

Revised

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.

I, RICHARD LAYFIELD

Name of the Holding Company Director and Official

EXECUTIVE VICE PRESIDENT

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

05/21/2013

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 1084566  
 C.I. \_\_\_\_\_

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

December 31, 2012

Month / Day / Year

Reporter's Name, Street, and Mailing Address

UNION BANCSHARES, INCORPORATED

Legal Title of Holding Company

305 NORTH MAIN STREET

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

MARKSVILLE

City

LA

State

71351

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

LEE WILLIS

Name

CPA

Title

318-442-1608

Area Code / Phone Number / Extension

318-487-2027

Area Code / FAX Number

LEE@CENLACPAS.COM

E-mail Address

UNION-BANK.COM

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

UNION BANCSHARES, INC.  
FORM FR Y-6  
DECEMBER 31, 2012

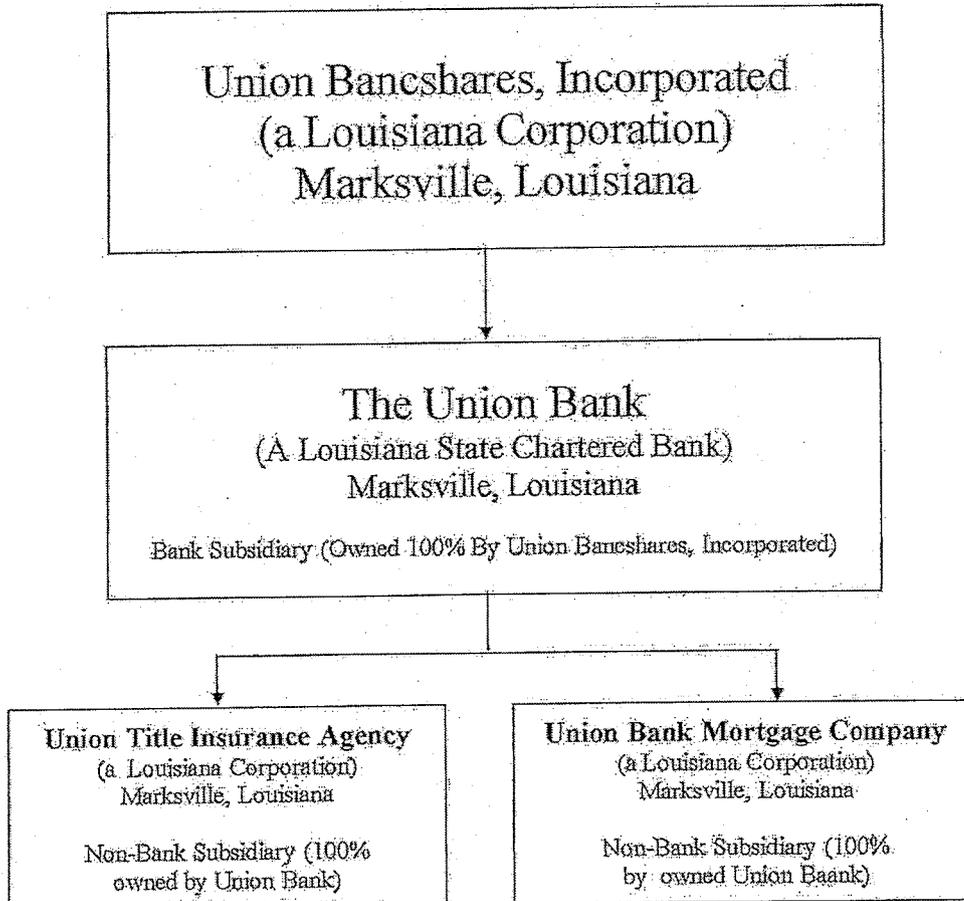
REPORT ITEM 1

ITEM 1- NONE, NO ANNUAL REPORT WILL BE ISSUED TO SHAREHOLDERS.

Revised

Union Bancshares, Incorporated  
Form FR Y-6  
Attachment 1

Organization Chart - Report Item 2a



Supplemental Information:

(a) Companies in which in excess of 5 percent of the shares of any class of voting securities are controlled as a result of debts previously contracted. NONE

(b) Companies that are held in a fiduciary capacity, directly or indirectly, by the bank holding company. NONE

(c) Banks or bank holding companies held in a fiduciary capacity. NONE

(d) Bank holding company's investment in share of any class of non-voting equity of any bank or bank holding company. NONE

Union Bancshares Incorporated  
 Form FR Y-6  
 Attachment 2

Domestic Branch Listing - Report Item 2b

| 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* |
|-------------|----------------|----------------------------|-----------------|---------------------|-----------------------|-------------|-------|----------|-----------|---------------|--------------|----------------|-----------------|----------------------|
| OK          |                | Full Service (Head Office) | 144436          | UNION BANK, THE     | 305 N. MAIN STREET    | MARKSVILLE  | LA    | 71351    | AVOYELLES | UNITED STATES | 5604         | 0              | UNION BANK, THE | 144436               |
| OK          |                | Full Service               | 2933661         | ALEXANDRIA BRANCH   | 1775 METRO DRIVE      | ALEXANDRIA  | LA    | 71301    | RAPIDES   | UNITED STATES | 357023       | 5              | UNION BANK, THE | 144436               |
| OK          |                | Full Service               | 717438          | HESSMER BRANCH      | MAIN STREET           | HESSMER     | LA    | 71341    | AVOYELLES | UNITED STATES | 225544       | 3              | UNION BANK, THE | 144436               |
| OK          |                | Full Service               | 939539          | BUNKIE BRANCH       | 1113 SHIRLEY ROAD     | MARKSVILLE  | LA    | 71322    | AVOYELLES | UNITED STATES | 218996       | 2              | UNION BANK, THE | 144436               |
| OK          |                | Full Service               | 143934          | TUNICA DRIVE BRANCH | 201 EAST TUNICA DRIVE | MARKSVILLE  | LA    | 71351    | AVOYELLES | UNITED STATES | 218995       | 1              | UNION BANK, THE | 144436               |
| OK          |                | Full Service               | 3641673         | MOREAUVILLE BRANCH  | 10710 HIGHWAY 1       | MOREAUVILLE | LA    | 71355    | AVOYELLES | UNITED STATES | 468137       | 9              | UNION BANK, THE | 144436               |
| OK          |                | Full Service               | 3185588         | PINEVILLE BRANCH    | 40 PINECREST DRIVE    | PINEVILLE   | LA    | 71360    | RAPIDES   | UNITED STATES | 418764       | 7              | UNION BANK, THE | 144436               |

Revised

UNION BANCSHARES, INC.  
FORM FR Y-6  
DECEMBER 31, 2012

REPORT ITEM 3

1. SECURITIES HOLDERS - INCLUDING THE FOLLOWING INFORMATION FOR EACH SHAREHOLDER THAT DIRECTLY OR INDIRECTLY OWNS, CONTROLS OR HOLDS WITH POWER TO VOTE 5% OR MORE OF BANK HOLDING COMPANY VOTING SECURITIES. SECURITIES ARE LIMITED TO COMMON STOCK. THERE ARE NO OPTIONS, WARRANTS OR OTHER SECURITIES OR RIGHTS:

A. NAME AND ADDRESS

B. COUNTRY (CITIZENSHIP OR INCORPORATION)

C. NUMBER OF SHARES AND PERCENTAGE

i. (A) DARREL D. RYLAND  
MARKSVILLE, LOUISIANA 71351

(B) UNITED STATES OF AMERICA

(C) 26,223 SHARES, 64.14%

ii. (A) RICHARD LAYFIELD  
MARKSVILLE, LOUISIANA 71351

(B) UNITED STATES OF AMERICA

(C) 2,065 SHARES, 5.05%

UNION BANCSHARES, INC.  
FORM FR Y-6  
DECEMBER 31, 2012

REPORT ITEM 3 (CONTINUED)

2. SECURITIES HOLDERS - INCLUDING THE FOLLOWING INFORMATION FOR EACH SHAREHOLDER NOT LISTED IN ITEM 3(1) THAT OWNED OR CONTROLLED 5% OR MORE OF ANY VOTING SECURITIES IN THE BANK HOLDING COMPANY DURING THE FISCAL YEAR ENDED DECEMBER 31, 2012:

A. NAME AND ADDRESS  
B. COUNTRY (CITIZENSHIP OR INCORPORATION)  
C. NUMBER OF SHARES AND PERCENTAGE

- i. (A) MANSURA BANCSHARES, INC.  
MARKSVILLE, LOUISIANA 71351
- (B) UNITED STATES OF AMERICA
- (C) 1,937 SHARES, 4.74%

INSIDERS - INCLUDING THE FOLLOWING INFORMATION FOR EACH SHAREHOLDER, DIRECTOR, TRUSTEE, PARTNER, EXECUTIVE OFFICER OR PERSON EXERCISING SIMILAR FUNCTIONS.

1. NAME AND ADDRESS
2. PRINCIPAL OCCUPATION
3. TITLE OR POSITION WITH: (A) THE BANKING HOLDING COMPANY, (B) DIRECT AND INDIRECT SUBSIDIARIES OF THE BANK HOLDING COMPANY, OR (C) ANY OTHER BUSINESS IN WHICH THE PERSON IS A DIRECTOR, TRUSTEE, PARTNER, OR EXECUTIVE OFFICER
4. NUMBER OF SHARES AND PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD WITH POWER TO VOTE IN: (A) THE BANK HOLDING COMPANY, (B) DIRECT AND INDIRECT SUBSIDIARIES OF THE BANK HOLDING COMPANY (C) ANY OTHER BUSINESS, IF 25 PERCENT OR MORE OF ITS OUTSTANDING VOTING SECURITIES OR PROPORTIONATE INTEREST ARE HELD

- i. (1) RICHARD LAYFIELD, MARKSVILLE, LA  
(2) BANKER  
(3A) EXECUTIVE VICE PRESIDENT (UNION BANCSHARES, INC.)  
(3B) EXECUTIVE VICE PRESIDENT (UNION BANK)  
(3C) NONE  
(4A) 2,065 SHARES, 5.05% - VOTING RIGHTS FOR REMAINING SHARES ARE ASSIGNED TO THE UNION BANCSHARES, INC. VOTING TRUST  
(4B) NONE  
(4C) NONE
- ii. (1) DARREL D. RYLAND, MARKSVILLE, LA  
(2) ATTORNEY  
(3A) PRESIDENT (UNION BANCSHARES)  
(3B) PRESIDENT (UNION BANK)  
(3C) PRESIDENT OF DARREL D. RYLAND, A PROFESSIONAL LAW CORPORATION  
(4A) 26,223 SHARES 64.14% CONTROLLED BY THE UNION BANCSHARES, INC. VOTING TRUST  
(4B) NONE  
(4C) 1,000 SHARES (100%) OF DARREL D. RYLAND, A PROFESSIONAL LAW CORPORATION

- iii. (1) BRENT SCALLAN, MARKSVILLE, LA  
(2) CONSTRUCTION CONTRACTOR  
(3A) DIRECTOR (UNION BANCSHARES)  
(3B) DIRECTOR (UNION BANK)  
(3C) PART OWNER, SCALLAN CONTRACTORS, INC.  
(4A) 1,532 SHARES 3.75% - VOTING RIGHTS FOR REMAINING SHARES ARE ASSIGNED TO THE UNION BANCSHARES, INC. VOTING TRUST  
(4B) NONE  
(4C) 33%, SCALLAN CONTRACTORS, INC.
  
- iv. (1) LOVELL J. MAYEUX, JR., MARKSVILLE, LA  
(2) PHYSICIAN  
(3A) DIRECTOR (UNION BANCSHARES)  
(3B) DIRECTOR (UNION BANK)  
(3C) OWNER, MAYEUX FAMILY CLINIC, A MEDICAL CORPORATION  
(4A) 130 SHARES 0.32% - VOTING RIGHTS FOR REMAINING SHARES ARE ASSIGNED TO THE UNION BANCSHARES, INC. VOTING TRUST  
(4B) NONE  
(4C) 100%, MAYEUX FAMILY CLINIC, A MEDICAL CORPORATION
  
- v. (1) PATRICK BORDELON  
(2) PRESIDENT OF STEEL FABRICATION COMPANY  
(3A) DIRECTOR (UNION BANCSHARES)  
(3B) DIRECTOR (UNION BANK)  
(3C) PRESIDENT, DIS-TRAN STEEL FABRICATION, LLC  
PRESIDENT, DIS-TRAN STEEL POLE, LLC  
PRESIDENT, DIS-TRAN WP HOLDING, LLC  
PRESIDENT, DIS-TRAN WOOD PRODUCTS, LLC  
(4A) 0578 SHARES 1.41% - VOTING RIGHTS FOR REMAINING SHARES ARE ASSIGNED TO THE UNION BANCSHARES, INC. VOTING TRUST  
(4B) NONE  
(4C) NONE