

Board of Governors of the Federal Reserve System



Annual Report of Bank 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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):

December 31, 2011

Month / Day / Year

I, Dwight L. Gamble

Name of the Bank Holding Company Director and Official

Secretary and Treasury

Title of the Bank Holding Company Director and Official

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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.

Reporter's Name, Street, and Mailing Address

HNB Holding Company, Inc

Legal Title of Bank Holding Company

P.O. Box 157

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

Headland AL 36345

City State Zip Code

40 Main Street, Headland, AL 36345

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:

Robbie S. Williams VP/Cashier & Controller

Name Title

334-693-3352

Area Code / Phone Number / Extension

334-693-3354

Area Code / FAX Number

robbie@headlandnational.com

E-mail Address

www.headlandnationalbank.com

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

Signature of Bank Holding Company Director and Official

3-8-12

Date of Signature

For bank 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 2081834
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

Form FR Y-6
Headland National Bank
Headland, Alabama
Fiscal Year Ending December 31, 2011

Report Item

- 1: a. The BHC is not required to prepare form 10K with the SEC.
- 1: b. The BHC does prepare an annual report for its shareholders. Enclosed is a copy of the annual report.
- 2: a HNB Holding Company, Inc., Headland, Alabama shares held: 12,000 in The Headland National Bank, Headland, Alabama, percentage on Holding Co.: 100.00%
- 2: b Domestic branch listing:

Headland National 431 Branch
Opened 4/5/07
✓ 18057 US Highway 431 S
Headland, AL 36345
✓ Henry County
Full service branch

3. (1) Shareholders

<u>Name & Address</u> <u>(City, State, Country)</u>	<u>Shares</u>	<u>Percentage of</u> <u>Holding Co.</u>
Marilyn E. McClendon Headland, Al., USA Citizenship: USA	1567	13.06%
Mark C. Espy, Sr. Headland, Al., USA Citizenship: USA	1462	12.18%

3. (2) Shareholders not listed in 3(1) through 3(1)© that had ownership or holdings of 5% or more with power to vote during the fiscal year ending 12-31-10

None

4. (1) Directors and Officers –Name and address (city and state/country)

Mark C. Espy, Sr.
Headland, Al., USA

Dwight L. Gamble
Headland, Al., USA

Marilyn E. McClendon
Headland, Al., USA

Rimson Solomon
Headland, Al., USA

Don E. McClendon
Headland, Al., USA

(2) Principal Occupations:

Mark C. Espy, Sr.- President & CEO of The Headland National Bank and President of Espy Mercantile

Don F. McClendon -Director and Vice President of Espy Mercantile

Dwight L. Gamble - Executive Vice President of The Headland National Bank

Marilyn E. McClendon - Homemaker and Secretary of Espy Mercantile

Rimson Solomon - President and Owner of Solomon Insurance

(3) (a) Title or position with Bank Holding Company

Mark C. Espy Sr. - Sr. Chairman and President
Don F. McClendon - Vice Chairman and Vice President
Dwight L. Gamble – Secretary and Treasury
Marilyn E. McClendon - Director
Rimson Solomon – Director

(b) Mark C. Espy, Sr.- President and CEO of The Headland National Bank
Dwight L. Gamble - Executive Vice President of The Headland National Bank

© Mark C. Espy, Sr.- President and Director of Espy Mercantile Co., Director of E & W Building, and Director of Life Insurance Company of Alabama

Don F. McClendon - Director and Vice President of Espy Mercantile Company

Marilyn E. McClendon - Secretary and Director of Espy Mercantile, Directory of E & W Building Material

Dwight L. Gamble- President of GambleTown Farm Inc., Ownership in CADA Properties, LLC

Rimson Solomon - Owner and President of Solomon Insurance

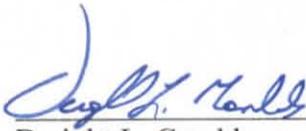
(4)(a) Mark C. Espy, Sr.	12.18% of BHC Stock
Don F. McClendon	2.75% of BHC Stock
Dwight L. Gamble	.58% of BHC Stock
Marilyn E. McClendon	13.06% of BHC Stock
Rimson Solomon	3.25% of BHC Stock

(b) None

© Rimson Solomon - Solomon Insurance 100%

Dwight L. Gamble -- GambleTown Farm, Inc 50 %,
-- CADA Properties, LLC 50%

I confirm that all above information is true and correct according to all our records.



Dwight L. Gamble
Secretary and Treasury of
The HNB Holding Company

3-8-12
Date

Sam Vann Jr. deceased. Shares now held by
Sam Vann III