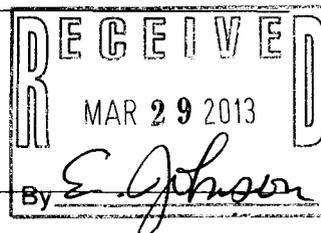


Board of Governors of the Federal Reserve System



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.

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

December 31, 2012

Month / Day / Year

I, Bryant Johnson

Reporter's Name, Street, and Mailing Address

Jamestown Union Bancshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

CFOPV

P. O. Box 100

Title of the Holding Company Director and Official

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

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.

| | | |
|------------------|-----------|--------------|
| <u>Jamestown</u> | <u>TN</u> | <u>38556</u> |
| City | State | Zip Code |

311 North Main Street, Jamestown, TN 38556

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:

Bryant Johnson CFOPV

Name Title

931-879-8111

Area Code / Phone Number / Extension

931-879-4721

Area Code / FAX Number

bjohnson@unionbankjamestown.com

E-mail Address

Bryant Johnson
 Signature of Holding Company Director and Official

02/26/2013

Date of Signature

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

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

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

For Federal Reserve Bank Use Only

RSSD ID 1129542
 C.I. _____

revised

JAMESTOWN UNION BANCSHARES, INC.

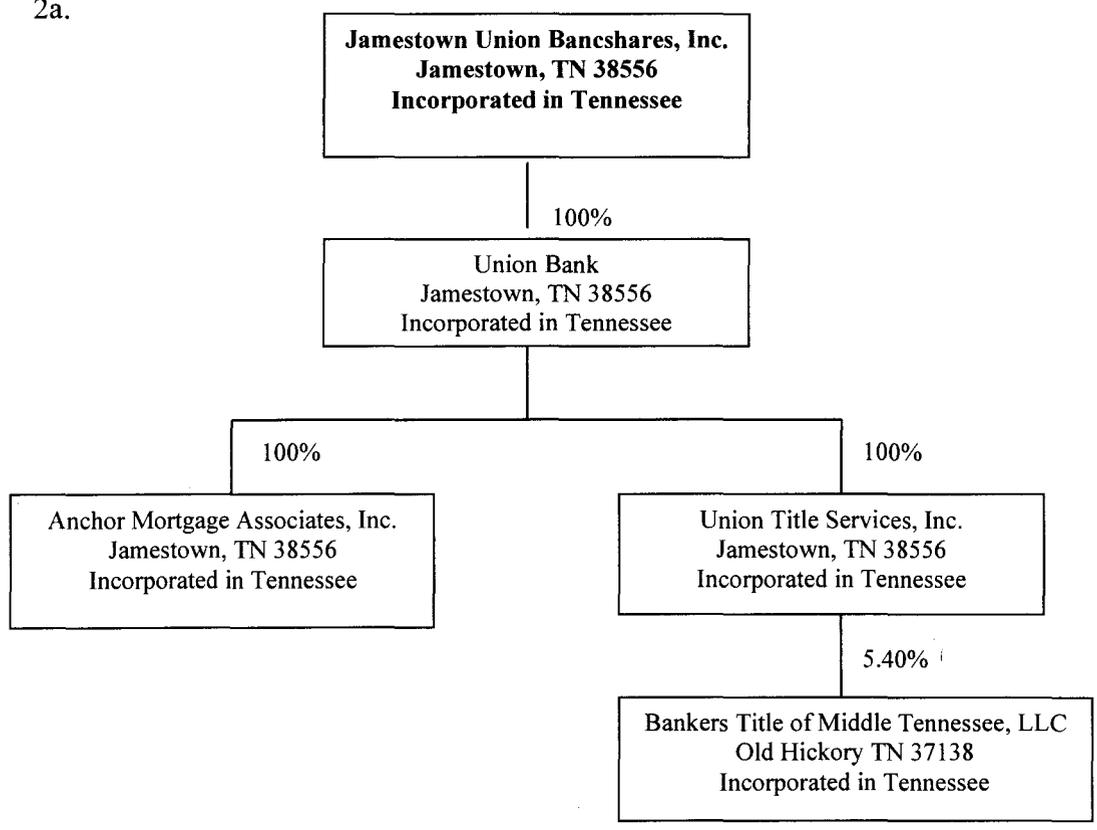
Form FR Y-6
Annual Report
Report Index Items
2012

1. Annual reports to stockholders

No formal annual report is prepared for stockholders of Jamestown Union Bancshares, Inc. or its subsidiary bank.

2. Organizational Chart

2a.



2b. Submitted via email on 3/27/2013.

Results: A list of branches for your depository institution: UNION BANK (ID_RSSD: 235231).
 This depository institution is held by JAMESTOWN UNION BANCSHARES, INC. (1129542) of JAMESTOWN, TN.
 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 became valid in the

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 | Branch Service Type | Branch ID_RSSD* | Popular Name | Street Address | City | State | Zip Code | County |
|--------------------|----------------------------|------------------------|---------------------------|---------------------------------|-------------|--------------|-----------------|---------------|
| OK | Full Service (Head Office) | 235231 | UNION BANK | 311 MAIN STREET NORTH | JAMESTOWN | TN | 38556 | FENTRESS |
| OK | Full Service | 4110028 | BYRDSTOWN BRANCH | 8500 HIGHWAY 111, SUITE 200 | BYRDSTOWN | TN | 38549 | PICKETT |
| OK | Full Service | 2534200 | CLARKRANGE BRANCH | 6850 SOUTH YORK HIGHWAY | CLARKRANGE | TN | 38553 | FENTRESS |
| OK | Electronic Banking | 3922952 | ELECTRONIC BANKING BRANCH | CORNER OF CHURCH & MAIN STREETS | JAMESTOWN | TN | 38556 | FENTRESS |

3. Securities Holders

1.

JAMESTOWN UNION BANCSHARES, INC.

Securities Holders Owning 5% or More of Registrant's Shares

December 31, 2012

| Name and Address | Country of Citizenship | Shares of Registrant Owned | |
|--|---------------------------|-------------------------------|---------|
| | | Number | Percent |
| WMJ/RMJ Family Limited Partnership II John Willard Johnson Houston, TX 77242 | USA | 16,728 | 16.73% |
| Fred M. Johnson, Jr. Jamestown, TN 38556 | USA | 7,227 | 7.23% |
| Bettye J. Allen GST-Exempt Family Trust Dr. Joseph H. Allen Nashville, TN 37205 | USA | 5,000 | 5.00% |

NOTE: These were the only shareholders with greater than 5% ownership for the last calendar year.

2. NONE

4. Insiders

JAMESTOWN UNION BANCSHARES, INC.

Insiders

December 31, 2012

| Name & Address | Principal Occupation | Position With: | | Other Business | Number of Shares and Percentage of Securities Owned: | | | | Other Businesses if More Than 25% Held | | |
|---|--|-----------------------------------|-----------------------------------|---|--|---------|------------|-------|--|-------------|--------|
| | | Jamestown Union Bancshares, Inc. | Union Bank | | Jamestown Union Bancshares, Inc. | | Union Bank | | Name of Business | # of Shares | % |
| | | | | | # | % | # | % | | | |
| Thomas B. Duncan Jamestown, TN 38556 USA | Banking | CEO & President/ Director | CEO & President/ Director | Mark Twain Apparel Secretary/Treasurer | 1,483 | 1.483% | 0 | 0.00% | Mark Twain App. | 333 | 33.30% |
| William J. Campbell Jamestown, TN 38556 USA | Attorney | Director | Director | William J. Campbell, Attorney Highland Manor Winery, Pres. | 1,525 | 1.525% | 0 | 0.00% | Highland Manor Winery | | 100% |
| Michael I. Jones Clarkrange, TN 38553 USA | Fentress County, TN Superintendent of Schools | Director | Director | None | 410 | 0.410% | 0 | 0.00% | None | 0 | 0 |
| Kenneth Neely Clarkrange, TN 38553 USA | Farmer | Director | Director | None | 610 | 0.610% | 0 | 0.00% | None | 0 | 0 |
| Kevin M. Johnson Allardt, TN 38504 USA | Nurse Jamestown Regional Medical Center | Director | Director | None | 685 | 0.685% | 0 | 0.00% | None | 0 | 0 |
| H. Ralph Upchurch Jamestown, TN 38556 USA | Retired Manager Electric Cooperative | Chairman/Director | Chairman & Director | None | 376 | 0.376% | 0 | 0.00% | None | 0 | 0 |
| Marion Bryant Johnson Jamestown, TN 38556 USA | Banking | CFO & Vice President/ Director | CFO & Vice President/ Director | None | 787 | 0.787% | 0 | 0.00% | None | 0 | 0 |
| WMJ/RMJ Family Limited Partnership John Willard Johnson Houston, TX 77242 USA | Retired Businessman | Principal Stockholder | NONE | None | 16,728 | 16.728% | 0 | 0.00% | None | 0 | 0 |