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MAR 28 2012

Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

1129542

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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):

December 31, 2011

Month / Day / Year

I, Bryant Johnson

Name of the Bank Holding Company Director and Official

CFO/VP

Title of the Bank Holding Company Director and Official

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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.

Reporter's Name, Street, and Mailing Address

Jamestown Union Bancshares, Inc.

Legal Title of Bank Holding Company

P. O. Box 100

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

Jamestown

TN

38556

City

State

Zip Code

311 Main Street North

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

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

union-bank.org

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

Bryant Johnson  
Signature of Bank Holding Company Director and Official

March 26, 2012

Date of Signature

For bank 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 \_\_\_\_\_

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

## For Use By Tiered Bank Holding Companies

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

Legal Title of Subsidiary Bank Holding Company	Legal Title of Subsidiary Bank Holding Company
(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Bank 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 Bank Holding Company	Legal Title of Subsidiary Bank 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)

JAMESTOWN UNION BANCSHARES, INC.

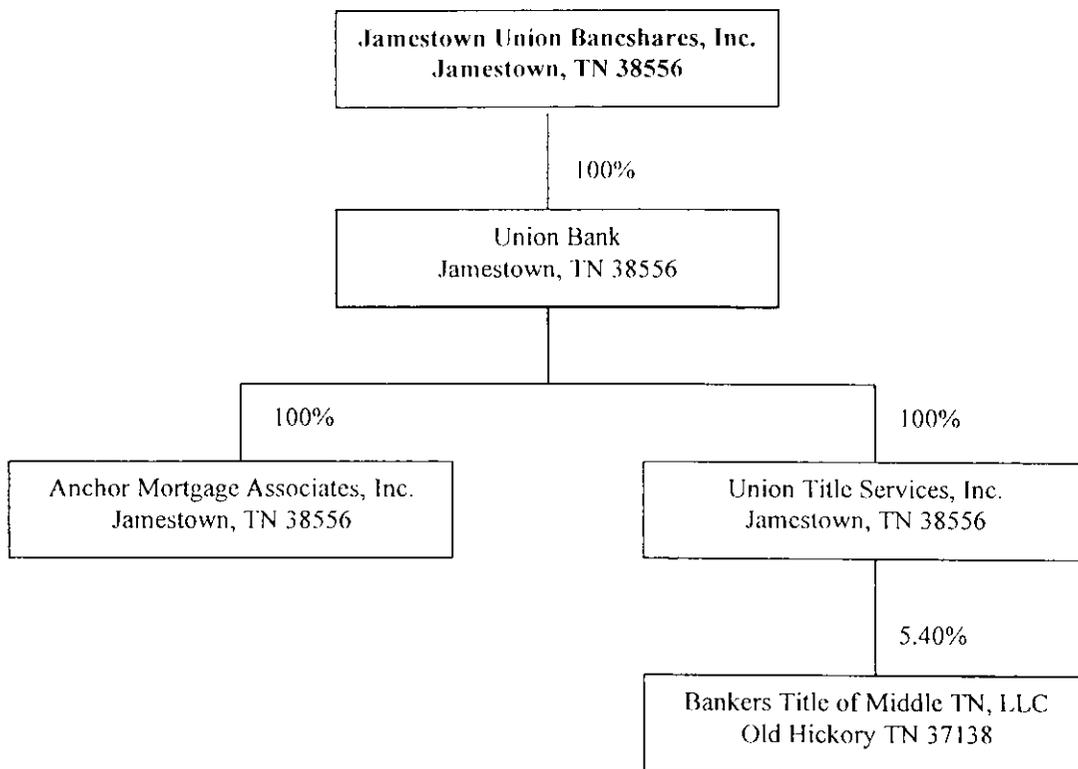
Form FR Y-6  
Annual Report  
Report Index Items  
2011

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 3/26/2012.

3. Securities Holders

1.

JAMESTOWN UNION BANCSHARES, INC.

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

December 31, 2011

<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 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 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, 2011

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	Banking	CEO & President/ Director	CEO & President/ Director	Mark Twain Apparel Secretary/Treasurer	1,275	1.275%	0	0.00%	Mark Twain App.	333	33.30%
William J. Campbell Jamestown, TN 38556	Attorney	Director	Director	William J. Campbell, Attorney Highland Manor Winery, Pres.	1,118	1.118%	0	0.00%	Highland Manor Winery		100%
Michael I. Jones Clarkrange, TN 38553	Fentress County, TN Superintendent of Schools	Director	Director	None	300	0.300%	0	0.00%	None	0	0
Kenneth Neely Clarkrange, TN 38553	Farmer	Director	Director	None	500	0.500%	0	0.00%	None	0	0
Kevin M. Johnson Allardt, TN 38504	Nurse Jamestown Regional Medical Center	Director	Director	None	575	0.575%	0	0.00%	None	0	0
H. Ralph Upchurch Jamestown, TN 38556	Retired Manager Electric Cooperative	Chairman/Director	Chairman & Director	None	255	0.256%	0	0.00%	None	0	0
Marion Bryant Johnson Jamestown, TN 38556	Banking	CFO & Vice President/ Director	CFO & Vice President/ Director	None	787	0.787%	0	0.00%	None	0	0
WMJ/RMJ Family Limited Partnership Houston, TX 77242	Retired Businessman	Principal Stockholder	NONE	None	16,728	16.728%	0	0.00%	None	0	0

1129542

**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 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

**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://ry10online.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