

Board of Governors of the Federal Reserve System

APR 01 RECD

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## 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, Bryant Johnson

Name of the Holding Company Director and Official

Chief Financial Officer/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.

*Bryant Johnson*

Signature of Holding Company Director and Official

03/28/2014

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 11531015 1129542  
 C.I. \_\_\_\_\_

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Jamestown Union Bancshares, Inc.

Legal Title of Holding Company

P. O. Box 100

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

Jamestown TN 38556

City State Zip Code

311 Main Street North

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Bryant Johnson CFO/VP

Name Title

931-879-8111

Area Code / Phone Number / Extension

931-879-4721

Area Code / FAX Number

bjohnson@unionbankjamestown.com

E-mail Address

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

## For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
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City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)

Revised

JAMESTOWN UNION BANCSHARES, INC.

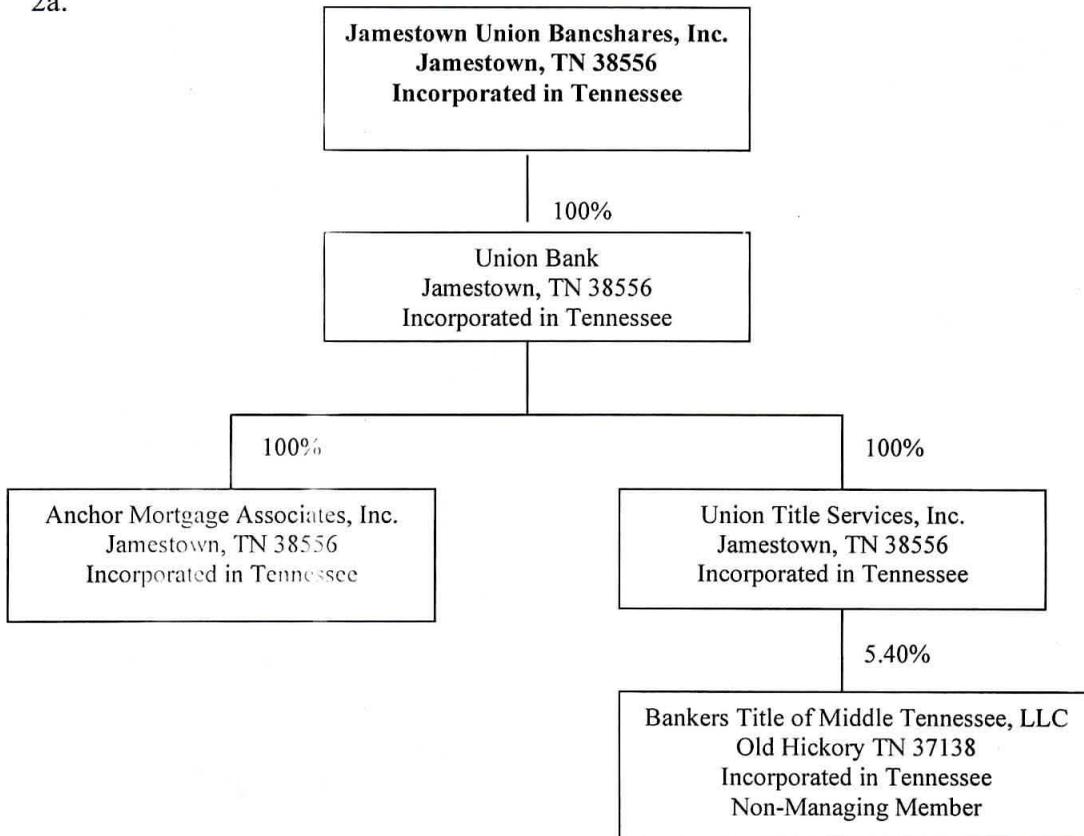
Form FR Y-6  
Annual Report  
Report Index Items  
2013

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 3/28/2014.

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 12/31/2013. 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)	235231	UNION BANK	311 MAIN STREET NORTH	JAMESTOWN	TN	38556	FENTRESS	UNITED STATES	4111	0	UNION BANK	235231	
OK		Full Service	4110028	BYRDSTOWN BRANCH	8500 HIGHWAY 111, SUITE 200	BYRDSTOWN	TN	38549	PICKETT	UNITED STATES	506262	2	UNION BANK	235231	
OK		Full Service	2534200	CLARKRANGE BRANCH	6850 SOUTH YORK HIGHWAY	CLARKRANGE	TN	38553	FENTRESS	UNITED STATES	208703	1	UNION BANK	235231	
OK		Electronic Banking	3922952	ELECTRONIC BANKING BRANCH	311 NORTH MAIN STREET	JAMESTOWN	TN	38556	FENTRESS	UNITED STATES	Not Required	Not Required	UNION BANK	235231	

3. Securities Holders

1.

JAMESTOWN UNION BANCSHARES, INC.

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

December 31, 2013

<u>Name and Address</u>	<u>Country of Citizenship</u>	<u>Shares of Registrant Owned Number</u>	<u>Percent</u>
WMJ/RMJ Family Limited Partnership II John Willard Johnson Houston, TX	USA	16,728	16.73%
Fred M. Johnson, Jr. Jamestown, TN	USA	7,227	7.23%

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, 2013

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	%
					#	%	#	%		
Thomas B. Duncan Jamestown, TN USA	Banking	CEO & President/ Director	CEO & President/ Director	Mark Twain Apparel Secretary/Treasurer	1,458	1.458%	0	0.00%	Mark Twain App.	33.30%
William J. Campbell Jamestown, TN USA	Attorney	Director	Director	William J. Campbell, Attorney Highland Manor Winery, Pres.	1,528	1.528%	0	0.00%	Highland Manor Winery	100%
Michael I. Jones Clarkrange, TN USA	Fentress County, TN Superintendent of Schools	Director	Director	None	410	0.410%	0	0.00%	None	0
Kenneth Neely Clarkrange, TN USA	Farmer	Director	Director	None	610	0.610%	0	0.00%	None	0
Kevin M. Johnson Allardt, TN USA	Nurse Jamestown Regional Medical Center	Director	Director	None	685	0.685%	0	0.00%	None	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
Robert E. Washburn Pall Mall, TN USA	Owner & operator PWP Greenhouses, Inc.	Director	Director	PWP Greenhouses, Inc.	20	0.020%	0	0.00%	PWP Greenhouses, Inc.	33.30%
Marti G. Norton Athens, AL	Director, US Project Acct. Intergraph Government Solutions	Director	Director	Estate of Bruno Gernt, Inc., Director	133,333	0.133%	0	0.00%	None	0
Roger D. Choate Jamestown, TN	Executive Vice President	Executive Vice President	Executive Vice President	None	0	0.000%	0	0.00%	None	0
WMJ/RMJ Family Limited Partnership John Willard Johnson Houston, TX USA	Retired Businessman	Principal Stockholder	NONE	None	16,728	16.728%	0	0.00%	None	0