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.

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
03/14/2016

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 275Q 392
C.I.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2015

Month / Day / Year
n/a

Reporters' Legal Entity Identifier (LEI) (20-Character LEI Code)

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

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
Financial Officer

Name

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

Yes Please identify the report items to which this request applies:

☐ 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, NW, Washington, DC 20551, and to the Office of Management and Budget. Paperwork Reduction Project (7100-0297), Washington, DC 20503.
1. The bank holding company prepares an annual report for its securities holders. Two copies are enclosed.

2. Organizational Chart

```
<table>
<thead>
<tr>
<th>UNION BANKSHARES, INC</th>
<th>no LEI</th>
<th>UNION, WEST VIRGINIA</th>
</tr>
</thead>
<tbody>
<tr>
<td>no LEI</td>
<td></td>
<td>INCORPORATED IN WEST VIRGINIA</td>
</tr>
</tbody>
</table>

100%

<table>
<thead>
<tr>
<th>THE BANK OF MONROE</th>
<th>no LEI</th>
<th>UNION, WEST VIRGINIA</th>
</tr>
</thead>
<tbody>
<tr>
<td>no LEI</td>
<td></td>
<td>INCORPORATED IN WEST VIRGINIA</td>
</tr>
</tbody>
</table>
```
Results: A list of branches for your holding company: UNION BANKSHARES, INC. (2722892) of UNION, WV.
The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

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 reportable branch is missing, insert a row, add the branch data, and enter ‘Add’ in the Data Action 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.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD</th>
<th>Pop/Serv Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>849442</td>
<td>BANK OF MONROE, THE</td>
<td>39 MAIN STREET</td>
<td>UNION</td>
<td>WV</td>
<td>24983</td>
<td>MONROE</td>
<td>UNITED STATES</td>
<td>4164</td>
<td></td>
<td>BANK OF MONROE, THE</td>
<td>849442</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>2094339</td>
<td>LEWISBURG BRANCH</td>
<td>790 NORTH JEFFERSON STREET</td>
<td>LEWISBURG</td>
<td>WV</td>
<td>24901</td>
<td>GREENBER</td>
<td>UNITED STATES</td>
<td>563364</td>
<td></td>
<td>BANK OF MONROE, THE</td>
<td>849433</td>
<td></td>
</tr>
</tbody>
</table>
### REPORT ITEM 3. SECURITIES HOLDERS

<table>
<thead>
<tr>
<th>CURRENT SHAREHOLDERS WITH MORE WITH POWER TO VOTE AS of 12-31-2015</th>
<th>SHAREHOLDERS NOT LISTED IN (3)(1)(C) - OWNERSHIP CONTROL OR HOLDINGS OF 5% OR MORE WITH POWER TO VOTE DURING THE FISCAL YEAR ENDING 12/31/2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)(A) NAME &amp; ADDRESS</td>
<td>(1)(B) COUNTRY OF CITIZENSHIP OR INCORPORATION</td>
</tr>
<tr>
<td>RALPH ELLISON MAN</td>
<td>USA</td>
</tr>
<tr>
<td>UNION, WEST VIRGINIA</td>
<td>USA</td>
</tr>
<tr>
<td>MARGARET M. THEISSEN</td>
<td>USA</td>
</tr>
<tr>
<td>UNION, WEST VIRGINIA</td>
<td>USA</td>
</tr>
</tbody>
</table>

### REPORT ITEM 3.2: SHAREHOLDERS

NONE
<table>
<thead>
<tr>
<th>NAMES &amp; ADDRESS</th>
<th>PRINCIPAL OCCUPATION</th>
<th>(3)(a) TITLE &amp; POSITION</th>
<th>(3)(b) TITLE AND POSITION WITH OTHER BANK HOLDING COMPANY</th>
<th>(3)(c) TITLE &amp; POSITION WITH SUBSIDIARIES COMPANY</th>
<th>(4)(A) PERCENTAGE OF VOTING SHARES IN SECURITIES HELD</th>
<th>(4)(B) PERCENTAGE OF VOTING SHARES IN SUBSIDIARIES BUSINESS (INCLUDE PARTNERSHIPS)</th>
<th>(4)(C) LIST NAMES OF OTHER COMPANIES AND PERCENTAGE OF VOTING SECURITIES HELD</th>
</tr>
</thead>
<tbody>
<tr>
<td>MARK C KILCOLLIN</td>
<td>DENTIST</td>
<td>CHAIRMAN</td>
<td>DIRECTOR - THE BANK OF MONROE</td>
<td>OWNER DENTAL PRACTICE</td>
<td>2.497%</td>
<td>NONE</td>
<td>MARK KILCOLLIN DENTAL PRACTICE 100%</td>
</tr>
<tr>
<td>JAMES L. KING</td>
<td>N/A</td>
<td>PRESIDENT</td>
<td>PRESIDENT &amp; CEO THE BANK OF MONROE</td>
<td>N/A</td>
<td>0.255%</td>
<td>NONE</td>
<td>N/A</td>
</tr>
<tr>
<td>STEVEN L. MCNEER</td>
<td>N/A</td>
<td>SECRETARY</td>
<td>VICE PRESIDENT &amp; CASHIER THE BANK OF MONROE</td>
<td>N/A</td>
<td>1.078%</td>
<td>NONE</td>
<td>N/A</td>
</tr>
<tr>
<td>TIMOTHY A. HOKE</td>
<td>FARMER AND OWNER OF CATTLE AND HORSES</td>
<td>DIRECTOR</td>
<td>DIRECTOR THE BANK OF MONROE</td>
<td>N/A</td>
<td>0.949%</td>
<td>NONE</td>
<td>N/A</td>
</tr>
<tr>
<td>STEVEN D. WILSON</td>
<td>DIRECTOR</td>
<td></td>
<td>DIRECTOR THE BANK OF MONROE</td>
<td>OWNER</td>
<td>0.289%</td>
<td>NONE</td>
<td>Wilson Bros.-100% DSW Investments-100%</td>
</tr>
<tr>
<td>AARON C. AMBLER</td>
<td>ATTORNEY</td>
<td>DIRECTOR</td>
<td>DIRECTOR THE BANK OF MONROE</td>
<td>OWNER/PARTNER AMBLER &amp; DOTSON LC WINFIELD Inc Brier Development LLC</td>
<td>0.080%</td>
<td>NONE</td>
<td>Ambler &amp; Dotson LC-50% Winfield Inc-50% Brier Development LLC-100%</td>
</tr>
</tbody>
</table>
## REPORT ITEM 4

### DIRECTORS AND OFFICERS

<table>
<thead>
<tr>
<th>Names &amp; Address</th>
<th>Principal Occupation</th>
<th>Principal Title &amp; Position</th>
<th>(3)(b) Title &amp; Position with Other Businesses</th>
<th>(3)(c) Title &amp; Position with Subsidiaries</th>
<th>(4)(a) Percentage of Voting Shares in Bank Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries</th>
<th>(4)(c) Percentage of Voting Shares in Other Companies</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Arthur C. Bartenslager</strong>&lt;br&gt;LEWISBURG&lt;br&gt;WEST VIRGINIA</td>
<td>REAL ESTATE AGENT &amp; FARMER</td>
<td>DIRECTOR</td>
<td>N/A</td>
<td>N/A</td>
<td>0.176%</td>
<td>NONE</td>
<td>N/A</td>
</tr>
<tr>
<td><strong>James A. Fleshman</strong>&lt;br&gt;CRAWLEY&lt;br&gt;WEST VIRGINIA</td>
<td>OWNER MOUNTAINEER FARM CENTER</td>
<td>DIRECTOR</td>
<td>N/A</td>
<td>N/A</td>
<td>0.345%</td>
<td>NONE</td>
<td>Mountaineer Farm Center 100%</td>
</tr>
</tbody>
</table>

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**FORM FR Y-6**

**UNION BANKSHARES, INC**

**FISCAL YEAR ENDING DECEMBER 31, 2015**

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