>
<td>Alma, WV</td>
<td>Director</td>
<td>President</td>
<td>DAC Energy, LLC</td>
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<td>Drilling Appalachian Corp</td>
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<tr>
<td></td>
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<td>VP/Acropolis</td>
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<tr>
<td>Richard B. Stender</td>
<td>Semi-retired</td>
<td>Semi-retired</td>
<td>3.54%</td>
<td>NA</td>
<td>N/A</td>
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<tr>
<td>New Martinsville, WV</td>
<td>Optometrist</td>
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</tr>
<tr>
<td>Deborah A Hassig</td>
<td>Director</td>
<td>VP/Secretary-Thun Management</td>
<td>Thun Management</td>
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<tr>
<td>New Martinsville, WV</td>
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<td>Member-Stokley Properties, LLC</td>
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<td></td>
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<td></td>
<td>Manager Abnepos, LLC</td>
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<tr>
<td>Patrick L. Morris</td>
<td>Director</td>
<td>President</td>
<td>Sistersville Foods, LLC</td>
<td></td>
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<tr>
<td>Sistersville, WV</td>
<td>Retail Grocer</td>
<td>President</td>
<td>Curby's Inc.</td>
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<td></td>
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<td></td>
<td></td>
<td>Sistersville Foods, LLC</td>
<td>Packys Place LLC</td>
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<tr>
<td>Robert F. Scardina</td>
<td>Director</td>
<td>Director</td>
<td>N/A</td>
<td>2.22%</td>
<td>N/A</td>
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<tr>
<td>Alma, WV</td>
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<tr>
<td>Tammy Waggoner</td>
<td>Treasurer</td>
<td>VP/CFO</td>
<td>Member-Red Zone LLC</td>
<td>.13%*</td>
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<td>New Martinsville, WV</td>
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<td>Saloon Hotspot LLC</td>
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</table>
- Includes ESOP shares

**NOTE:** None of the above directors and officers have an ownership interest in any subsidiaries or other affiliates.
**Recall 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 new 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-9 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.

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<tr>
<th>Data Action</th>
<th>Effective Date</th>
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<th>Branch ID_RISD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FRB NUMER</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RISD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
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<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>66702944</td>
<td>UNION BANK, INC.</td>
<td>103 DUGG STREET</td>
<td>MIDDLETOWN</td>
<td>KY</td>
<td>26349</td>
<td>TYLER</td>
<td>UNITED STATES</td>
<td>10745</td>
<td>UNION BANK, INC.</td>
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<td>66687463</td>
<td>ELENOBRO BRANCH</td>
<td>500 ELENOBRO ST</td>
<td>ELKHART</td>
<td>IN</td>
<td>26417</td>
<td>RICHIE</td>
<td>UNITED STATES</td>
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<tr>
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<td></td>
<td>Full Service</td>
<td>66679453</td>
<td>500 W MAIN STREET BRANCH</td>
<td>5000 W MAIN STREET</td>
<td>HARRISONVILLE</td>
<td>KY</td>
<td>26362</td>
<td>RICHIE</td>
<td>UNITED STATES</td>
<td>15021</td>
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<td>Full Service</td>
<td>66681312</td>
<td>HUNDRED OFFICE BRANCH</td>
<td>STATE ROUTE 200</td>
<td>HUNDRED</td>
<td>KY</td>
<td>26375</td>
<td>WETZEL</td>
<td>UNITED STATES</td>
<td>44488</td>
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<td>66608922</td>
<td>NEW MARTINVILLE BRANCH</td>
<td>636 NORTH ST</td>
<td>NEW MARTINVILLE</td>
<td>KY</td>
<td>26353</td>
<td>WETZEL</td>
<td>UNITED STATES</td>
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<td>66680822</td>
<td>PENNSBRO BRANCH</td>
<td>2500 PENNSBRO ST</td>
<td>PENNSBRO</td>
<td>KY</td>
<td>26315</td>
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<td>UNITED STATES</td>
<td>233962</td>
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<td>Limited Service</td>
<td>97142546</td>
<td>PLAZA BRANCH</td>
<td>330 SECOND STREET</td>
<td>ST JOHNS BAY</td>
<td>KY</td>
<td>26370</td>
<td>PLEASANT</td>
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<td>82086292</td>
<td>ST MARY'S OFFICE</td>
<td>1000 E ST</td>
<td>ST MARYS</td>
<td>KY</td>
<td>26370</td>
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<td>UNITED STATES</td>
<td>45224</td>
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<tr>
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<td>SISTERSVILLE</td>
<td>KY</td>
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<td>TYLER</td>
<td>UNITED STATES</td>
<td>45224</td>
<td>UNION BANK, INC.</td>
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</table>