



Annual Report of Holding Companies—FR Y-6

RECEIVED	FR Y-6 OMB Number 1500-0297 Approval expires December 31, 2015 Page 1 of 2
	MAR 14 2013
By <u>KRW</u>	

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):
12/31/2012
 Month/Day/Year

I, Reed W. Anderson
 Name of the Holding Company Director and Official
CEO
 Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Union Banc Shares
 Legal Title of Holding Company
PO Box 647
 (Mailing Address of the Holding Company) Street / P.O. Box
Pell City AL 35125
 City State Zip Code
2019 Cogswell Ave
 Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:
Allison Kilgore CEO
 Name Title
205 884-1520
 Area Code / Phone Number / Extension
205 884-1540
 Area Code / FAX Number
AKilgore@unionstate.net
 E-mail Address
www.unionstate.net
 Address (URL) for the Holding Company's web page

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.

Reed W. Anderson
 Signature of Holding Company Director and Official
3/13/13
 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 108535B
 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

Revised 2A
4-10-13

UNION BANCSHARES, INC.
ATTACHMENT TO ANNUAL REPORT F.R. Y-6
DECEMBER 31, 2012
REPORT ITEMS

1. Annual reports to shareholders:
Comparative consolidated financial statements of the Parent company only are attached. These financial statements were compiled by Certified Public Accountants. The financial statements are available at the bank for the stockholders of the Holding Company.

2a. Organization Chart:

Union Bancshares, Inc.
(Parent Company)
Pell City, Alabama 35125
USA

Union State Bank
(Wholly-Owned Subsidiary)
Pell City, Alabama 35125
USA

Union State Insurance, Inc.
(Wholly-Owned Subsidiary)
Pell City, Alabama 35125
USA

Union State Holdings LLC
(Wholly-Owned Subsidiary)
Pell City, Alabama 35125
USA

Union Bancshares, Inc. owns 100% of Union State Bank
Union State Bank owns 100% of Union State Insurance, Inc.
and 100% of Union State Holdings LLC
** All Entities are Incorporated in Alabama.

2b. See Copy Attached.

3. Shareholders:
Copy Attached

4. Directors and Officers:
Copy Attached

Confirmation

Reed Alexander, President

Results: A list of branches for your depository institution: UNION STATE BANK (ID_RSSD: 467733).
 This depository institution is held by UNION BANCSHARES, INC. (1085358) of PELL CITY, AL.
 The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

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 b

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 **E**

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, Clo:
 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
OK		Full Service (Head Office)	467733	UNION STATE BANK	15 N. 20TH ST.
OK		Full Service	35534	ASHVILLE BRANCH	32 COURT STREET EAST
OK		Full Service	1986026	HOOVER BRANCH	3437 LORNA ROAD
OK		Full Service	469531	CEDAR BLUFF BRANCH	3460 OLD HIGHWAY 9
OK		Full Service	559432	CENTRE BRANCH	796 CEDAR BLUFF ROAD
OK		Full Service	523639	CROPWELL BRANCH	2408 MAYS DRIVE
OK		Full Service	3208414	LAKESHORE DRIVE BRANCH	2200 LAKESHORE DRIVE, SUITE 100
OK		Full Service	2404666	PELHAM OFFICE	2267 PELHAM PARKWAY
OK		Full Service	559834	OPERATION CENTER BRANCH	2019 COGSWELL AVENUE
OK		Full Service	431930	PLAZA BRANCH	509 MARTIN STREET NORTH
OK		Full Service	2002138	PLEASANT GROVE BRANCH	829 PARK ROAD
OK		Full Service	3048807	TRUSSVILLE BRANCH	305 MAIN STREET
OK		Full Service	3341674	AIRPORT ROAD BRANCH	978 AIRPORT ROAD
OK		Full Service	3570513	RATTLESNAKE ROAD BRANCH	5484 RATTLESNAKE HAMMOCK ROAD

became valid in the **Effective Date** column.

Effective Date column.

se, Delete, or Add.

City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
PELL CITY	AL	35125	ST. CLAIR	UNITED STATES	3815	0	UNION STATE BANK	467733	
ASHVILLE	AL	35953	ST. CLAIR	UNITED STATES	5788	7	UNION STATE BANK	467733	
BIRMINGHAM	AL	35216	JEFFERSON	UNITED STATES	38994	6	UNION STATE BANK	467733	
CEDAR BLUFF	AL	35959	CHEROKEE	UNITED STATES	16812	3	UNION STATE BANK	467733	
CENTRE	AL	35960	CHEROKEE	UNITED STATES	207875	4	UNION STATE BANK	467733	
CROPWELL	AL	35054	ST. CLAIR	UNITED STATES	207874	2	UNION STATE BANK	467733	
HOMWOOD	AL	35209	JEFFERSON	UNITED STATES	419634	14	UNION STATE BANK	467733	
PELHAM	AL	35124	SHELBY	UNITED STATES	207881	12	UNION STATE BANK	467733	
PELL CITY	AL	35125	ST. CLAIR	UNITED STATES	207876	5	UNION STATE BANK	467733	
PELL CITY	AL	35125	ST. CLAIR	UNITED STATES	207873	1	UNION STATE BANK	467733	
PLEASANT GROVE	AL	35127	JEFFERSON	UNITED STATES	207879	10	UNION STATE BANK	467733	
TRUSSVILLE	AL	35173	JEFFERSON	UNITED STATES	365192	13	UNION STATE BANK	467733	
DESTIN	FL	32541	OKALOOSA	UNITED STATES	432013	19	UNION STATE BANK	467733	
NAPLES	FL	34113	COLLIER	UNITED STATES	458326	21	UNION STATE BANK	467733	

3. Shareholders:

(1) (a), (1) (b) Name and Address	(1) (c) # of Shares	(1) (c) Percentage
Thomas Reed Alexander Pell City, Alabama 35125 USA	262,175	19.88% Common Stock
Reed Alexander GS Exempt TR Cropwell, AL 35054 USA	56,550	4.29% Common Stock
SAL for benefit of Thomas Reed Alexander Sr. Cropwell, Alabama 35054 USA	42,000	3.19% Common Stock
Rex V. Alexander Pell City, Alabama 35125 USA	276,551	20.97% Common Stock
Rex Alexander GS Exempt TR Birmingham, AL 35216 USA	56,550	4.29% Common Stock
SAL for benefit of Rex V. Alexander Pell City, alabama 35125 USA	19,490	1.48% Common Stock
Others Individually less than 5% All are American Citizens.	605,180	45.90% Common Stock
TOTALS	1,318,496	100.00% Common Stock

3. 2. NONE

4. Directors and Officers:

(1) Name & Address (City, State, County)	(2) Principal Occupation	(3) (a) Title & Position with Holding Co.	(3) (b) Title & Position Subsidiaries	(3) (c) Title & Position with other Business	(4) (A) Percentage of Voting Shares Holding Company	(4) (b) Percentage of Voting Shares Subsidiaries	(4) (c) List name: other comp with voti:
Thomas Reed Alexander Pell City, Alabama 35125 USA	Banker	President Director	CEO & Director Union State Bank, Director of Union State Insurance	N/A	27.36%	N/A	N/A
Rex V. Alexander Pell City, Alabama 35125 USA	Banker	Treasurer Director	President & Director Union State Bank, Director of Union State Insurance	N/A	26.74%	N/A	N/A
Patrick S. Burnham Tuscaloosa, Alabama USA	Attorney	Director	Director of Union State Bank,	Patrick S. (Rick) Burnham Attorney at Law, LCC. Member Owner	Less than 1%	N/A	N/A
Regina Hooks Pell City, AL 35125 USA	Banker	Secretary	Assistant Vice President Union State Bank	N/A	Less than 1%	N/A	N/A