

Board of Governors of the Federal Reserve System



FRB RICHMOND
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, JAMES L. KING

Reporter's Name, Street, and Mailing Address

UNION BANKSHARES, INC.

Name of the Holding Company Director and Official

PRESIDENT & DIRECTOR

Legal Title of Holding Company

39 MAIN STREET, P.O. BOX 219

Title of the Holding Company Director and Official

(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.

UNION WV 24983

City State Zip Code

SAME

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:

E. JOYCE RHODES VICE PRESIDENT

Name Title

304-772-3034

Area Code / Phone Number / Extension

304-772-3605

Area Code / FAX Number

jrhodes@bomwv.com

E-mail Address

NONE

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

Signature of Holding Company Director and Official

03/05/2014

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 2722892
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

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, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

FORM FR Y-6

**UNION BANKSHARES, INC.
P O BOX 219 39 MAIN STREET
UNION, WEST VIRGINIA 24983**

FISCAL YEAR ENDING DECEMBER 31, 2013

1. The bank holding company prepares an annual report for its securities holders
Two copies will be mailed once the Annual Report is complete.
2. Organizational Chart

**UNION BANKSHARES, INC
UNION, WEST VIRGINIA
INCORPORATED IN WEST VIRGINIA , USA**

100%

**THE BANK OF MONROE
UNION, WEST VIRGINIA
INCORPORATED IN WEST VIRGINIA , USA**

28

Results: A list of branches for your depository institution: BANK OF MONROE, THE (ID_RSSD: 849432).
 This depository institution is held by UNION BANKSHARES, INC. (2722892) of UNION, WV.
 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)	849432	BANK OF MONROE, THE	39 MAIN STREET	UNION	WV	24983	MONROE	UNITED STATES	4164	0	BANK OF MONROE, THE	849432	
OK		Full Service	3094336	LEWISBURG BRANCH	790 NORTH JEFFERSON STREET	LEWISBURG	WV	24901	GREENBRIER	UNITED STATES	363364	1	BANK OF MONROE, THE	849432	

FORM FR Y-6
 UNION BANKSHARES, INC
 FISCAL YEAR ENDING DECEMBER 31, 2013

REPORT ITEM 3. SECURITIES HOLDERS

CURRENT SHAREHOLDERS WITH MORE WITH POWER TO VOTE AS	OWNERSHIP CONTROL OR of 12-31-2013	OR HOLDINGS OF 5% OR	SHAREHOLDERS NOT LISTED IN (3)(1)(C) -- OWNERSHIP CONTROL OR HOLDINGS OF 5% TO VOTE DURING THE FISCAL YEAR ENDING	(3)(1)(C) THAT HAD OR MORE WITH POWER 12/31/2013	
(1)(A) NAME & ADDRESS CITY, STATE, COUNTRY	(1)(B) COUNTRY OF CITIZENSHIP OR INCORPORATION	(1)(C) NUMBER & PERCENTAGE OF EACH CLASS OF VOTING SECURITIES	(2)(A) NAME & ADDRESS CITY STATE, COUNTRY	(2)(B) COUNTRY OF CITIZENSHIP OR INCORPORATION	(2)(C) NUMBER & PERCENTAGE OF EACH CLASS OF VOTING SECURITIES
RALPH MANN UNION, WEST VIRGINIA USA	USA	27,075 -- 10.672% COMMON STOCK	N/A	N/A	N/A

REPORT ITEM 3.2: SHAREHOLDERS

NONE

FORM FR Y-6
 UNION BANKSHARES, INC
 FISCAL YEAR ENDING DECEMBER 31, 2013

REPORT ITEM 4 DIRECTORS AND OFFICERS

NAMES & ADDRESS (CITY, STATE & COUNTRY)	PRINCIPAL OCCUPATION IF OTHER THAN BANK HOLDING COMPANY	(3) (a) TITLE & POSITION WITH BANK HOLDING COMPANY	(3)(b) TITLE AND POSITION WITH SUBSIDIARIES (INCLUDE NAMES OF SUBSIDIARIES)	(3)(c) TITLE & POSITION WITH OTHER BUSINESSES (INCLUDE NAMES OF OTHER BUSINESSES)	(4) (A) PERCENTAGE OF VOTING SHARES IN BANK HOLDING COMPANY	(4) (B) PERCENTAGE OF VOTING SHARES IN SUBSIDIARIES (INCLUDE NAMES OF SUBSIDIARIES)	(4) (C)
							LIST NAMES OF OTHER COMPANIES (INCLUDES PARTNERSHIPS IF 25% OR MORE OF VOTING SECURITIES ARE HELD (LIST NAMES OF COMPANIES AND PERCENTAGE OF VOTING SECURITIES HELD
MARK C KILCOLLIN UNION WEST VIRGINIA	DENTIST	CHAIRMAN	DIRECTOR - THE BANK OF MONROE	OWNER DENTAL PRACTICE	2.074%	NONE	MARK KILLCOLLIN DENTAL PRACTICE 100%
JAMES L. KING UNION WEST VIRGINIA	N/A	PRESIDENT	PRESIDENT & CEO THE BANK OF MONROE	N/A	0.118%	NONE	N/A
STEVEN L. MCNEER GREENVILLE WEST VIRGINIA	N/A	SECRETARY VICE PRESIDENT	VICE PRESIDENT & CASHIER--THE BANK OF MONROE	N/A	1.065%	NONE	N/A
DONALD E PARKER LEWISBURG WEST VIRGINIA	N/A	DIRECTOR VICE PRESIDENT	VICE-PRESIDENT & LOAN OFFICER - LEWISBURG BRANCH MANAGER THE BANK OF MONROE	N/A	0.650%	NONE	N/A
TIMOTHY A. HOKE SINKS GROVE WEST VIRGINIA	FARMER AND OWNER OF CATTLE AND HORSES	DIRECTOR	DIRECTOR --THE BANK OF MONROE	N/A	0.912%	NONE	N/A
BENNY R. WILSON UNION WEST VIRGINIA	DEALER IN NEW & USED FARM MACHINERY	DIRECTOR	DIRECTOR --THE BANK OF MONROE	OWNER - WILSON FARM EQUIPMENT	2.390%	NONE	WILSON FARM EQUIPMENT 100%
WILLIAM J TALBOTT	OWNER OF	DIRECTOR	DIRECTOR -- THE	OWNER	0.394%	NONE	GREENBRIER MOTOR

LEWISBURG

GREENBRIER

BANK OF MONROE

GREENBRIER

COMPANY

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 UNION BANKSHARES, INC
 FISCAL YEAR ENDING DECEMBER 31, 2013
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REPORT ITEM 4 DIRECTORS AND OFFICERS

NAMES & ADDRESS (CITY, STATE & COUNTRY)	PRINCIPAL OCCUPATION IF OTHER THAN BANK HOLDING COMPANY	(3) (a) TITLE & POSITION WITH BANK HOLDING COMPANY	(3)(b) TITLE AND POSITION WITH SUBSIDIARIES (INCLUDE NAMES OF SUBSIDIARIES)	(3)(c) TITLE & POSITION WITH OTHER BUSINESSES (INCLUDE NAMES OF OTHER BUSINESSES)	(4) (A) PERCENTAGE OF VOTING SHARES IN BANK HOLDING COMPANY	(4) (B) PERCENTAGE VOTING SHARES IN SUBSIDIARIES (INCLUDE NAMES OF SUBSIDIARIES)	(4) (C) LIST NAMES OF OTHER COMPANIES (INCLUDES PARTNERSHIPS IF 25% OR MORE OF VOTING SECURITIES ARE HELD (LIST NAMES OF COMPANIES AND PERCENTAGE OF VOTING SECURITIES HELD
ARTHUR C BARTENSLAGER LEWISBURG WEST VIRGINIA	REAL ESTATE AGENT & FARMER	DIRECTOR	DIRECTOR - THE BANK OF MONROE	N/A	0.105%	NONE	N/A
JAMES A. FLESHMAN CRAWLEY WEST VIRGINIA	OWNER MOUNTAINEER FARM CENTER	DIRECTOR	DIRECTOR	OWNER MOUNTAINEER FARM CENTER	0.157%	NONE	Mountaineer Farm Center 100%
RALPH MANN UNION WEST VIRGINIA	N/A	DIRECTOR EMERITUS	DIRECTOR EMERITUS	N/A	10.672%	NONE	N/A
H. L. SARVER, JR UNION WEST VIRGINIA	N/A	DIRECTOR EMERITUS	DIRECTOR EMERITUS	N/A	3.340%	NONE	N/A