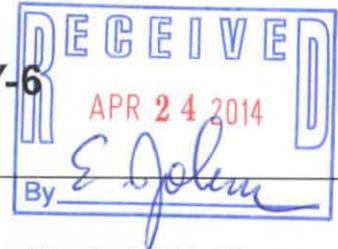


Board of Governors of the Federal Reserve System



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)); 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, Dwight L. Gamble

Reporter's Name, Street, and Mailing Address

HNB Holding Company, Inc

Legal Title of Holding Company

P.O. Box 157

(Mailing Address of the 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)

Person to whom questions about this report should be directed:

Robbie S. Williams SVP/CFO

Name Title

334-693-1006

Area Code / Phone Number / Extension

334-693-3354

Area Code / FAX Number

robbie@hnbfirst.co

E-mail Address

www.hnbfirst.com

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

Name of the Holding Company Director and Official

Secretary and Treasury

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.

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 Official

[Signature] 4-21-14

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 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, 2013

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%. *All branches were incorporated in the state of Alabama.
- 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>
Estate of Marilyn E. McClendon Headland, Al., USA Citizenship: USA	1000	8.33%
Don F. McClendon Headland, Al., USA Citizenship: USA	687	5.73%
Sam R. Vann, III Headland, Al., USA Citizenship: USA	942	7.85%
Estate of Mark C. Espy, Sr. Headland, Al., USA Citizenship: USA	790	6.58%

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

Miles V. Espy, Sr. – Partner of Draffin & Tucker, LLP

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

Rimson Solomon - Owner and President of Solomon Insurance

William E. Woods – Chairman/President, Espy Mercantile Company, Inc.

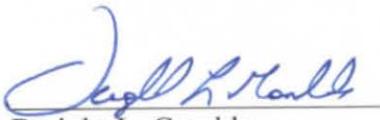
(4)(a) Don F. McClendon	5.73% of BHC Stock
Dwight L. Gamble	.58% of BHC Stock
Miles V. Espy, Sr.	2.24% of BHC Stock
Rimson Solomon	3.25% of BHC Stock
William E. Woods	4.28% of BHC Stock

(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

4-21-14
Date