

Board of Governors of the Federal Reserve System
FEDERAL RESERVE BANK
OF CLEVELAND



2014 FEB 10 A 9:14
Annual Report of Holding Companies—FR Y-6

STATISTICS & ANALYSIS
DEPARTMENT

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, 2013

Month / Day / Year

I, D. William Boy

Reporter's Name, Street, and Mailing Address

Union Bancorp, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

President/Chairman

PO Box 7

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.

West Mansfield OH 43358

City State Zip Code

105 E. Center St., West Mansfield OH 43358

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:

Teresa Fields

Secy/Treas.

Name

Title

937-355-6511

Area Code / Phone Number / Extension

937-355-3401

Area Code / FAX Number

ubcfields@embarqmail.com

E-mail Address

NA

Signature of Holding Company Director and Official

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

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 1071614
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

Report Item 1:

UNION BANCORP, INC. STATEMENT

ASSETS	12/31/2013	12/31/2012
Current Assets		
Cash	2,118.51	2,118.51
Savings	<u>801,217.47</u>	<u>420,436.11</u>
Total Current Assets	<u>803,335.98</u>	<u>422,554.62</u>
Other Assets		
Organizational Cost	6,319.03	6,925.51
Investment in The Union Banking Company (14,000 shares) valued @ equity*	<u>8,238,900.95</u>	<u>7,789,781.70</u>
Total Other Assets	<u>8,245,219.98</u>	<u>7,796,707.21</u>
TOTAL ASSETS	<u>9,048,555.96</u>	<u>8,219,261.83</u>
LIABILITIES & STOCKHOLDERS' EQUITY		
	12/31/2013	12/31/2012
Current Liabilities		
Total Current Liabilities	<u>-</u>	<u>-</u>
Stockholders' Equity		
Capital Stock: par value \$1.00	29,152.00	29,152.00
Treasury Stock	(3,157.00)	(3,157.00)
Surplus	1,122,270.65	1,122,270.65
Retained Earnings*	8,680,140.31	7,850,846.18
Distributions Paid to Stockholders	<u>(779,850.00)</u>	<u>(779,850.00)</u>
Total Stockholders' Equity	<u>9,048,555.96</u>	<u>8,219,261.83</u>
TOTAL LIABILITIES & STOCKHOLDERS EQUITY	<u>9,048,555.96</u>	<u>8,219,261.83</u>

COMPARATIVE STATEMENT OF INCOME

INCOME	12/31/2013	12/31/2012
Earnings from The Union Banking Co.*	21,259.30	(108,454.54)
Interest Income	781.36	86.66
Dividends Received	<u>1,159,850.00</u>	<u>1,197,850.00</u>
TOTAL INCOME	<u>1,181,890.66</u>	<u>1,089,482.12</u>
EXPENSES		
Amortization Expense	606.48	606.48
Securites Sold - Loss	-	-
Legal Fees	-	-
Misc. Expense	<u>-</u>	<u>-</u>
TOTAL EXPENSES	<u>606.48</u>	<u>606.48</u>
NET INCOME	<u>1,181,284.18</u>	<u>1,088,875.64</u>

Unaudited Statement

*Excludes UBCo. Unrealized Gain (Loss) from Available for Sale Securities

UNION BANCORP, INC., WEST MANSFIELD OH 12-31-2013 FRY-6

Report item 1: Annual Report to shareholders is attached

Report Item 2a: Organizational Chart

Union Bancorp, Inc. of West Mansfield OH/USA owns 100% of The Union Banking Company,
105 E Center St., West Mansfield OH/USA
Union Bancorp, Inc. owns no other companies
State of Incorporation Union Bancorp Inc. & The Union Banking Company: Ohio

Report Item 2b: Domestic Branch Listing - e-mailed 1/28/14 with Branch address update to structure@clev.frb.org

Report Item 3 (1): Securities Holders

Securities holder	Country of Citizenship	# Securities	% of ownership
Blythe Friedley New Washington, OH/USA	USA	1,829	7.04%
Debra K and John D. Hickenlooper Apollo Beach, FL/USA	USA	2,024	7.79%
Marjorie MacGillivray Bellefontaine, OH/USA	USA	5,254	20.21%

Report Item 3 (2):

Douglas MacGillivray Bellefontaine, OH/USA	USA	2,615	10.06%
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Report Item 4:

Insiders

Name/Address	Principal Occupation	Position BHC Position Bank	Other Business % owned	% Securities BHC
D. William Boy Bellefontaine OH/USA	CPA	President/Chairman Director/Chairman	D. William Boy, CPA 100%	1.29%
Teresa Fields West Mansfield OH/USA	Bank Officer	Sec'y/Treas SVP	None	0.38%
Blythe Friedley New Washington OH/USA	Insurance Agent	Director Director	Friedley & Co. Agency 100%	7.04%
Jeff Horney Bellefontaine OH/USA	Insurance Agent	Director Director	Jeff Horney Holdings LLC 100%	0.15%
Marjorie MacGillivray Bellefontaine OH/USA	Retired Teacher		None	20.21%
Dorothy Robey New Washington OH/USA	Retired Banker	Director/VP Director/VP	None	3.98%
Thomas Scheiderer Zanesfield OH/USA	Retired Deputy Sheriff	Director Director	None	0.43%

Results: A list of branches for your holding company: UNION BANCORP, INC. (1071614) of WEST MANSFIELD, OH.
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)	289225	UNION BANKING COMPANY, THE	105 EAST CENTER STREET	WEST MANSFIELD	OH	43358	LOGAN	UNITED STATES	9662	0	UNION BANKING COMPANY, THE	289225	
Change	1/28/2014	Full Service	242912	BELLE CENTER BRANCH	107 WEST MAIN STREET	BELLE CENTER	OH	43310	LOGAN	UNITED STATES	5721	2	UNION BANKING COMPANY, THE	289225	Address correction