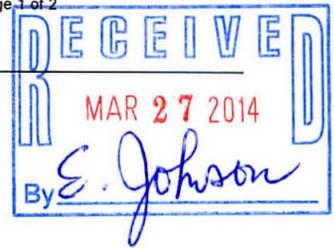


Board of Governors of the Federal Reserve System



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, **Randy Whitehead**

Reporter's Name, Street, and Mailing Address

Hometown Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 189

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

Hamilton AL **35570**
 City State Zip Code

1281 Military Street South

Physical location (if different from mailing address)

Name of the Holding Company Director and Official

President & CEO

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:

Rebecca Cummings COO

Name Title

205-921-9400

Area Code / Phone Number / Extension

205-921-1019

Area Code / FAX Number

rcummings@peoplestrustbk.com

E-mail 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.

Signature of Holding Company Director and Official

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

Date of Signature

3/20/14

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 **3281573**
 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

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

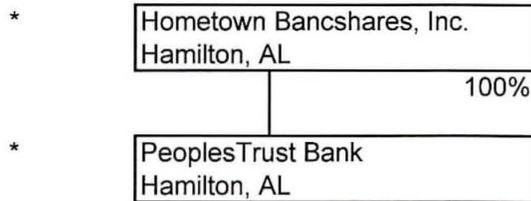
Report Item 1

The Holding Company is not registered with the SEC and does not prepare an annual report for shareholders.

FORM FR Y-6

Report Item 2.a.

Hometown Bancshares, Inc.
Hamilton, Alabama
Fiscal Year Ending December 31, 2013



* All entities are incorporated in Alabama.

Results: A list of branches for your depository institution: PEOPLESTRUST BANK (ID_RSSD: 3282012)
 This depository institution is held by HOMETOWN BANCSHARES, INC. (3231373) of HAMILTON, AL
 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)	3282012	PEOPLESTRUST BANK	1281 MILITARY STREET SOUTH	HAMILTON	AL	35570	MARION	UNITED STATES	365644	0	PEOPLESTRUST BANK	3282012	
OK		Full Service	3852134	FLORENCE OFFICE	1131 WILLS AVENUE	FLORENCE	AL	35630	LAUDERDALE	UNITED STATES	483148	2	PEOPLESTRUST BANK	3282012	
OK		Full Service	2594080	HACKLEBURG BRANCH	34888 U.S. HIGHWAY 43	HACKLEBURG	AL	35564	MARION	UNITED STATES	180918	1	PEOPLESTRUST BANK	3282012	

FORM FR Y-6

Report Item 3
Securities Holders

Hometown Bancshares, Inc.
Hamilton, Alabama
Fiscal Year Ending December 31, 2013

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013

(1)(a) Name & Address City, State	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
Paul Ray * Hackleburg, AL	USA	110,175 - 13.77% Common Stock (combined with Max Ray)
Max Ray Hackleburg, AL	USA	110,175 - 13.77% Common Stock (combined with Paul Ray)
Delmo Payne Hamilton, AL	USA	115,969 - 14.5% Common Stock
Gerald Terrell Hamilton, AL	USA	125,474 - 15.68% Common Stock

*Paul Ray is deceased. The stock is still held in his name. Wayne Ray is the executor over the estate.

Shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/13

(2)(a) Name & Address City, State	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
---	--	---

None

FORM FR Y-6
Report Item 4
Insiders

Hometown Bancshares, Inc.
Hamilton, Alabama
Fiscal Year Ending December 31, 2013

Name	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries	Title & Position with Other Business	Percentage of Voting Shares in Bk Holding Co	Percentage of Voting Shares in Subsidiaries	List Name of other companies if 25% or more of voting securities are held
Charles Babb Hamilton, AL	PeoplesTrust Bank Offr / IT	Director	Officer / IT PeoplesTrust Bank	N/A	2.63%	N/A	N/A
Harold Hulsey Hamilton, AL	Hulsey Logging CEO	Director	N/A	Hulsey Logging Owner	3.25%	N/A	Hulsey Logging-100% Grand Trucking-100%
Johnny Mack Lawler Hamilton, AL	Lawler & Cole, CPA CPA	Director	N/A	Lawler & Cole, CPA Partner	0.93%	N/A	Lawler & Cole-50%
Delmo Payne Hamilton, AL	Riverbirch Homes President	Director	N/A	Riverbirch Homes President	14.50%	N/A	Riverbirch-50% Big One Travel-33% 1st Quality Homes-50%
Max Ray Hackleburg, AL	Northwest Shoals Advisor	Director	N/A	Northwest Shoals Advisor	13.77%	N/A	N/A
Paul Ray* Hackleburg, AL	*Deceased	Former Director	N/A	N/A	13.77%	N/A	Deceased
Gerald Terrell Hamilton, AL	Riverbirch Homes Vice President	Director	N/A	Riverbirch Homes Vice President	15.68%	N/A	Riverbirch-50% Big One Travel-33% 1st Quality Homes-50%
Randy Whitehead Fayette, AL	PeoplesTrust Bank CEO	Director and President	Chief Executive Offr PeoplesTrust Bank	N/A	0.55%	N/A	N/A

Report Item 4 cont'd

Name	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries	Title & Position with Other Business	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries	List Name of other companies if 25% or more of voting securities are held
Rebecca Cummings Hamilton, AL	PeoplesTrust Bank Chief Operations Officer	Secretary	Chief Operations Offr PeoplesTrust Bank	N/A	0.25%	N/A	N/A
Ronnie Ellis Hamilton, AL	PeoplesTrust Bank City President	N/A	City President PeoplesTrust Bank	N/A	0.34%	N/A	N/A
Eric Poe Phil Campbell, AL	PeoplesTrust Bank Senior Loan Officer	N/A	Senior Loan Officer PeoplesTrust Bank	N/A	0.13%	N/A	N/A
George R Hibbett Jr Florence, AL	PeoplesTrust Bank City President	N/A	City President PeoplesTrust Bank	N/A	0.03%	N/A	N/A

*Paul Ray is deceased. The stock is still held in his name. Wayne Ray is the executor over the estate.