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Board of Governors of the Federal Reserve System



MAR 31 2014

Annual Report of Holding Companies—FR Y-6  
Supervision, Regulation and  
Credit Department

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, David S. Silverman

Reporter's Name, Street, and Mailing Address

Union Bankshares, Inc

Name of the Holding Company Director and Official

President and Chief Executive Officer

Legal Title of Holding Company

P.O. Box 667

Title of the Holding Company Director and Official

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

Morrisville VT 05661

City State Zip Code

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.

20 Lower Main Street

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:

Karyn Hale Vice President of Union Bank

Name Title

802 888-6600 1806J

Area Code / Phone Number / Extension

802-888-4921

Area Code / FAX Number

KHale@unionbankvt.com

E-mail Address

www.unionbankvt.com

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

Signature of Holding Company Director and Official

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 1114940-333203  
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."

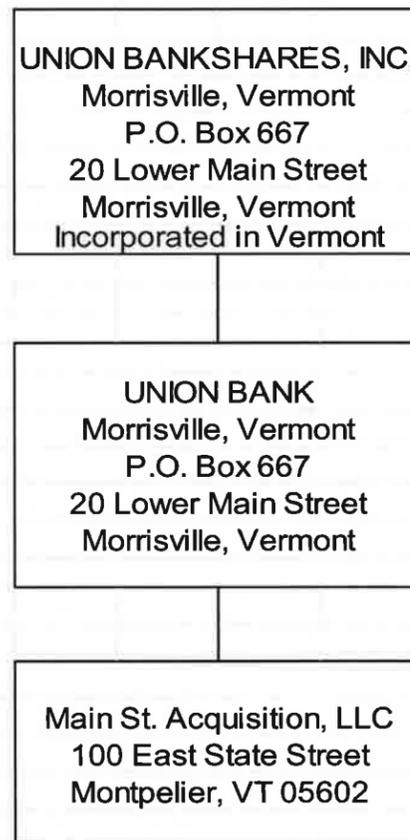
No

Union Bankshares, Inc.  
Morrisville, Vermont  
Fiscal Year Ending December, 31, 2013

Report Item:

1: Union Bankshares, Inc. is a publicly traded company registered with the Securities and Exchange Commission (SEC).

2a: Organizational Chart



Union Bankshares, Inc. is the holding company for Union Bank, which it owns 100%. Union Bank is Union Bankshares' only subsidiary. Union Bank and Union Bankshares, Inc. are located in Morrisville, Vermont. Main St. Acquisition is a wholly owned subsidiary of Union Bank.

*Ware*

**Results:** A list of branches for your depository institution: **UNION BANK (ID\_RSSD: 333203)**.  
 This depository institution is held by **UNION BANKSHARES, INC. (1114940)** of **MORRISVILLE, VT**.  
 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)	333203	UNION BANK	20 LOWER MAIN STREET	MORRISVILLE	VT	05661	LAMOILLE	UNITED STATES	8840	0	UNION BANK	333203	
OK		Full Service	430803	GROVETON BRANCH	3 STATE STREET	GROVETON	NH	03582	COOS	UNITED STATES	9924	16	UNION BANK	333203	
OK		Full Service	3436244	DELLS ROAD BRANCH	263 DELLS ROAD	LITTLETON	NH	03561	GRAFTON	UNITED STATES	449897	13	UNION BANK	333203	
OK		Full Service	442002	LITTLETON BRANCH	76 MAIN STREET	LITTLETON	NH	03561	GRAFTON	UNITED STATES	11944	17	UNION BANK	333203	
OK		Full Service	2133818	NORTH WOODSTOCK BRANCH	155 MAIN STREET, ROUTE 3	NORTH WOODSTOCK	NH	03262	GRAFTON	UNITED STATES	209105	18	UNION BANK	333203	
OK		Full Service	3820786	DANVILLE BRANCH	421 ROUTE 2	DANVILLE	VT	05828	CALEDONIA	UNITED STATES	480131	14	UNION BANK	333203	
OK		Full Service	3154614	FAIRFAX BRANCH	ROUTE 104 AND 128	FAIRFAX	VT	05454	FRANKLIN	UNITED STATES	365419	8	UNION BANK	333203	
OK		Full Service	2262183	HARDWICK BRANCH	103 VT ROUTE 15 WEST	HARDWICK	VT	05843	CALEDONIA	UNITED STATES	231101	7	UNION BANK	333203	
OK		Full Service	395407	JEFFERSONVILLE BRANCH	44 MAIN ST	JEFFERSONVILLE	VT	05464	LAMOILLE	UNITED STATES	231095	1	UNION BANK	333203	
OK		Full Service	280709	JOHNSON BRANCH	198 LOWER MAIN WEST	JOHNSON	VT	05656	LAMOILLE	UNITED STATES	231098	4	UNION BANK	333203	
OK		Full Service	2335078	LYNDONVILLE BRANCH	183 DEPOT STREET	LYNDONVILLE	VT	05851	CALEDONIA	UNITED STATES	231121	12	UNION BANK	333203	
OK		Full Service	517704	NORTHGATE PLAZA BRANCH	NORTHGATE PLAZA, ROUTE 100	MORRISVILLE	VT	05661	LAMOILLE	UNITED STATES	231097	3	UNION BANK	333203	
OK		Full Service	3919701	ST ALBANS BRANCH	15 MAPLEVILLE DEPOT	SAINT ALBANS	VT	05478	FRANKLIN	UNITED STATES	481423	15	UNION BANK	333203	
OK		Full Service	464107	PORTLAND STREET BRANCH	325 PORTLAND ST	SAINT JOHNSBURY	VT	05819	CALEDONIA	UNITED STATES	231119	10	UNION BANK	333203	
OK		Full Service	296102	RAILROAD STREET BRANCH	364 RAILROAD STREET	SAINT JOHNSBURY	VT	05819	CALEDONIA	UNITED STATES	8845	9	UNION BANK	333203	
OK		Full Service	174901	STOWE BRANCH	47 PARK STREET	STOWE	VT	05672	LAMOILLE	UNITED STATES	231096	2	UNION BANK	333203	

UNION BANKSHARES, INC.  
Form FR Y-6  
December 31, 2013

Report Item 3: Shareholders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2) (c)  
Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-13

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
<b>Group of Shareholders Affiliated with Richard C. Sargent</b>		
Walter M. Sargent Revocable Trust Morrisville, VT	USA	313,196 **** 7.025%
Co-Trustee: Richard C. Sargent		
Co-Trustee: Stella Sargent		
Co-Trustee: Hometown Trust		
Richard C. Sargent Morrisville, VT	USA	52,223 1.171%
Heather W. Sargent Morrisville, VT	USA	7,561 0.170% ***
Copley Fund Morrisville, VT	USA	162,000 *** 3.634%
Co-Trustee: Richard C. Sargent		
		534,980
		12.00%

**Group of Shareholders Affiliated with Susan Hovey Mercia**

Genevieve L. Hovey Trust St. Johnsbury, VT	USA	422,908 * 9.486%
Trustee and Beneficiary: Susan Hovey Mercia		
Susan Hovey Trust Morrisville, VT	USA	173,625 3.894%
Co-Trustee and Beneficiary: Susan Hovey Mercia		
Co-Trustee: Hometown Trust		
Susan Hovey Mercia Revocable Trust Hinesburg, VT	USA	7,180 0.161%
Settlor and Co-Trustee: Susan Hovey Mercia		
Co-Trustee: William Mercia		
		603,713
		13.541%

**Group of Shareholders Affiliated with Stella Bialecki Sargent**

Stella Bialecki Sargent Revocable Trust Morrisville, VT 05661	USA	10,950 0.246%
Co-Trustee: Stella Bialecki Sargent		
Walter M. Sargent Revocable Trust Morrisville, VT	USA	313,196 **** 7.024%
Co-Trustee: Richard C. Sargent		
Co-Trustee: Stella Sargent		
Co-Trustee: Hometown Trust		
		324,146
		7.270%
CEDE & Co. New York, NY	USA	2,854,374 ** 64.023%

\* Susan Hovey Mercia disclaims beneficial ownership of 211,454 shares.

\*\* Total includes Susan Hovey Trust, Susan Hovey Mercia Revocable Trust and Walter M. Sargent Revocable

\*\*\* Richard C. Sargent disclaims beneficial ownership of shares.

\*\*\*\* The Walter M. Sargent Revocable Trust is listed for both Richard C. Sargent and Stella Bialecki Sargent.

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, Country) None	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities

Prepared 3-26-14

UNION BANKSHARES, INC.  
Form FR Y-6  
December 31, 2013

Report Item 4: Directors and Officers  
(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & 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 Banking 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 are held)
Cynthia D. Borck Morrisville, VT USA	Consultant	Director	Director - Union Bank	Owner Cynthia D. Borck D/B/A Consulting Services Information	0.118	N/A	Cynthia D. Borck D/B/A Consulting Services Information
Steven J. Bourgeois Swanton, VT USA	Consultant	Director	Director - Union Bank	CEO - <u>Strategic Initiatives for Business, LLC</u> Executive Vice President & Treasurer <u>W. J. Greenough Co., Inc.</u> Manager - Milton Funding LLC	0.036	N/A	Strategic Initiatives for Business, LLC
Kenneth D. Gibbons Hyde Park, VT USA		Chairman & Director	Chairman & Director - Union Bank	N/A	1.260	N/A	N/A
Timothy W. Sargent Stowe, VT USA	Attorney	Director	Director - Union Bank	Attorney At Law Sargent Law Office	0.026	N/A	Sargent Law Office
David S. Silverman Morrisville, VT USA		President & CEO & Director	President & CEO & Director - Union Bank	N/A	0.243	N/A	N/A
John H. Steel Stowe, VT USA	Construction	Director	Director - Union Bank	Owner - Steel Construction, Inc.	0.179	N/A	Steel Construction, Inc.

Schuyler W. Sweet Littleton, NH USA	Equipment Leasing/ Property Management	Director	Director - Union Bank	Owner/Manager Stony River Properties, LLC	0.179	N/A	Stony River Properties, LLC
Cornelius J. Van Dyke Stowe, VT USA	Motel Owner	Director	Director - Union Bank	President/General Manager Golden Eagle Motels, Inc.	0.027	N/A	Golden Eagle Motels, Inc.
Jeffrey G. Coslett Jeffersonville, VT USA		Vice President	Sr. Vice President Union Bank	N/A	0.034	N/A	N/A
Marsha A. Mongeon Albany, VT USA		Vice President & Treasurer	Treasurer & Sr. Vice President - Union Bank	N/A	0.181	N/A	N/A
Susan Hovey Mercia Hinesburg, VT USA	N/A	N/A	N/A	N/A	13.54	N/A	N/A
Richard C. Sargent Morrisville, VT USA	Attorney	N/A	N/A	Attorney At Law Sargent Law Office	12.00	N/A	N/A