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FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
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MAR 17 2015

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.

I, **JAMES L. KING**

Name of the Holding Company Director and Official

PRESIDENT & DIRECTOR

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

03/16/2015

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. _____

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2014

Month / Day / Year

n/a

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Union Bankshares, Inc.

Legal Title of Holding Company

39 Main Street, PO Box 219

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

Union WV 24983

City State Zip Code

Same

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Lori Higginbotham Accounting Officer

Name Title

304-772-4884

Area Code / Phone Number / Extension

304-772-3605

Area Code / FAX Number

lhigginbotham@bomwv.com

E-mail Address

None

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

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."

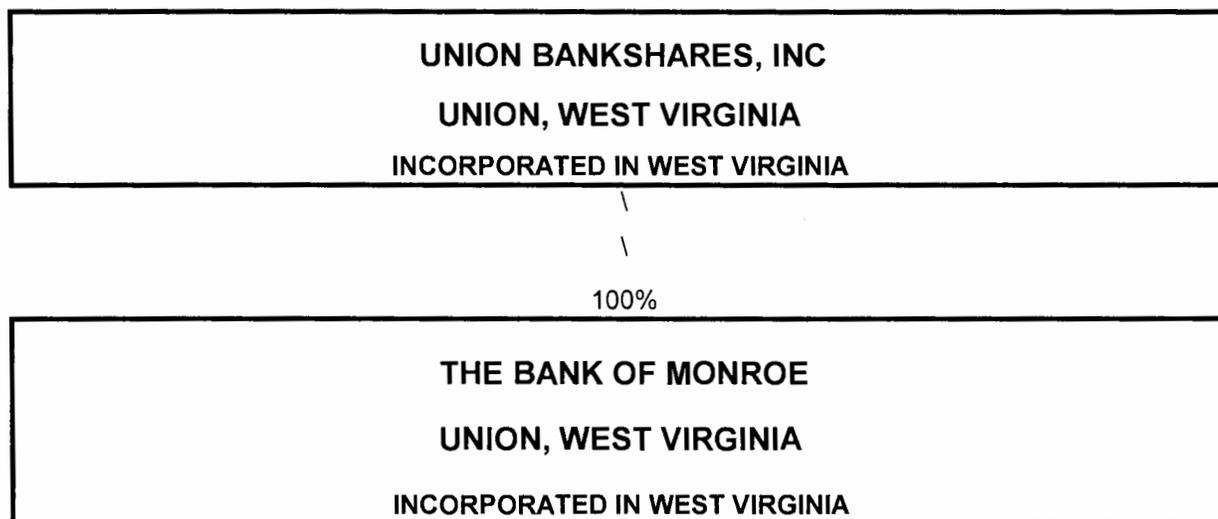
No

FORM FR Y-6

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

FISCAL YEAR ENDING DECEMBER 31, 2014

1. The bank holding company prepares an annual report for its securities holders
Two copies are enclosed
2. Organizational Chart



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 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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, 2014

REPORT ITEM 3. SECURITIES HOLDERS

| CURRENT SHAREHOLDERS WITH MORE WITH POWER TO VOTE AS | OWNERSHIP CONTROL OR of 12-31-2014 | HOLDINGS OF 5% OR (1)(C) | 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 | 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 ELLISON MANN UNION, WEST VIRGINIA USA | USA | 13537 - 5.392% COMMON STOCK | N/A | N/A | N/A |
| MARGARET M. THEISSEN UNION, WEST VIRGINIA USA | USA | 13538 - 5.392% COMMON STOCK | N/A | N/A | N/A |
| MABEL C. SARVER PENTRESS, WV USA | USA | 12600 - 5.018% COMMON STOCK | N/A | N/A | N/A |
| JOANNE S. BROOKS PENTRESS, WV USA | USA | 2000 - 0.797% COMMON STOCK | N/A | N/A | N/A |
| TOTAL HOLDING | | 14600 - 5.815% | N/A | N/A | N/A |

REPORT ITEM 3.2: SHAREHOLDERS

NONE

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 UNION BANKSHARES, INC
 FISCAL YEAR ENDING DECEMBER 31, 2014

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 |
|--|---|---|---|--|---|---|---|
| MARK C KILCOLLIN UNION WEST VIRGINIA | DENTIST | CHAIRMAN | DIRECTOR - THE BANK OF MONROE | OWNER DENTAL PRACTICE | 2.414% | NONE | MARK KILCOLLIN DENTAL PRACTICE 100% |
| JAMES L. KING UNION WEST VIRGINIA | N/A | PRESIDENT | PRESIDENT & CEO THE BANK OF MONROE | N/A | 0.225% | NONE | N/A |
| STEVEN L. MCNEER GREENVILLE WEST VIRGINIA | N/A | SECRETARY VICE PRESIDENT | VICE PRESIDENT & CASHIER--THE BANK OF MONROE | N/A | 1.077% | 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 | 0.677% | 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 | 0.848% | 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 | 2.415% | NONE | WILSON FARM EQUIPMENT 100% |
| WILLIAM J TALBOTT LEWISBURG WEST VIRGINIA | OWNER OF GREENBRIER MOTOR CO. | DIRECTOR | DIRECTOR -- THE BANK OF MONROE | OWNER GREENBRIER MOTOR COMPANY | 0.278% | NONE | GREENBRIER MOTOR COMPANY 100% |

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 UNION BANKSHARES, INC
 FISCAL YEAR ENDING DECEMBER 31, 2014
 PAGE 2

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 | 0.146% | NONE | N/A |
| JAMES A. FLESHMAN CRAWLEY WEST VIRGINIA | OWNER MOUNTAINEER FARM CENTER | DIRECTOR | DIRECTOR | OWNER MOUNTAINEER FARM CENTER | 0.215% | NONE | Mountaineer Farm Center 100% |