

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
 OF CLEVELAND



Annual Report of Holding Companies—FR Y-6

2014 MAR 21 A 10:39
 STATISTICS & ANALYSIS
 DEPARTMENT

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):

12-31-13

Month / Day / Year

I, Timothy E. Barnes
 Name of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Hometown Bancshares Inc
 Legal Title of Holding Company

Pres/CEO
 Title of the Holding Company Director and Official

P.O. Box 1323
 (Mailing Address of the Holding Company) Street / P.O. Box

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.

Corbin Ky 40702-1323
 City State Zip Code

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:

Sonya Grove VP/Asst Sec
 Name Title

[Signature]
 Signature of Holding Company Director and Official

606-528-2000 Ext 2736
 Area Code / Phone Number / Extension

March 19, 2014
 Date of Signature

606-258-0218
 Area Code / FAX Number

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

sgrove@ahometownbank.com
 E-mail Address

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

N/A Bank only
 Address (URL) for the Holding Company's web page

For Federal Reserve Bank Use Only

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."

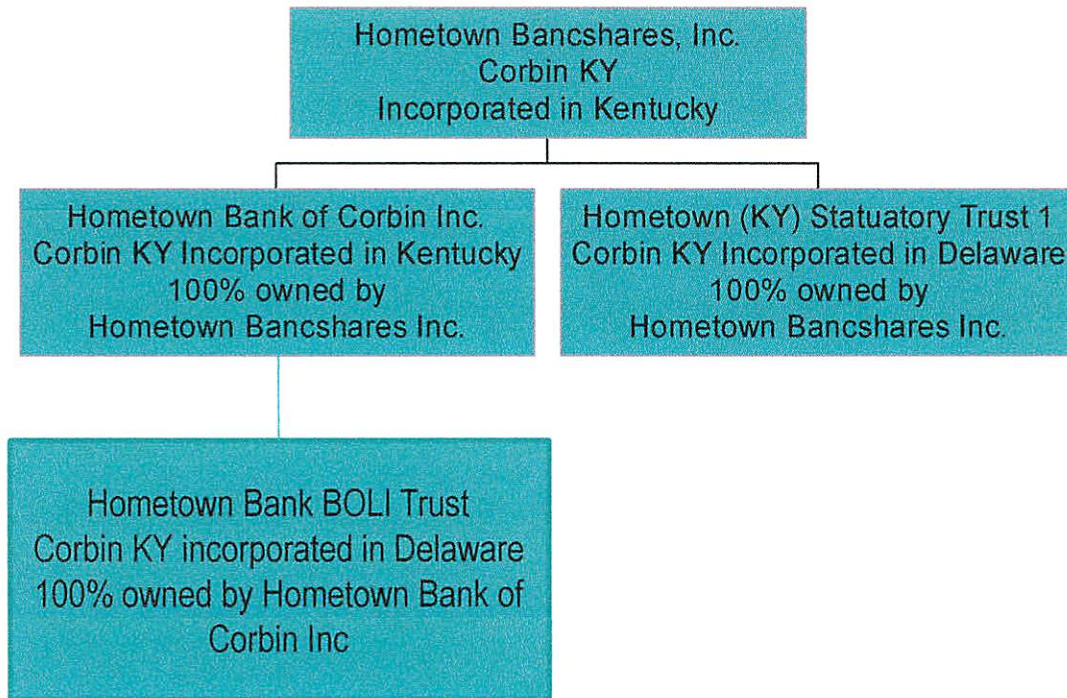
No

RSSD ID 2955300
 C.I. _____

Form FR Y-6
Hometown Bancshares, Inc.
Corbin, KY
December 31, 2013

Report Item

2a. The Organization Chart:



2b. Submitted via email January 22, 2014

ANNUAL REPORT OF BANK HOLDING COMPANIES FRY6 12-31-13 (cont.)

Report Item #3(1). Current securities holders with ownership, control or holdings of 5% or more with the power to vote as of fiscal year ending 12-31-13:

Common Stock

Glenn William Hoover II, Corbin, KY, USA	U.S. Citizen	3,000 shares of 59,795 shares outstanding at 12-31-13	5.02%
Mary Walker, Corbin, KY, USA	U.S. Citizen	3,000 shares of 59,795 shares outstanding at 12-31-13	5.02%
Dallas R. Eubanks, Corbin, KY, USA	U.S. Citizen	5,734 shares of 59,795 shares outstanding at 12-31-13	9.59%

Report Item #3(2). None

Report Item #4. Insiders:

First Name	City/Country	Occupation	Title	% of Voting Securities
JOHN COHEA	CORBIN KY ██████ USA	GENERAL MANAGER, PEPSI COLA BOTTLING CO.	DIRECTOR	1.9232%
REBECCA DANIEL	CORBIN KY ██████ USA	HOUSEWIFE	DIRECTOR	4.2311%
DALLAS R EUBANKS	CORBIN KY ██████ USA	OWNER, EUBANKS ELECTRIC & TWO LOCAL RADIO STATIONS	DIRECTOR	9.5894%
MIKE MITCHELL	CORBIN KY ██████ USA	OWNER MITCHELL STONE & CONTRACTOR	DIRECTOR	.9533%
ROBERT TERRELL	CORBIN KY ██████ USA	CONSULTING	DIRECTOR	2.7594%
CHRIS TURNER	CORBIN KY ██████ USA	OFFICE MANAGER, DRS. TURNER, WHITLEY & MORTON	DIRECTOR	2.2577%
ROBERT WALKER	CORBIN KY ██████ USA	PEPSI COLA BOTTLING CO.	DIRECTOR	3.0103%
CURT WYATT	CORBIN KY ██████ USA	INSURANCE AGENT	DIRECTOR	1.2961%
BOB HAMMONS	CORBIN KY ██████ USA	ATTORNEY	CHAIRMAN	1.8396%
TIMOTHY BARNES	CORBIN KY ██████ USA	BANK PRESIDENT	PRES/CEO	2.7176%
DONALD ASHLEY	CORBIN KY ██████ USA	BANK EXECUTIVE VP	SEC/TREAS/ COO	2.0069%
JOHN DAVID KING	BARBOURVILLE KY █████ USA	BANK CHIEF FINANCIAL OFFICER	CFO	.5853%
SONYA GROVE	CORBIN KY ██████ USA	BANK CHIEF OPERATIONS OFFICER	VP/ASST SEC	0%