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FEDERAL RESERVE BANK  
 OF CLEVELAND

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

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

December 31, 2016

Month / Day / Year

NA

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Union Bancorp, Inc.

Legal Title of Holding Company

PO Box 7

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

West Mansfield OH 43358

City State Zip Code

105 E. Center St., West Mansfield, Ohio 43358

Physical Location (if different from mailing address)

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

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

I, D. William Boy

Name of the Holding Company Director and Official

Chairman

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.

D. William Boy  
 Signature of Holding Company Director and Official

3/16/17  
 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 1071014  
 C.I.

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes 0

In accordance with the General Instructions for this report (check only one),

- 1. a letter justifying this request is being provided along with the report
- 2. a letter justifying this request has been provided separately

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

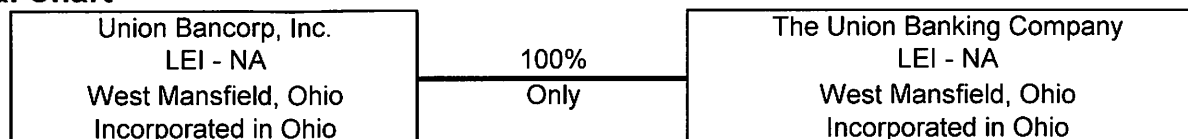
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**UNION BANCORP, INC., WEST MANSFIELD OH 12-31-2016 FRY-6**

**Report item 1: Annual Report to shareholders is attached**

**Report Item 2a: Organizational Chart**



**Report Item 2b: Domestic Branch Listing - e-mailed 3/10/17 with no changes to: [structure@clev.frb.org](mailto:structure@clev.frb.org)**

**Report Item 3 (1): Securities Holders**

<b>Securities holder</b>	<b>Country of Citizenship</b>	<b># Securities</b>	<b>% of ownership</b>
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%
Donald G or Sharon E. Kerns West Mansfield, OH/USA	USA	1,355	5.21%
Marjorie MacGillivray Bellefontaine, OH/USA	USA	5,254	20.21%

**Report Item 3 (2): NONE**

**Results: A list of branches for your holding company: UNION BANKCORP, INC. (1071614) of WEST MANSFIELD, OH.**  
 The data are as of 12/31/2016. Data reflects information that was received and processed through 01/10/2017.

**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	
OK		Full Service	242912	BELLE CENTER BRANCH	107 WEST MAIN STREET	BELLE CENTER	OH	43310	LOGAN	UNITED STATES	5721	2	UNION BANKING COMPANY, THE	289225	

Form FR Y-6  
**UNION BANCORP, INC.**  
 West Mansfield, Ohio  
 Fiscal Year Ending December 31, 2016

**Report Item 4: Insiders**

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, Country)	Principal Occupation if other than with holding company	Title & Position with holding company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Securities in holding company	Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)	List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
D. William Boy Bellefontaine OH/USA	CPA	President Chairman	Director Chairman	D. William Boy CPA, owner	1.63%	NA	D. William Boy CPA, 100%
Teresa Fields West Mansfield OH/USA	Bank Officer	Sec'y/Treasurer	Sr. Vice President	None	0.41%	NA	None
Blythe Friedley New Washington OH/USA	Insurance Agent	Director	Director	Friedley & Co. Agency, owner	7.04%	NA	Friedley & Co. Agency, 100%
Jeff Horney Bellefontaine OH/USA	Insurance Agent	Director	Director	Jeff Horney Holdings, LLC, owner	0.15%	NA	Jeff Horney Holdings, LLC, 100%
Marjorie MacGillivray Bellefontaine OH/USA	Retired teacher	Principal Shareholder		None	20.21%	NA	None
Scott McDougal New Washington OH/USA	Investment Advisor	Director	Director	McDougal Financial, owner	2.78%	NA	McDougal Financial, 100%
Dorothy Robey New Washington OH/USA	Retired Banker	Director/Vice President	Director/VP	None	3.98%	NA	None
Thomas Scheiderer Zanesfield OH/USA	Retired Deputy Sheriff	Director	Director	None	0.43%	NA	None