

REEDS INC
Form POS AM
July 28, 2008

As filed with the Securities and Exchange Commission on July 25, 2008
Registration No. 333-146012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1 TO
FORM S-1
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Reed's, Inc.

(Name of small business issuer in its charter)

Delaware	2086	35-2177773
(State or jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

**13000 South Spring Street
Los Angeles, California 90061
(310) 217-9400**

(Address and telephone number of principal executive offices and principal place of business)

**Christopher J. Reed
Chief Executive Officer
13000 South Spring Street
Los Angeles, California 90061
(310) 217-9400**

(Name, address and telephone number of agent for service)

With copies to:

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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective Registration Statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b2 of the Exchange Act.

- | | |
|--|---|
| <input type="checkbox"/> Large accelerated filer | Accelerated filer <input type="checkbox"/> |
| <input type="checkbox"/> Non-accelerated filer (Do not check if a smaller reporting company) | Smaller reporting company <input checked="" type="checkbox"/> |

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933, AS AMENDED, OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

2,414,995 Shares

REED'S, INC.

Common Stock

We are registering 2,414,995 shares of our common stock for sale by our stockholders from time to time, including 1,500,000 of our outstanding shares of common stock and 914,995 shares of our common stock issuable upon the exercise of outstanding common stock purchase warrants.

The selling stockholders identified in this prospectus, or their pledgees, donees, transferees or other successors-in-interest, may offer the shares from time to time through public or private transactions at prevailing market prices, at prices related to prevailing market prices or at privately negotiated prices. We will not receive any proceeds from the sale of the shares. The prices at which such selling stockholders may sell shares will be determined by the prevailing market price for the shares or in negotiated transactions. The selling stockholders may resell the common stock to or through underwriters, broker-dealers, or agents, who may receive compensation in the form of discounts, concessions, or commissions. The selling stockholders will bear all commissions and discounts, if any, attributable to the sales of shares. We will bear all costs, expenses, and fees in connection with the registration of the shares.

Investing in our common stock involves a high degree of risk. See “Risk Factors” beginning on page 5 for certain risks and uncertainties that you should consider.

Our common stock is quoted on the NASDAQ Capital Market under the symbol “REED.” The last reported sale price of our common stock on July 21, 2008 was \$2.20 per share.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

Our principal executive offices are located at 13000 South Spring Street, Los Angeles, California 90061. Our telephone number is 310-217-9400.

The date of this prospectus is July 25, 2008

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You should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with information that is different from that contained in this prospectus. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted. The information in this prospectus is complete and accurate only as of the date of the front cover regardless of the time of delivery of this prospectus or of any sale of shares. Except where the context requires otherwise, in this prospectus, the "Company," "Reed's," "we," "us" and "our" refer to Reed's Inc., a Delaware corporation.

SUMMARY

This summary highlights selected information from this prospectus. It does not contain all of the information that is important to you. We encourage you to carefully read this entire prospectus and the documents to which we refer you. The following summary is qualified in its entirety by reference to the detailed information appearing elsewhere in this registration statement.

Our Company

We develop, manufacture, market and sell natural non-alcoholic and “New Age” beverages, candies and ice creams. “New Age Beverages” is a category that includes natural soda, fruit juices and fruit drinks, ready-to-drink teas, sports drinks and water. We currently offer 18 beverages, three candies and three ice creams. We sell most of our products in specialty gourmet and natural food stores, supermarket chains, retail stores and restaurants in the United States and, to a lesser degree, in Canada.

We primarily sell our products through a network of natural, gourmet and independent distributors. We also maintain an organization of in-house sales managers who work mainly in the stores serviced by our natural, gourmet and mainstream distributors and with our distributors. We also work with regional, independent sales representatives who maintain store and distributor relationships in a specified territory. In Southern California, we have our own direct distribution system.

Our current business strategy is to maintain our marketing focus in the natural food marketplace while expanding sales of our products in mainstream markets and distribution channels.

We produce certain of our soda products for the western half of the United States at an 18,000 square foot warehouse facility owned by us in an unincorporated area of Los Angeles County near downtown Los Angeles, known as The Brewery.

We also contract with The Lion Brewery, Inc., a packing, or co-pack, facility in Pennsylvania, to supply us with soda products for the eastern half of the United States and nationally for soda products that we do not produce at The Brewery. Our Ginger Juice Brews are co-packed for us at a facility in Northern California. Our ice creams are co-packed for us at a dairy in upstate New York. We pack our candy products at the Brewery.

We have not been profitable during our last two fiscal years and there is no assurance that we will develop profitable operations in the future. Our net loss for the years ended December 31, 2007 and 2006 was \$5,551,229 and \$2,213,609, respectively. Our net loss for the three months ended March 31, 2008 and 2007 was \$1,990,069 and \$487,946, respectively. We cannot assure you that we will have profitable operations in the future.

Our principal executive offices are located at 13000 South Spring Street, Los Angeles, California 90061. Our telephone number is 310-217-9400. Our Internet address is www.reedsgingerbrew.com. Information contained on our website or that is accessible through our website should not be considered to be part of this prospectus.

The Offering

Securities offered by the selling stockholders	2,414,995 shares of common stock ¹
Common stock outstanding as of the date of this prospectus	8,926,596 shares
Use of Proceeds	We will not receive any of the proceeds from the sale of the securities owned by the selling stockholders. We may receive proceeds in connection with the exercise of warrants for the underlying shares of our common stock, which may in turn be sold by the selling stockholders under this prospectus. We intend to use any proceeds from the exercise of warrants for working capital and other general corporate purposes. There is no assurance that any of the warrants will ever be exercised for cash, if at all.
Risk Factors	An investment in our securities involves a high degree of risk and could result in a loss of your entire investment. Prior to making an investment decision, you should carefully consider all of the information in this prospectus and, in particular, you should evaluate the risk factors set forth under the caption "Risk Factors" beginning on page 5.
NASDAQ Capital Market Symbol	REED

(1) Consists of 1,500,000 issued and outstanding shares of our common stock and 914,995 shares of our common stock issuable upon the exercise of our outstanding common stock purchase warrants.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements. The forward-looking statements are contained principally in, but not limited to, the sections entitled "Risk Factors," "Management's Discussion and Analysis or Plan of Operation" and "Business." Forward-looking statements provide our current expectations or forecasts of future events. Forward-looking statements include statements about our expectations, beliefs, plans, objectives, intentions, assumptions and other statements that are not historical facts. Words or phrases such as "anticipate," "believe," "continue," "ongoing," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project" or similar words or phrases, or the negatives of those words or phrases, may identify forward-looking statements, but the absence of these words does not necessarily mean that a statement is not forward-looking.

Forward-looking statements are subject to known and unknown risks and uncertainties and are based on potentially inaccurate assumptions that could cause actual results to differ materially from those expected or implied by the forward-looking statements. Our actual results could differ materially from those anticipated in forward-looking statements for many reasons, including the factors described in the section entitled “Risk Factors” in this prospectus. Accordingly, you should not unduly rely on these forward-looking statements, which speak only as of the date of this prospectus.

Unless required by law, we undertake no obligation to publicly revise any forward-looking statement to reflect circumstances or events after the date of this prospectus or to reflect the occurrence of unanticipated events. You should, however, review the factors and risks we describe in the reports we will file from time to time with the Securities and Exchange Commission (the “SEC”) after the date of this prospectus.

Management cautions that these statements are qualified by their terms and/or important factors, many of which are outside of our control, and involve a number of risks, uncertainties and other factors that could cause actual results and events to differ materially from the statements made, including, but not limited to, the following:

- Our ability to generate sufficient cash flow to support capital expansion plans and general operating activities,
 - Decreased demand for our products resulting from changes in consumer preferences,
- Competitive products and pricing pressures and our ability to gain or maintain our share of sales in the marketplace,
 - The introduction of new products,
- Our being subject to a broad range of evolving federal, state and local laws and regulations including those regarding the labeling and safety of food products, establishing ingredient designations and standards of identity for certain foods, environmental protections, as well as worker health and safety. Changes in these laws and regulations could have a material effect on the way in which we produce and market our products and could result in increased costs,
- Changes in the cost and availability of raw materials and the ability to maintain our supply arrangements and relationships and procure timely and/or adequate production of all or any of our products,
 - Our ability to penetrate new markets and maintain or expand existing markets,
 - Maintaining existing relationships and expanding the distributor network of our products,
- The marketing efforts of distributors of our products, most of whom also distribute products that are competitive with our products,
- Decisions by distributors, grocery chains, specialty chain stores, club stores and other customers to discontinue carrying all or any of our products that they are carrying at any time,
 - The availability and cost of capital to finance our working capital needs and growth plans,
 - The effectiveness of our advertising, marketing and promotional programs,

- Changes in product category consumption,
- Economic and political changes,
- Consumer acceptance of new products, including taste test comparisons,
- Possible recalls of our products, and
- Our ability to make suitable arrangements for the co-packing of any of our products.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance, or achievements.

RISK FACTORS

An investment in our common stock is very risky. Our financial condition is unsound. You should not invest in our common stock unless you can afford to lose your entire investment. You should carefully consider the risk factors described below, together with all other information in this prospectus, before making an investment decision. If an active market is ever established for our common stock, the trading price of our common stock could decline due to any of these risks, and you could lose all or part of your investment. You also should refer to the other information set forth in this prospectus, including our financial statements and the related notes.

Risks Relating to Our Business

We have a history of operating losses. If we continue to incur operating losses, we eventually may have insufficient working capital to maintain or expand operations according to our business plan.

As of March 31, 2008, we had an accumulated deficit of \$13,071,210. For the years ended December 31, 2007 and 2006, we incurred losses from operations of \$5,488,889 and \$1,806,590, respectively. We also incurred losses from operations of \$1,934,461 during the three months ended March 31, 2008. We may not generate sufficient revenues from product sales in the future to achieve profitable operations. If we are not able to achieve profitable operations at some point in the future, we eventually may have insufficient working capital to maintain our operations as we presently intend to conduct them or to fund our expansion and marketing and product development plans. In addition, our losses may increase in the future as we expand our manufacturing capabilities and fund our marketing plans and product development. These losses, among other things, have had and will continue to have an adverse effect on our working capital, total assets and stockholders' equity. If we are unable to achieve profitability, the market value of our common stock will decline and there would be a material adverse effect on our financial condition.

If we need to raise additional financing to support our operations, we cannot assure you that additional financing will be available on terms favorable to us, or at all. If adequate funds are not available or if they are not available on acceptable terms, our ability to fund the growth of our operations, take advantage of opportunities, develop products or services or otherwise respond to competitive pressures, could be significantly limited.

We may not be able to develop successful new beverage products which are important to our growth.

An important part of our strategy is to increase our sales through the development of new beverage products. We cannot assure you that we will be able to continue to develop, market and distribute future beverage products that will enjoy market acceptance. The failure to continue to develop new beverage products that gain market acceptance could have an adverse impact on our growth and materially adversely affect our financial condition. We may have higher obsolescent product expense if new products fail to perform as expected due to the need to write off excess inventory of the new products.

Our results of operations may be impacted in various ways by the introduction of new products, even if they are successful, including the following:

- Sales of new products could adversely impact sales of existing products,
- We may incur higher cost of goods sold and selling, general and administrative expenses in the periods when we introduce new products due to increased costs associated with the introduction and marketing of new products, most of which are expensed as incurred, and
- When we introduce new platforms and bottle sizes, we may experience increased freight and logistics costs as our co-packers adjust their facilities for the new products.

The beverage business is highly competitive.

The premium beverage and carbonated soft drink industries are highly competitive. Many of our competitors have substantially greater financial, marketing, personnel and other resources than we do. Competitors in the soft drink industry include bottlers and distributors of nationally advertised and marketed products, as well as chain store and private label soft drinks. The principal methods of competition include brand recognition, price and price promotion, retail space management, service to the retail trade, new product introductions, packaging changes, distribution methods, and advertising. We also compete for distributors, shelf space and customers primarily with other premium beverage companies. As additional competitors enter the field, our market share may fail to increase or may decrease.

The growth of our revenues is dependent on acceptance of our products by mainstream consumers.

We have dedicated significant resources to introduce our products to the mainstream consumer. As such, we have increased our sales force and executed agreements with distributors who, in turn, distribute to mainstream consumers at grocery stores, club stores and other retailers. If our products are not accepted by the mainstream consumer, our business could suffer.

Our failure to accurately estimate demand for our products could adversely affect our business and financial results.

We may not correctly estimate demand for our products. Our ability to estimate demand for our products is imprecise, particularly with new products, and may be less precise during periods of rapid growth, particularly in new markets. If we materially underestimate demand for our products or are unable to secure sufficient ingredients or raw materials including, but not limited to, glass, labels, flavors or packing arrangements, we might not be able to satisfy demand on a short-term basis. Moreover, industry-wide shortages of certain juice concentrates and sweeteners have been and could, from time to time in the future, be experienced, which could interfere with and/or delay production of certain of our products and could have a material adverse effect on our business and financial results. We do not use hedging agreements or alternative instruments to manage this risk.

The loss of our largest customers would substantially reduce revenues.

Our customers are material to our success. If we are unable to maintain good relationships with our existing customers, our business could suffer. Unilateral decisions could be taken by our distributors, and/or convenience chains, grocery chains, specialty chain stores, club stores and other customers to discontinue carrying all or any of our products that they are carrying at any time, which could cause our business to suffer.

United Natural Foods, the parent of certain of our retailers, accounted for approximately 35% and 39% of our sales in each of 2007 and 2006. Trader Joe's accounted for approximately 14% of our 2007 sales and approximately 17% of our sales in 2006. The loss of United Natural Foods or Trader Joe's as a retailer would substantially reduce our revenues unless and until we replaced that source of revenue.

The loss of our third-party distributors could impair our operations and substantially reduce our financial results.

We depend in large part on distributors to distribute our beverages and other products. Most of our outside distributors are not bound by written agreements with us and may discontinue their relationship with us on short notice. Most distributors handle a number of competitive products. In addition, our products are a small part of our distributors' businesses.

We continually seek to expand distribution of our products by entering into distribution arrangements with regional bottlers or other direct store delivery distributors having established sales, marketing and distribution organizations. Many of our distributors are affiliated with and manufacture and/or distribute other soda and non-carbonated brands and other beverage products. In many cases, such products compete directly with our products.

The marketing efforts of our distributors are important for our success. If our brands prove to be less attractive to our existing distributors and/or if we fail to attract additional distributors, and/or our distributors do not market and promote our products above the products of our competitors, our business, financial condition and results of operations could be adversely affected.

United Natural Foods, Inc. accounted for approximately 35% and 39% of our sales in 2007 and 2006. Management believes it could find alternative distribution channels in the event of the loss of this distributor. Such a loss may adversely affect sales in the short term.

The loss of our third-party beverage distributors could impair our operations and adversely affect our financial performance.

Price fluctuations in, and unavailability of, raw materials and packaging that we use could adversely affect us.

We do not enter into hedging arrangements for raw materials. Although the prices of raw materials that we use have not increased significantly in recent years, our results of operations would be adversely affected if the price of these raw materials were to rise and we were unable to pass these costs on to our customers.

We depend upon an uninterrupted supply of the ingredients for our products, a significant portion of which we obtain overseas, principally from China and Brazil. We obtain almost all of our crystallized ginger from Fiji and our Ginger Chews from Indonesia. Any decrease in the supply of these ingredients or increase in the prices of these ingredients as a result of any adverse weather conditions, pests, crop disease, interruptions of shipment or political considerations, among other reasons, could substantially increase our costs and adversely affect our financial performance.

We also depend upon an uninterrupted supply of packaging materials, such as glass for our bottles and kegs for our 5 liter party kegs. We obtain our bottles domestically and our kegs from Europe. Any decrease in supply of these materials or increase in the prices of the materials, as a result of decreased supply or increased demand, could substantially increase our costs and adversely affect our financial performance.

The loss of any of our co-packers could impair our operations and substantially reduce our financial results.

We rely on third parties, called co-packers in our industry, to produce some of our beverages, to produce our glass bottles and to bottle some of our beverages. Our co-packing arrangements with our main co-packer are under a contract that expires on May 31, 2009 and renews automatically for successive two-year terms unless terminated by either party. Our co-packing arrangements with other companies are on a short term basis and such co-packers may discontinue their relationship with us on short notice. While this arrangement permits us to avoid significant capital expenditures, it exposes us to various risks, including:

- Our largest co-packer, Lion Brewery, accounted for approximately 82% and 72% of our total case production in 2007 and 2006, respectively,
- if any of those co-packers were to terminate our co-packing arrangement or have difficulties in producing beverages for us, our ability to produce our beverages would be adversely affected until we were able to make alternative arrangements, and
- Our business reputation would be adversely affected if any of the co-packers were to produce inferior quality products.

We compete in an industry that is brand-conscious, so brand name recognition and acceptance of our products are critical to our success.

Our business is substantially dependent upon awareness and market acceptance of our products and brands by our targeted consumers. In addition, our business depends on acceptance by our independent distributors of our brands as beverage brands that have the potential to provide incremental sales growth rather than reduce distributors' existing beverage sales. Although we believe that we have been relatively successful towards establishing our brands as recognizable brands in the New Age beverage industry, it may be too early in the product life cycle of these brands to determine whether our products and brands will achieve and maintain satisfactory levels of acceptance by independent distributors and retail consumers. We believe that the success of our product name brands will also be substantially dependent upon acceptance of our product name brands. Accordingly, any failure of our brands to maintain or increase acceptance or market penetration would likely have a material adverse affect on our revenues and financial results.

We compete in an industry characterized by rapid changes in consumer preferences and public perception, so our ability to continue to market our existing products and develop new products to satisfy our consumers' changing preferences will determine our long-term success.

Consumers are seeking greater variety in their beverages. Our future success will depend, in part, upon our continued ability to develop and introduce different and innovative beverages. In order to retain and expand our market share, we must continue to develop and introduce different and innovative beverages and be competitive in the areas of quality and health, although there can be no assurance of our ability to do so. There is no assurance that consumers will continue to purchase our products in the future. Additionally, many of our products are considered premium products and to maintain market share during recessionary periods, we may have to reduce profit margins, which would adversely affect our results of operations. In addition, there is increasing awareness and concern for the health consequences of obesity. This may reduce demand for our non-diet beverages, which could affect our profitability. Product lifecycles for some beverage brands and/or products and/or packages may be limited to a few years before consumers' preferences change. The beverages we currently market are in varying stages of their lifecycles and there can be no assurance that such beverages will become or remain profitable for us. The beverage industry is subject to changing consumer preferences and shifts in consumer preferences may adversely affect us if we misjudge such preferences. We may be unable to achieve volume growth through product and packaging initiatives. We also may be unable to penetrate new markets. If our revenues decline, our business, financial condition and results of operations will be materially and adversely affected.

Our quarterly operating results may fluctuate significantly because of the seasonality of our business.

Our highest revenues occur during the spring and summer, the second and third quarters of each fiscal year. These seasonality issues may cause our financial performance to fluctuate. In addition, beverage sales can be adversely affected by sustained periods of bad weather.

Our business is subject to many regulations and noncompliance is costly.

The production, marketing and sale of our unique beverages, including contents, labels, caps and containers, are subject to the rules and regulations of various federal, provincial, state and local health agencies. If a regulatory authority finds that a current or future product or production run is not in compliance with any of these regulations, we may be fined, or production may be stopped, thus adversely affecting our financial conditions and operations. Similarly, any adverse publicity associated with any noncompliance may damage our reputation and our ability to successfully market our products. Furthermore, the rules and regulations are subject to change from time to time and while we closely monitor developments in this area, we have no way of anticipating whether changes in these rules and regulations will impact our business adversely. Additional or revised regulatory requirements, whether labeling, environmental, tax or otherwise, could have a material adverse effect on our financial condition and results of operations.

Rising fuel and freight costs may have an adverse impact on our sales and earnings.

The recent volatility in the global oil markets has resulted in rising fuel and freight prices, which many shipping companies are passing on to their customers. Our shipping costs, and particularly our fuel expenses, have been increasing and we expect these costs may continue to increase. Due to the price sensitivity of our products, we do not anticipate that we will be able to pass all of these increased costs on to our customers. The increase in fuel and freight costs could have a material adverse impact on our financial condition.

Our manufacturing process is not patented.

None of the manufacturing processes used in producing our products are subject to a patent or similar intellectual property protection. Our only protection against a third party using our recipes and processes is confidentiality agreements with the companies that produce our beverages and with our employees who have knowledge of such processes. If our competitors develop substantially equivalent proprietary information or otherwise obtain access to our knowledge, we will have greater difficulty in competing with them for business, and our market share could decline.

We face risks associated with product liability claims and product recalls.

475

369

834

Net income

\$
1,031

\$
1,526

\$
2,059

\$
2,745

Earnings per common share

\$
0.23

\$
0.34

\$
0.46

\$
0.62

Weighted average number of common shares outstanding

4,457,204

4,460,064

4,456,475

4,460,412

Dividends per common share

\$

0.25

\$

0.25

\$

0.50

\$

0.50

See accompanying notes to unaudited interim consolidated financial statements.

Union Bankshares, Inc. Page 2

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
Six Months Ended June 30, 2011 and 2010 (Unaudited)

	Common Stock			Retained earnings	Treasury stock	Accumulated other comprehensive loss	Total stockholders' equity
	Shares, net of treasury	Amount	Additional paid-in capital				
	(Dollars in thousands)						
Balances, December 31, 2010	4,455,704	\$9,844	\$244	\$37,623	\$(3,823)	\$(2,163)	)\$41,725
Comprehensive income:							
Net income	—	—	—	2,059	—	—	2,059
Other comprehensive income, net of tax:							
Change in net unrealized gain on investment securities available-for-sale, net of reclassification adjustment and tax effects							
	—	—	—	—	—	204	204
Change in net unrealized loss on unfunded defined benefit plan liability, net of reclassification adjustment and tax effects							
	—	—	—	—	—	63	63
Total other comprehensive income						267	
Total comprehensive income				—	—	—	2,326
Issuance of common stock	1,500	3	23	—	—	—	26
Cash dividends declared (\$0.50 per share)	—	—	—	(2,228)	—	—	(2,228)
Stock based compensation expense	—	—	1	—	—	—	1
Balances, June 30, 2011	4,457,204	\$9,847	\$268	\$37,454	\$(3,823)	\$(1,896)	)\$41,850
Balances, December 31, 2009	4,461,208	\$9,844	\$219	\$36,494	\$(3,724)	\$(1,653)	)\$41,180
Comprehensive income:							
Net income	—	—	—	2,745	—	—	2,745
Other comprehensive income, net of tax:							
Change in net unrealized gain on investment securities available-for-sale, net of reclassification adjustment and tax effects							
	—	—	—	—	—	222	222
Change in net unrealized loss on unfunded defined benefit pension plan liability, net of reclassification adjustment and tax effects							
	—	—	—	—	—	49	49
Total other comprehensive income						271	
Total comprehensive income							3,016

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Cash dividends declared (\$0.50 per share)	—	—	—	(2,231)	—	—	(2,231)
Stock based compensation expense	—	—	13	—	—	—	13
Purchase of treasury stock	(2,996)	—	—	—	(54)	—	(54)
Balances, June 30, 2010	4,458,212	\$9,844	\$232	\$37,008	\$(3,778)	\$(1,382)	\$41,924

See accompanying notes to unaudited interim consolidated financial statements.

UNION BANKSHARES, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

	Six Months Ended June 30,	
	2011	2010
	(Dollars in thousands)	
Cash Flows From Operating Activities		
Net income	\$2,059	\$2,745
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	337	308
Provision for loan losses	300	180
Deferred income tax provision	413	157
Net amortization of investment securities	25	8
Equity in losses of limited partnerships	237	213
Stock based compensation expense	1	13
Net increase in unamortized loan costs	(22)	(116)
Proceeds from sales of loans held for sale	30,929	24,052
Origination of loans held for sale	(27,932)	(17,074)
Net gains on sales of loans held for sale	(507)	(267)
Net (gains) losses on disposals of premises and equipment	(1)	)6
Net gains on sale of investment securities available-for-sale	(10))—
Net gains on sales of repossessed property	(4)	(2)
Write-downs of other real estate owned	147	5
Net (gains) losses on sales of other real estate owned	(19)	)3
Decrease in accrued interest receivable	24	102
Amortization of core deposit intangible	14	—
(Increase) decrease in other assets	(1,359)	)1,072
Contribution to defined benefit pension plan	(1,250)	(154)
Increase (decrease) in other liabilities	1,100	(70)
Net cash provided by operating activities	4,482	11,181
Cash Flows From Investing Activities		
Interest bearing deposits in banks		
Proceeds from maturities and redemptions	4,008	10,292
Purchases	(5,870)	(4,276)
Investment securities held-to-maturity		
Proceeds from maturities, calls and paydowns	500	—
Purchases	(3,500)	(2,000)
Investment securities available-for-sale		
Proceeds from sales	658	—
Proceeds from maturities, calls and paydowns	1,840	3,363
Purchases	(14,440)	(2,014)
Net decrease (increase) in loans	9,380	(14)
Recoveries of loans charged off	29	33
Purchases of premises and equipment	(698)	(661)
Investments in limited partnerships	(919)	(179)
Proceeds from sales of other real estate owned	625	321
Proceeds from sales of repossessed property	4	20
Cash acquired, net of cash paid, in branch acquisitions	28,898	—

Net cash provided by investing activities	20,515	4,885
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Cash Flows From Financing Activities		
Repayment of long-term debt	(492)(774)
Net increase (decrease) in short-term borrowings outstanding	4,076	(4,665)
Net increase (decrease) in noninterest bearing deposits	350	(7,122)
Net (decrease) increase in interest bearing deposits	(19,482	)7,507
Net increase (decrease) in time deposits	8,421	(14,879)
Issuance of common stock	26	—
Purchase of treasury stock	—	(54)
Dividends paid	(2,228	)(2,231)
Net cash used in financing activities	(9,329	)(22,218)
Net increase (decrease) in cash and cash equivalents	15,668	(6,152)
Cash and cash equivalents		
Beginning of period	14,292	22,132
End of period	\$29,960	\$15,980
Supplemental Disclosures of Cash Flow Information		
Interest paid	\$2,118	\$2,312
Income taxes paid	\$650	\$645
Supplemental Schedule of Noncash Investing and Financing Activities		
Other real estate acquired in settlement of loans	\$—	\$584
Other assets acquired in settlement of loans	\$—	\$18
Loans originated to finance the sale of other real estate owned	\$368	\$320
Investment in limited partnerships acquired by capital contributions payable	\$645	\$—
Assets acquired and liabilities assumed in branch acquisitions (Note 5):		
Loans and other non-cash assets, excluding goodwill and core deposit intangible	\$34,326	\$—
Deposits and other liabilities	\$67,162	\$—

See accompanying notes to unaudited interim consolidated financial statements.

UNION BANKSHARES, INC. AND SUBSIDIARY
NOTES TO UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Basis of Presentation

The accompanying unaudited interim consolidated financial statements of Union Bankshares, Inc. (the Company) as of June 30, 2011 and 2010, and for the three and six months then ended, have been prepared in conformity with U.S. generally accepted accounting principles (GAAP) for interim financial information, general practices within the banking industry, and the accounting policies described in the Company's Annual Report to Shareholders and Annual Report on Form 10-K for the year ended December 31, 2010. In the opinion of Company's management, all adjustments, consisting only of normal recurring adjustments and disclosures necessary for a fair presentation of the information contained herein, have been made. This information should be read in conjunction with the Company's 2010 Annual Report to Shareholders and 2010 Annual Report on Form 10-K. The results of operations for the interim periods are not necessarily indicative of the results of operations to be expected for the full fiscal year ending December 31, 2011, or any other interim period.

Certain amounts in the 2010 consolidated financial statements have been reclassified to conform to the 2011 presentation.

Intangible assets, included in the Company's unaudited interim consolidated financial statements, include the excess of the purchase price over the fair value of net assets acquired, goodwill, in the acquisition of three New Hampshire branch offices, as well as a core deposit intangible related to the deposits acquired (see Note 5). The core deposit intangible is amortized on a straight line basis over the estimated average life of the core deposit base of 10 years. The Company evaluates the valuation and amortization of the core deposit intangible asset if events occur that could result in possible impairment. Goodwill is evaluated for impairment at least annually, or more frequently as events or circumstances warrant.

Note 2. Commitments and Contingencies

In the normal course of business, the Company is involved in various legal and other proceedings. In the opinion of management, any liability resulting from such proceedings is not expected to have a material adverse effect on the Company's consolidated financial condition or results of operations.

Note 3. Per Share Information

Earnings per common share are computed based on the weighted average number of shares of common stock outstanding during the period and reduced for shares held in treasury. The assumed conversion of available outstanding stock options does not result in material dilution and is not included in the calculation.

Note 4. Recent Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board (FASB) issued an Accounting Standards Update (ASU), Fair Value Measurements and Disclosures: Improving Disclosures about Fair Value Measurements, to amend the disclosure requirements and clarify existing requirements related to recurring and nonrecurring fair value measurements and employers' disclosures about postretirement benefit plan assets. The guidance requires new disclosures regarding transfers of assets and liabilities between Level 1 (quoted prices in active market for identical assets or liabilities) and Level 2 (significant other observable inputs) of the fair value measurement hierarchy, including the reasons and the timing of the transfers. Additionally, the guidance requires a rollforward of activities, separately reporting purchases, sales, issuance, and settlements, for assets and liabilities measured using significant unobservable inputs (Level 3 fair value measurements). The new disclosure requirements apply to interim and annual reporting periods beginning after December 15, 2009, except for the new rules regarding purchases, sales, issuances and settlements associated with Level 3 measurements which are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. Other than requiring additional disclosures, adoption of this accounting standard did not have a material effect on the Company's consolidated financial statements. See Note 11.

In January 2011, the FASB issued an ASU, Deferral of the Effective Date of Disclosures about Troubled Debt Restructuring, for public-entity creditors to temporarily delay the effective date of the disclosures about troubled debt restructurings to allow time for FASB to complete its deliberations of what constitutes a troubled debt restructuring. The Company adopted the required portions of the accounting standard as of December 31, 2010 with no material impact on the Company's consolidated financial statements. In April 2011, the FASB issued an ASU, A Creditor's

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Determination of Whether a Restructuring is a Troubled Debt Restructuring, which provides companies new criteria for determining whether a particular loan modification represents a troubled debt restructuring for accounting purposes and it signals when a company should also record an impairment loss associated with the same loan. This new guidance is effective for quarterly and annual reports for periods beginning on or after June 15, 2011. The Company does not anticipate the adoption of the remaining open standard will have a material impact on the Company's consolidated financial statements.

In April 2011, the FASB issued an ASU, Reconsideration of Effective Controls for Repurchase Agreements, to improve the accounting for repurchase agreements and other agreements that both entitle and obligate a transferor to repurchase or redeem financial assets before their maturity. The update removes the transferor's ability criterion from the consideration of effective control for repurchase or other agreements. The guidance in this ASU is effective for the first interim or annual period beginning on or after December 15, 2011. Management has reviewed the ASU and does not believe that it will have a material effect on the Company's consolidated financial statements.

In May 2011, the FASB issued an ASU, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs, to improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and International Financial Reporting Standards (IFRSs). The amendments in this update explain how to measure fair value. They do not require additional fair value measurements and are not intended to establish valuation standards or affect valuation practices outside of financial reporting. The amendments change the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements. The amendments in this ASU are to be applied prospectively and are effective for interim and annual periods beginning after December 15, 2011. Early application is not permitted. Management is currently reviewing the ASU but does not believe that it will have a material effect on the Company's consolidated financial statements.

In June 2011, the FASB issued an ASU, Presentation of Comprehensive Income, to improve the comparability, consistency and transparency of financial reporting, to increase the prominence of items reported in other comprehensive income and to facilitate convergence of U.S. GAAP and IFRSs. The ASU eliminates the option to present components of other comprehensive income as part of the statement of changes in stockholders' equity and requires that all nonowner changes in stockholders' equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both formats, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. The entity is required to present on the face of the financial statements reclassification adjustments for items that are reclassified from other comprehensive income to net income in the statements where the components of net income and other comprehensive income are presented. The amendments in the ASU are to be applied retrospectively and are effective for annual and interim periods beginning after December 15, 2011. Early adoption is permitted and management is currently reviewing the ASU to determine which of the two remaining formats will be used in the Company's future consolidated financial statements.

Note 5. Branch Acquisitions

On March 17, 2011, Union Bank ("Union") and Northway Bank ("Northway"), wholly-owned bank subsidiaries of the Company and Northway Financial, Inc., respectively, entered into a Purchase and Assumption Agreement relating to three New Hampshire branch offices of Northway. The branch acquisitions received all required regulatory approvals and was completed on May 27, 2011. In the transaction, Union assumed deposit relationships, and acquired performing loans, branch cash, two banking facilities, and other assets as illustrated below. As provided in the agreement, Union paid a 6% premium on assumed deposits, loans were acquired at par, and the banking facilities were purchased at the most recent tax assessed value. The acquisition allows Union to expand its New Hampshire community banking franchise in western Coos County and to extend into northern Grafton County. The transaction

was accounted for as a business combination.

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The May 27, 2011 acquisition-date estimated fair values of assets acquired and liabilities assumed were as follows:

Assets:	(Dollars in thousands)
Cash	\$28,898
Loans	33,612
Bank premises and equipment	517
Accrued interest receivable	197
Identified intangible asset	1,708
Goodwill	2,230
Liabilities:	
Deposits	(67,015)
Accrued interest and other liabilities	(147)

The purchase premium of \$4.2 million was allocated to assets acquired and liabilities assumed based on estimates of fair value at the date of acquisition. The fair value of the deposit accounts assumed was compared to the carrying amounts received and the difference of \$1.7 million was recorded as core deposit intangible. The excess of the purchase premium over the fair value of the assets acquired, liabilities assumed, and the amount allocated for core deposit intangible was recorded as goodwill.

The loans acquired were recorded at fair value at the time of acquisition. The fair value of the loans acquired resulted in a loan premium of \$545 thousand which is included in the loan balances above, less a non-accretable credit risk component of \$325 thousand. The loan premium will be amortized as an adjustment to the related loan yield over the estimated average life of the loans.

Acquisition expenses incurred by the Company were approximately \$307 thousand for the three months ended June 30, 2011 and \$345 thousand for the six months ended June 30, 2011. These expenses are included on the consolidated statements of income under the caption "Branch acquisition expenses." Management believes that substantially all of the acquisition expenses have been incurred as of June 30, 2011 and any additional expenses will not be material to the Company's results of operations.

The Company recorded goodwill of \$2.2 million. The goodwill is not amortizable but is subject to impairment analysis at least annually. Goodwill is deductible for tax purposes.

The Company has not yet finalized its determination of the fair values of certain acquired assets and liabilities and will adjust goodwill, if necessary, upon completion of the process.

The acquired identified intangible asset is the core deposit intangible which is subject to amortization over the estimated 10 year average life of the core deposit base. The amortization expense is included in other noninterest expense on the statement of income and is deductible for tax purposes.

Amortization expense for the core deposit intangible from the acquisition date to June 30, 2011 was \$14 thousand. As of June 30, 2011, the remaining amortization expense related to the core deposit intangible, absent any future impairment, is expected to be as follows:

	(Dollars in thousands)
2011	\$85
2012	171
2013	171
2014	171

2015	171
Thereafter	925
Total	\$1,694

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Management will evaluate goodwill for impairment annually and the core deposit intangible for impairment if conditions warrant.

The amounts of revenue and expenses related to the acquired branches since the acquisition date are included in the unaudited interim consolidated statement of income of the Company for the three and six month periods ended June 30, 2011 as follows:

	For The Three Months Ended June 30, 2011 (Dollars in thousands)	For The Six Months Ended June 30, 2011	
Interest and fees on loans	\$167	\$167	
Interest on deposits and borrowed funds	53	53	
Net interest income	114	114	
Provision for loan losses	—	—	
Net interest income after provision for loan losses	114	114	
Noninterest income	17	17	
Noninterest expenses	314	352	
Loss before income tax benefit	\$(183	) \$(221)
Income tax benefit	(62	) (75)
Net loss	\$(121	) \$(146)

Disclosure of the proforma revenue and earnings of the combined entity for the current and prior reporting periods as though the acquisition had occurred at the beginning of the prior annual reporting period is not considered practicable. Retrospective application to January 1, 2011 and January 1, 2010 requires assumptions about management's intent in prior periods that cannot be independently substantiated. It is impossible to objectively distinguish information about significant estimates of amounts that provide evidence of circumstances that existed on the dates at which those amounts would be recognized, measured, or disclosed under retrospective application and would have been available when the financial statements for that prior period were issued. The Company is unable to obtain certain information from the seller regarding transfer of deposits among branches and deposit activity since January 1, 2010. It is impracticable to estimate historical information.

Note 6. Investment Securities

Investment securities as of the balance sheet dates consisted of the following:

June 30, 2011	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(Dollars in thousands)			
Available-for-sale				
Debt securities:				
U.S. Government-sponsored enterprises	\$15,322	\$36	\$(101	) \$15,257
Mortgage-backed	3,243	68	(4	) 3,307
State and political subdivisions	11,075	323	(88	) 11,310
Corporate	4,989	339	—	5,328
Total debt securities	34,629	766	(193	) 35,202
Marketable equity securities	697	8	(7) 698
Mutual funds	117	—	—	117
Total	\$35,443	\$774	\$(200) \$36,017
Held-to-maturity				

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U.S. Government-sponsored enterprises	\$3,500	\$8	\$(14)\$3,494
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December 31, 2010	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(Dollars in thousands)			
Available-for-sale				
Debt securities:				
U.S. Government-sponsored enterprises	\$4,521	\$1	\$(63)	\$4,459
Mortgage-backed	4,735	87	(11)	4,811
State and political subdivisions	9,373	175	(155)	9,393
Corporate	4,737	274	(39)	4,972
Total debt securities	23,366	537	(268)	23,635
Marketable equity securities	50	1	(6)	45
Mutual funds	100	—	—	100
Total	\$23,516	\$538	\$(274)	\$23,780
Held-to-maturity				
U.S. Government-sponsored enterprises	\$500	\$2	\$—	\$502

Proceeds from the sale of securities available-for-sale were \$658 thousand for the three and six months ended June 30, 2011. Gross realized gains from the sale of securities available-for-sale were \$11 thousand and gross realized losses were \$1 thousand for the three and six months ended June 30, 2011. There were no sales of securities available-for-sale for the six months ended June 30, 2010. The specific identification method is used to determine realized gains and losses on sales of available-for-sale securities.

The amortized cost and estimated fair value of debt securities by contractual scheduled maturity as of June 30, 2011 were as follows:

	Amortized Cost	Fair Value
	(Dollars in thousands)	
Available-for-sale		
Due in one year or less	\$1,253	\$1,277
Due from one to five years	12,603	12,790
Due from five to ten years	9,676	9,929
Due after ten years	7,854	7,899
	31,386	31,895
Mortgage-backed securities	3,243	3,307
Total debt securities available-for-sale	\$34,629	\$35,202
Held-to-maturity		
Due from one to five years	\$1,500	\$1,508
Due from five to ten years	1,500	1,486
Due after ten years	500	500
Total debt securities held-to-maturity	\$3,500	\$3,494

Actual maturities may differ for certain debt securities that may be called by the issuer prior to the contractual maturity. Actual maturities may differ from contractual maturities in mortgage-backed securities because the mortgages underlying the securities may be prepaid, usually without any penalties. Therefore, these mortgage-backed securities are shown separately and not included in the contractual maturity categories in the above maturity summary.

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Information pertaining to investment securities with gross unrealized losses as of the balance sheet dates, aggregated by investment category and length of time that individual securities have been in a continuous loss position, follows:

June 30, 2011	Less Than 12 Months		Over 12 Months		Total	Gross Unrealized Loss
	Fair Value	Gross Unrealized Loss	Fair Value	Gross Unrealized Loss	Fair Value	
	(Dollars in thousands)					
Debt securities:						
U.S. Government-sponsored enterprises	\$9,406	\$(115)	)\$—	\$—	\$9,406	\$(115)
Mortgage-backed	400	(4)	)—	—	400	(4)
State and political subdivisions	3,510	(88)	)—	—	3,510	(88)
Total debt securities	13,316	(207)	)—	—	13,316	(207)
Marketable equity securities	228	(2)	)9	(5)	)237	(7)
Total	\$13,544	\$(209)	)\$9	\$(5)	)\$13,553	\$(214)
December 31, 2010	Less Than 12 Months		Over 12 Months		Total	Gross Unrealized Loss
	Fair Value	Gross Unrealized Loss	Fair Value	Gross Unrealized Loss	Fair Value	
	(Dollars in thousands)					
Debt securities:						
U.S. Government-sponsored enterprises	\$3,937	\$(63)	)\$—	\$—	\$3,937	\$(63)
Mortgage-backed	862	(11)	)—	—	862	(11)
State and political subdivisions	4,314	(155)	)—	—	4,314	(155)
Corporate	202	(39)	)—	—	202	(39)
Total debt securities	9,315	(268)	)—	—	9,315	(268)
Marketable equity securities	—	—	)8	(6)	)8	(6)
Total	\$9,315	\$(268)	)\$8	\$(6)	)\$9,323	\$(274)

The Company evaluates all investment securities on a quarterly basis, and more frequently when economic conditions warrant, to determine if an other-than-temporary impairment exists. A debt security is considered impaired if the fair value is lower than its amortized cost basis at the report date. If impaired, management then assesses whether the unrealized loss is other-than-temporary.

An unrealized loss on a debt security is generally deemed to be other-than temporary and a credit loss is deemed to exist if the present value of the expected future cash flows is less than the amortized cost basis of the debt security. The credit loss component of an other-than-temporary impairment write-down is recorded, net of tax effect, through net income as a component of net other-than-temporary impairment losses in the consolidated statement of income, while the remaining portion of the impairment loss is recognized in other comprehensive income (loss), provided the Company does not intend to sell the underlying debt security and it is "more likely than not" that the Company will not have to sell the debt security prior to recovery.

Management considers the following factors in determining whether an other-than-temporary impairment exists and the period over which the debt security is expected to recover:

- The length of time, and extent to which, the fair value has been less than the amortized cost;
- Adverse conditions specifically related to the security, industry, or geographic area;

- The historical and implied volatility of the fair value of the security;
- The payment structure of the debt security and the likelihood of the issuer being able to make payments that may increase in the future;
- Failure of the issuer of the security to make scheduled interest or principal payments;

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- Any changes to the rating of the security by a rating agency;
- Recoveries or additional declines in fair value subsequent to the balance sheet date; and
- The nature of the issuer, including whether it is a private company, public entity or government-sponsored enterprise, and the existence or likelihood of any government or third party guaranty.

At June 30, 2011, held-to-maturity and available-for-sale securities, consisting of eighteen U.S. Government-sponsored enterprises, one agency collateralized mortgage obligation, two taxable municipal securities, eight tax-exempt municipal securities and seven marketable equity securities had aggregate unrealized losses of \$214 thousand. Only one marketable equity security has had an unrealized loss of greater than twelve months and the Company has the ability to hold such security for the foreseeable future. No declines were deemed by management to be other-than-temporary at June 30, 2011.

Investment securities with a carrying amount of \$6.6 million and \$1.5 million at June 30, 2011 and December 31, 2010, respectively, were pledged as collateral for public deposits and for other purposes as required or permitted by law.

Note 7. Loans

Loans receivable that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are reported at their unpaid principal balances, adjusted for any charge-offs, the allowance for loan losses, and any deferred fees or costs on originated loans and unamortized premiums or discounts on purchased loans.

Loan interest income is accrued daily on outstanding balances. The accrual of interest is discontinued when a loan is specifically determined to be impaired and/or management believes, after considering collection efforts and other factors, that the borrower's financial condition is such that collection of interest is doubtful. Normally, any unpaid interest previously accrued on those loans is reversed against interest income. A loan may be restored to accrual status when its financial status has significantly improved and there is no principal or interest past due. A loan may also be restored to accrual status if the borrower makes six consecutive monthly payments or the lump sum equivalent. Income on nonaccrual loans is generally not recognized unless a loan is placed back in accrual status or after all principal has been collected. Interest income generally is not recognized on impaired loans unless the likelihood of further loss is remote. Interest payments received on such loans are generally applied as a reduction of the loan principal balance. Delinquency status is determined based on contractual terms.

Loan origination fees and direct loan origination costs are deferred and amortized as an adjustment of the related loan's yield using methods that approximate the interest method. The Company generally amortizes these amounts over the estimated average life of the related loans.

The loans acquired in the May 27, 2011 branch acquisition (see Note 5) were recorded at fair value at the time of acquisition. The net carrying amount of the acquired loans included in the June 30, 2011 loan balances below totaled \$33.0 million. The fair value adjustment will be amortized as an adjustment to the related loan yield over the estimated average life of the loans.

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The composition of Net loans as of the balance sheet dates was as follows:

	June 30, 2011	December 31, 2010
	(Dollars in thousands)	
Residential real estate	\$145,109	\$132,533
Construction real estate	21,796	18,578
Commercial real estate	185,091	167,056
Commercial	23,511	20,604
Consumer	6,210	6,046
Municipal loans	19,131	31,455
Gross loans	400,848	376,272
Allowance for loan losses	(4,060)	(3,755)
Net deferred loan costs	210	188
Net loans	\$396,998	\$372,705

Residential real estate loans aggregating \$3.0 million and \$9.6 million at June 30, 2011 and December 31, 2010, respectively, were pledged as collateral on deposits of municipalities. Qualified first mortgages held by Union may also be pledged as collateral for borrowings from the Federal Home Loan Bank (FHLB) of Boston under a blanket lien.

A summary of current, past due and nonaccrual loans as of the balance sheet dates follows:

June 30, 2011	Current	30-89 Days	Over 90 Days and accruing	Nonaccrual	Total
	(Dollars in thousands)				
Residential real estate	\$139,309	\$2,083	\$1,108	\$2,609	\$145,109
Construction real estate	21,462	197	90	47	21,796
Commercial real estate	181,711	1,108	1,112	1,160	185,091
Commercial	22,972	366	43	130	23,511
Consumer	6,068	60	19	63	6,210
Municipal	19,131	—	—	—	19,131
Total	\$390,653	\$3,814	\$2,372	\$4,009	\$400,848

December 31, 2010	Current	30-89 Days	Over 90 Days and accruing	Nonaccrual	Total
	(Dollars in thousands)				
Residential real estate	\$123,573	\$6,446	\$587	\$1,927	\$132,533
Construction real estate	18,369	116	45	48	18,578
Commercial real estate	163,524	2,729	173	630	167,056
Commercial	20,295	161	—	148	20,604
Consumer	5,953	53	1	39	6,046
Municipal	31,455	—	—	—	31,455
Total	\$363,169	\$9,505	\$806	\$2,792	\$376,272

Aggregate interest on nonaccrual loans not recognized was \$802 thousand and \$719 thousand as of June 30, 2011 and 2010, respectively, and \$677 thousand as of December 31, 2010.

Note 8. Allowance for Loan Losses and Credit Quality

The allowance for loan losses is established for estimated losses in the loan portfolio through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the loan balance is uncollectible or in accordance with federal guidelines. Subsequent recoveries, if any, are credited to the

allowance.

The allowance for loan losses is maintained at a level believed by management to be appropriate to absorb probable credit losses inherent in the loan portfolio as of the balance sheet date. The amount of the allowance is based on management's periodic evaluation of the collectability of the loan portfolio, including the nature, volume and risk characteristics of the portfolio, credit concentrations, trends in historical loss experience, estimated value of any underlying collateral, specific impaired loans and economic conditions. While management uses available information to recognize losses on loans, future additions to the allowance for loan losses may be necessary based on changes in economic conditions or other relevant factors.

In addition, various regulatory agencies, as an integral part of their examination process, regularly review the Company's allowance for loan losses. Such agencies may require the Company to recognize additions to the allowance for loan losses based on their judgments about information available to them at the time of their examination, which may not be currently available to management.

The allowance consists of specific, general and unallocated components. The specific component relates to the loans that are classified as either monitor, substandard or special mention. For such loans, the level of allowance allocable to those loans is determined through estimating probable loss for each individual credit based on its specific risk attributes. Loans are also evaluated for impairment and may be classified as impaired when management believes it is probable that the Company will not collect all the contractual interest and principal payments as scheduled in the loan agreement. Impaired loans may also include troubled loans that are restructured. A troubled debt restructuring occurs when the Company, for economic or legal reasons related to the borrower's financial difficulties, grants a concession to the borrower that would otherwise not be granted. Troubled debt restructuring may include the transfer of assets to the Company in partial satisfaction of a troubled loan, a modification of a loan's terms, or a combination of both. Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. Accordingly, the Company does not separately identify individual consumer, residential or small balance commercial loans for impairment evaluation, unless such loans are subject to a restructuring agreement or have been identified as impaired as part of a larger customer relationship. A specific reserve amount is allocated to the allowance for individual loans that have been classified as impaired on the basis of the fair value of the collateral for collateral dependent loans, an observable market price, or the present value of anticipated future cash flows. The general component represents the level of allowance allocable to each loan portfolio category with similar risk characteristics and is determined based on historical loss experience, adjusted for qualitative factors. Qualitative factors considered include underwriting, economic and market conditions, portfolio composition, collateral values, delinquencies, lender experience and legal issues. An unallocated component is maintained to cover uncertainties that could affect management's estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio.

All evaluations are inherently subjective as they require estimates that are susceptible to significant revision as more information becomes available or as changes occur in economic conditions or other relevant factors. Despite the allocation shown in the tables below, the Allowance for loan losses is general in nature and is available to absorb losses from any loan type.

As described in Note 5, the \$33.6 million of loans purchased in the branch acquisitions on May 27, 2011 were recorded at their estimated fair value as of such date, and consequently, there was no related adjustment to the allowance for loan losses with respect to the acquired loans at June 30, 2011.

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Changes in the Allowance for loan losses for the three and six months ended June 30, 2011 were as follows:

For The Three Months Ended June 30, 2011	Residential Real Estate	Construction Real Estate	Commercial Real Estate	Commercial	Consumer, Municipal and Unallocated	Total
	(Dollars in thousands)					
Balance, March 31, 2011	\$1,160	\$240	\$2,136	\$264	\$108	\$3,908
Provision for loan losses	(24	)55	102	23	(6	)150
Recoveries of amounts charged off	—	—	—	2	7	9
	1,136	295	2,238	289	109	4,067
Amounts charged off	(1	)—	—	—	(6	)7
Balance, June 30, 2011	\$1,135	\$295	\$2,238	\$289	\$103	\$4,060

For The Six Months Ended June 30, 2011	Residential Real Estate	Construction Real Estate	Commercial Real Estate	Commercial	Consumer, Municipal and Unallocated	Total
	(Dollars in thousands)					
Balance, December 31, 2010	\$1,033	\$240	\$2,117	\$250	\$115	\$3,755
Provision for loan losses	110	55	121	34	(20	)300
Recoveries of amounts charged off	1	—	—	5	22	28
	1,144	295	2,238	289	117	4,083
Amounts charged off	(9	)—	—	—	(14	)23
Balance, June 30, 2011	\$1,135	\$295	\$2,238	\$289	\$103	\$4,060

Changes in the Allowance for loan losses for the three and six months ended June 30, 2010 were summarized as follows:

	For the Three Months Ended June 30, 2010	For The Six Months Ended June 30, 2010
	(Dollars in thousands)	
Balance at beginning of period	\$3,455	\$3,493
Provision for loan losses	90	180
Recoveries of amounts charged off	15	33
	3,560	3,706
Amounts charged off	(49)195
Balance, June 30, 2010	\$3,511	\$3,511

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The allocation of the Allowance for loan losses, summarized on the basis of the Company's impairment methodology, as of the balance sheet dates was as follows:

June 30, 2011	Residential Real Estate	Construction Real Estate	Commercial Real Estate	Commercial	Consumer, Municipal and Unallocated	Total
	(Dollars in thousands)					
Individually evaluated for impairment	\$255	\$17	\$380	\$44	\$24	\$720
Collectively evaluated for impairment	880	278	1,858	245	79	3,340
Total allocated	\$1,135	\$295	\$2,238	\$289	\$103	\$4,060

December 31, 2010	Residential Real Estate	Construction Real Estate	Commercial Real Estate	Commercial	Consumer, Municipal and Unallocated	Total
	(Dollars in thousands)					
Individually evaluated for impairment	\$199	\$12	\$295	\$39	\$20	\$565
Collectively evaluated for impairment	834	228	1,822	211	95	3,190
Total allocated	\$1,033	\$240	\$2,117	\$250	\$115	\$3,755

The recorded investment in loans, summarized on the basis of the Company's impairment methodology, as of the balance sheet dates was as follows:

June 30, 2011	Residential Real Estate	Construction Real Estate	Commercial Real Estate	Commercial	Consumer	Municipal	Total
	(Dollars in thousands)						
Individually evaluated for impairment	\$2,244	\$95	\$5,490	\$142	\$57	\$—	\$8,028
Collectively evaluated for impairment	128,090	21,691	163,770	22,141	5,585	18,494	359,771
Acquired Loans	130,334	21,786	169,260	22,283	5,642	18,494	367,799
Total	\$145,109	\$21,796	\$185,091	\$23,511	\$6,210	\$19,131	\$400,848

December 31, 2010	Residential Real Estate	Construction Real Estate	Commercial Real Estate	Commercial	Consumer	Municipal	Total
	(Dollars in thousands)						
Individually evaluated for impairment	\$1,789	\$48	\$5,224	\$146	\$30	\$—	\$7,237
Collectively evaluated for impairment	130,744	18,530	161,832	20,458	6,016	31,455	369,035
Total	\$132,533	\$18,578	\$167,056	\$20,604	\$6,046	\$31,455	\$376,272

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The following tables summarize the loan ratings applied to the Company's loan types as of the balance sheet dates:

June 30, 2011	Residential Real Estate	Construction Real Estate	Commercial Real Estate	Commercial Consumer	Municipal	Total
	(Dollars in thousands)					
Pass	\$124,289	\$20,957	\$141,822	\$16,080	\$5,568	\$327,210
Satisfactory/Monitor	3,801	734	21,948	6,061	17	32,561
Monitor	163	—	1,751	—	—	1,914
Substandard	2,081	95	3,739	142	57	6,114
	130,334	21,786	169,260	22,283	5,642	367,799
Acquired Loans	14,775	10	15,831	1,228	568	33,049
Total	\$145,109	\$21,796	\$185,091	\$23,511	\$6,210	\$400,848

December 31, 2010	Residential Real Estate	Construction Real Estate	Commercial Real Estate	Commercial Consumer	Municipal	Total
	(Dollars in thousands)					
Pass	\$128,646	\$17,999	\$142,530	\$19,640	\$5,991	\$346,261
Satisfactory/Monitor	2,098	531	19,302	818	25	22,774
Monitor	267	—	1,873	—	—	2,140
Substandard	1,522	48	3,351	146	30	5,097
Total	\$132,533	\$18,578	\$167,056	\$20,604	\$6,046	\$376,272

Acquired loans are risk rated, as appropriate, according to the Company's loan rating system, but such ratings are not a determining factor in the establishment of the allowance for loan losses. Rather, acquired loans are initially recorded at fair value, determined based upon an estimate of the amount and timing of both principal and interest cash flows expected to be collected and discounted using a market interest rate, which includes an estimate of future credit losses expected to be incurred over the life of the portfolio. The primary credit quality indicator for acquired loans is whether there has been a decrease in expected cash flows. Monitoring of this portfolio is ongoing to determine if there is evidence of deterioration in credit quality since acquisition. At June 30, 2011, there was no allowance for loan losses for acquired loans.

The following is an overview of the Company's loan rating system:

1-3 Rating - Pass

Risk-rating grades "1" through "3" comprise those loans ranging from lower than average credit risk defined as borrowers with high liquidity, excellent financial condition, strong management, favorable industry trends or loans secured by highly liquid assets through loans with marginal credit risk, defined as borrowers that while creditworthy, exhibit some characteristics which require special attention by the account officer.

4 Rating - Satisfactory/Monitor

Borrowers exhibit potential credit weaknesses or downward trends warranting management's attention. While potentially weak, these borrowers are currently marginally acceptable; no loss of principal or interest is envisioned.

M Rating - Monitor

Loans in this category reflect an increased credit risk. Loans in this category do not presently expose the Bank to a sufficient degree of risk to warrant adverse classification but do possess credit deficiencies deserving management's close attention. These credits are maintained on the watch list.

5-8 Rating - Substandard

Borrowers exhibit well defined weaknesses that jeopardize the orderly liquidation of debt. The loan may be inadequately

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protected by the net worth and paying capacity of the obligor and/or the underlying collateral is inadequate.

The following table provides information with respect to impaired loans as of and for the three and six months ended June 30, 2011:

	As Of June 30, 2011			For The Three Months Ended June 30, 2011		For The Six Months Ended June 30, 2011	
	Recorded Investment	Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
(Dollars in thousands)							
With an allowance recorded:							
Residential real estate	\$433	\$498	\$72				
Commercial real estate	259	278	59				
	692	776	131				
With no allowance recorded:							
Commercial real estate	2,030	2,194	—				
Total:							
Residential real estate	433	498	72	\$365	\$4	\$343	\$4
Commercial real estate	2,289	2,472	59	2,297	21	2,267	42
Total	\$2,722	\$2,970	\$131	\$2,662	\$25	\$2,610	\$46

The following table provides information with respect to impaired loans as of December 31, 2010:

	December 31, 2010		
	Recorded Investment	Principal Balance	Related Allowance
(Dollars in thousands)			
With an allowance recorded:			
Residential real estate	\$301	\$356	\$43
Commercial real estate	1,970	1,974	40
	2,271	2,330	83
With no allowance recorded:			
Commercial real estate	236	399	—
Total:			
Residential real estate	301	356	43
Commercial real estate	2,206	2,373	40
Total	\$2,507	\$2,729	\$83

At June 30, 2011 and December 31, 2010, the Company was not committed to lend any additional funds to borrowers whose loans were nonperforming, impaired or restructured.

Note 9. Defined Benefit Pension Plan

Union Bank, the Company's sole subsidiary, sponsors a noncontributory defined benefit pension plan covering all eligible employees. The plan provides defined benefits based on years of service and final average salary.

Net periodic pension benefit cost for the three and six months ended June 30 consisted of the following components:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2011	2010	2011	2010
	(Dollars in thousands)			
Service cost	\$170	\$136	\$340	\$289
Interest cost on projected benefit obligation	209	190	418	386
Expected return on plan assets	(219	)(178	)(438	)(365
Amortization of prior service cost	2	1	4	3
Amortization of net loss	46	27	92	71
Net periodic benefit cost	\$208	\$176	\$416	\$384

Note 10. Other Comprehensive Income (Loss)

Accounting principles generally require recognized revenue, expenses, gains, and losses be included in net income or loss. Certain changes in assets and liabilities, such as the after tax effect of unrealized gains and losses on investment securities available-for-sale that are not other than temporarily impaired, are not reflected in the statement of income. The cumulative effect of such items is reflected as a separate component of the equity section of the balance sheet (accumulated other comprehensive income or loss). Other comprehensive income or loss, along with net income, comprises the Company's total comprehensive income or loss. As of the balance sheet dates, the components of accumulated other comprehensive loss, net of tax, were:

	June 30,	December 31,
	2011	2010
	(Dollars in thousands)	
Net unrealized gain on investment securities available-for-sale	\$379	\$174
Defined benefit pension plan:		
Net unrealized actuarial loss	(2,266	)(2,327
Net unrealized prior service cost	(9	)(10
Total	\$(1,896	)(2,163

The following comprised total comprehensive income for the three and six months ended June 30:

	Three Months Ended		Six Months Ended	
	2011	2010	2011	2010
	(Dollars in thousands)			
Net income	\$1,031	\$1,526	\$2,059	\$2,745
Investment securities available-for-sale:				
Net unrealized holding gains arising during the period on investment securities available-for-sale, net of tax	126	114	211	222
Reclassification adjustment for net gains on investment securities available-for-sale realized in net income, net of tax	(7)	)—	(7))—
Total	119	114	204	222
Defined benefit pension plan:				
Reclassification adjustment for amortization of net actuarial loss realized in net income, net of tax	31	20	62	47
Reclassification adjustment for amortization of prior service cost realized in net income, net of tax	1	1	1	2
Total	32	21	63	49
Total other comprehensive income	151	135	267	271
Total comprehensive income	\$1,182	\$1,661	\$2,326	\$3,016

Note 11. Fair Value Measurements and Disclosures

The Company utilizes FASB Accounting Standards Codification (ASC) Topic 820, Fair Value Measurements and Disclosures, as guidance for accounting for assets and liabilities carried at fair value. This standard defines fair value as the price that would be received, without adjustment for transaction costs, to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is a market based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. The guidance in FASB ASC Topic 820 establishes a three-level fair value hierarchy, which prioritizes the inputs used in measuring fair value. A financial instrument's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

The three levels of the fair value hierarchy are:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 - Quoted prices for similar assets or liabilities in active markets, quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability;

Level 3 - Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

The following is a description of the valuation methodologies used for the Company's financial assets that are measured on a recurring basis at estimated fair value:

Investment securities available-for-sale: Certain corporate debt securities, marketable equity securities and mutual funds have been valued using unadjusted quoted prices from active markets and therefore have been classified as level 1. However, the majority of the Company's investment securities available-for-sale have been valued utilizing level 2 inputs. For these securities, the Company obtains fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include market maker bids, quotes and pricing models.

Inputs to the pricing models include recent trades, benchmark interest rates, spreads and actual and projected cash flows.

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Assets measured at fair value on a recurring basis at June 30, 2011 and December 31, 2010, segregated by fair value hierarchy level, are summarized below:

	Fair Value Measurements			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(Dollars in thousands)				
June 30, 2011:				
Investment securities available-for-sale				
Debt securities:				
U.S. Government-sponsored enterprises	\$15,257	\$—	\$15,257	\$—
Mortgage-backed	3,307	—	3,307	—
State and political subdivisions	11,310	—	11,310	—
Corporate	5,328	3,738	1,590	—
Total debt securities	35,202	3,738	31,464	—
Marketable equity securities	698	698	—	—
Mutual funds	117	117	—	—
Total	\$36,017	\$4,553	\$31,464	\$—
December 31, 2010:				
Investment securities available-for-sale				
Debt securities:				
U.S. Government-sponsored enterprises	\$4,459	\$—	\$4,459	\$—
Mortgage-backed	4,811	—	4,811	—
State and political subdivisions	9,393	—	9,393	—
Corporate	4,972	2,105	2,867	—
Total debt securities	23,635	2,105	21,530	—
Marketable equity securities	45	45	—	—
Mutual funds	100	100	—	—
Total	\$23,780	\$2,250	\$21,530	\$—

There were no significant transfers in or out of Levels 1 and 2 for the six months ended June 30, 2011. Certain other assets and liabilities are measured at fair value on a nonrecurring basis, that is, the instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment). Assets and liabilities measured at fair value on a nonrecurring basis in periods after initial recognition, such as impaired loans and other real estate owned, were not significant at June 30, 2011 or December 31, 2010. The Company has not elected to apply the fair value method to any financial assets or liabilities other than those situations where other accounting pronouncements require fair value measurements.

FASB ASC Topic 825, Financial Instruments, requires disclosure of the estimated fair value of financial instruments. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Company's various financial instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Management's estimates and assumptions are inherently subjective and involve uncertainties and matters of significant judgment.

Changes in assumptions could dramatically affect the estimated fair values.

Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument. Certain financial

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instruments and all nonfinancial instruments may be excluded from disclosure requirements. Thus, the aggregate fair value amounts presented may not necessarily represent the actual underlying fair value of such instruments of the Company.

The following methods and assumptions were used by the Company in estimating its fair value disclosures for financial instruments:

Cash and cash equivalents: The carrying amounts reported in the balance sheet for cash and cash equivalents approximate those assets' fair values.

Interest bearing deposits in banks: Fair values for interest bearing deposits in banks are based on discounted present values of cash flows.

Investment securities: Fair values for investment securities are based on quoted market prices, where available. If quoted market prices are not available, fair value measurements consider observable data which may include market maker bids, quotes and pricing models. Inputs to the pricing models include recent trades, benchmark interest rates, spreads and actual and projected cash flows.

Loans and loans held for sale: Fair values of loans are estimated for portfolios of loans with similar financial characteristics and segregated by loan type. For variable-rate loan categories that reprice frequently and with no significant change in credit risk, fair values are based on carrying amounts. The fair values for other loans (for example, fixed-rate residential, commercial real estate, and rental property mortgage loans, and commercial and industrial loans) are estimated using discounted cash flow analysis, based on interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. Loan fair value estimates include judgments regarding future cash flows, future expected loss experience and risk characteristics. Purchased loans acquired in the branch acquisitions described in Note 5 were recorded at their estimated fair values on the date of acquisition (May 27, 2011). The carrying amounts reported in the balance sheet for loans that are held for sale approximate their estimated fair values. Fair values for impaired loans are estimated using discounted cash flow analysis or underlying collateral values, where applicable.

Accrued interest receivable and payable: The carrying amounts of accrued interest approximate their fair values.

Federal Home Loan Bank (FHLB) of Boston stock: The carrying amount approximates its fair value.

Deposits: The fair values disclosed for demand deposits or nonmaturity deposits (for example, checking and savings accounts) are, by definition, equal to the amount payable on demand at the reporting date (that is, their carrying amounts). The carrying amounts of variable-rate time deposits approximate their estimated fair values at the reporting date. The fair values for fixed-rate time deposits that reprice frequently are estimated using a discounted cash flow calculation that applies interest rates currently being offered on time deposits to a schedule of aggregated contractual maturities on such time deposits.

Borrowed funds: The fair values of the Company's long-term debt are estimated using discounted cash flow analysis based on interest rates currently being offered on similar debt instruments. The fair values of the Company's short-term debt approximate the carrying amounts reported in the balance sheet.

Off-balance-sheet financial instruments: Fair values for off-balance-sheet, credit-related financial instruments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing. The only commitments to extend credit that are normally longer than one year in duration are the Home Equity Lines whose interest rates are variable quarterly. The only fees

collected for commitments are an annual fee on credit card arrangements and often a flat fee on commercial lines of credit and standby letters of credit. The fair value of off-balance-sheet financial instruments is not significant.

As of the balance sheet dates, the estimated fair values and related carrying amounts of the Company's significant financial instruments were as follows:

	June 30, 2011		December 31, 2010	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
(Dollars in thousands)				
Financial assets				
Cash and cash equivalents	\$29,960	\$29,960	\$14,292	\$14,292
Interest bearing deposits in banks	15,903	16,097	14,041	14,292
Investment securities	39,517	39,511	24,280	24,282
Loans and loans held for sale, net	400,119	399,721	378,316	373,718
Accrued interest receivable	1,733	1,733	1,560	1,560
FHLB of Boston stock	1,922	1,922	1,922	1,922
Financial liabilities				
Deposits	\$432,964	\$433,710	\$376,660	\$376,729
Borrowed funds	32,570	36,171	28,986	30,780
Accrued interest payable	233	233	389	389

The carrying amounts in the preceding table are included in the balance sheet under the applicable captions.

Note 12. Subsequent Events

Subsequent events represent events or transactions occurring after the balance sheet date but before the financial statements are issued. Financial statements are considered "issued" when they are widely distributed to shareholders and others for general use and reliance in a form and format that complies with U.S. GAAP. Events occurring subsequent to June 30, 2011 have been evaluated as to their potential impact to the consolidated financial statements.

On July 20, 2011, Union Bankshares, Inc. declared a \$0.25 per share regular quarterly cash dividend payable August 11, 2011, to stockholders of record on July 30, 2011.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

GENERAL

The following discussion and analysis by management focuses on those factors that, in management's view, had a material effect on the financial position of Union Bankshares, Inc. (the Company) as of June 30, 2011 and December 31, 2010, and its results of operations for the three and six months ended June 30, 2011 and 2010. This discussion is being presented to provide a narrative explanation of the consolidated financial statements and should be read in conjunction with the consolidated financial statements and related notes and with other financial data appearing elsewhere in this filing and with the Company's Annual Report on Form 10-K for the year ended December 31, 2010. In the opinion of the Company's management, the interim unaudited data reflects all adjustments, consisting only of normal recurring adjustments, and disclosures necessary to fairly present the Company's consolidated financial position and results of operations for the interim periods presented. Management is not aware of the occurrence of any events after June 30, 2011 which would materially affect the information presented.

CAUTIONARY ADVICE ABOUT FORWARD LOOKING STATEMENTS

The Company may from time to time make written or oral statements that are considered “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may include financial projections, statements of plans and objectives for future operations, estimates of future economic performance or conditions and assumptions relating thereto. The Company may include forward-looking statements in its filings with the Securities and Exchange Commission (SEC), in its reports to stockholders, including this quarterly report, in press releases, other written materials, and in statements made by senior management to analysts, rating agencies, institutional investors, representatives of the media and others.

Forward-looking statements reflect management's current expectations and are subject to uncertainties, both general and specific, and risk exists that actual results will differ from those predictions, forecasts, projections and other estimates contained in forward-looking statements. These risks cannot be readily quantified. When management uses any of the words “believes,” “expects,” “anticipates,” “intends,” “projects,” “plans,” “seeks,” “estimates,” “targets,” “goals,” “may,” “could,” “would,” “should,” or similar expressions, they are making forward-looking statements. Many possible events or factors, including those beyond the control of management, could affect the future financial results and performance of the Company. This could cause results or performance to differ materially from those expressed in forward-looking statements. Some of the more likely factors that might affect forward-looking statements in this report on Form 10-Q include the following:

- loans and investments may be called or prepaid prior to their contractual maturity or become other than temporarily impaired;
- future cash requirements might be higher than anticipated due to loan commitments or unused lines of credit being drawn upon or depositors withdrawing their funds at higher volumes or in different time frames than anticipated based on historical patterns and contractual terms;
- loans and deposits acquired with the acquisition of three branches on May 27, 2011 could perform differently than management anticipates in its forecasts;
 - assumptions made regarding interest rate movement and sensitivity could vary substantially if actual experience differs from historical experience, which could adversely affect the Company's results of operations;
- further expansion of fair value accounting as proposed by the Financial Accounting Standards Board (FASB) which could result in, among other things, volatility in reported asset values and earnings;
- uncontrollable increases in the cost of doing business, such as increased costs of Federal Deposit Insurance Corporation (FDIC) insurance or higher taxes, assessments, compliance or audit expense imposed by regulatory or legislative bodies;
- regulatory limitations placed on income producing methods including the limiting of debit and credit card interchange fees, limiting the assessment of overdraft fees and restricting of asset sales;
- the failure of actuarial, investment, work force, salary and other assumptions underlying the establishment of reserves for future pension costs or changes in legislative or regulatory requirements affecting such costs;
- disruptions in U.S. and global financial and credit markets, including the downgrading of U.S. and U.S. Government sponsored debt by one or more credit rating agency;
- ability of financial institutions to offer interest bearing transaction accounts to all customers as of July 21, 2011 and the resulting competitive pressures and their impact on the cost of deposits;
- further modification of FDIC deposit insurance providing unlimited insurance coverage for two years beginning January 1, 2011 for noninterest bearing transaction accounts and IOLTA accounts;
- changes to the Company's and/ or the financial market operations resulting from the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act or the Act);
- adverse changes in the local real estate market, which negatively impact collateral values and the Company's ability to recoup loan losses through disposition of real estate collateral;

- changes in monetary, regulatory or tax policy that could affect consumer behavior;
- continuing economic instability, including high unemployment rates, higher taxation, governmental budget issues and resolution of entitlement programs;
- changes in state foreclosure policies or procedures, which may result in delays in lien enforcement and additional cost; and
- the effect of federal and state health care reform efforts, including the federal Patient Protection and Affordable Care Act and Vermont's recently enacted single-payer universal health care law.

When evaluating forward-looking statements to make decisions with respect to the Company, investors and others are cautioned to consider these and other risks and uncertainties, including the events and circumstances discussed under “Recent Developments” below, and are reminded not to place undue reliance on such statements and should

not consider any such list of factors to be a complete list of risks or uncertainties. Forward-looking statements speak only as of the date they are made and the Company undertakes no obligation to update them to reflect new or changed information or events, except as may be required by federal securities laws.

RECENT DEVELOPMENTS

On May 27, 2011, Union Bank (Union), the Company's subsidiary, completed the acquisition of three New Hampshire branch offices of Northway Bank. The assets acquired and liabilities assumed in the transaction are discussed throughout management's discussion and analysis.

Economic data continues to suggest a slow but positive trend towards economic recovery in our market. Vermont and New Hampshire's unemployment rates have continued to drop throughout late 2010 and into 2011 to 5.5% and 4.9%, respectively, as of June 30, 2011. These rates compare favorably with the national unemployment rate of 9.2% for the same period. Interest rates remain near historic lows, which has allowed many consumers and commercial customers to reduce their monthly debt payments by refinancing their loans. Inflation appears controlled but recent global unrest, the related rise in the price of oil, the weak dollar and now an increase in grocery prices may cause an inflationary spiral. Many financial institutions who accepted government support have repaid those funds and the U.S. financial markets appear to be operating more independently now. The stock market had seen some growth during the first half of 2011 but has experienced some volatility recently which has erased the prior growth and may cause consumers to be concerned.

Vermont and New Hampshire continue to have some of the lowest residential foreclosure rates in the country. Also, as northern New England had not experienced the dramatic run up in housing prices, likewise, we have not seen the values drop as far as other parts of the country.

In response to the earlier financial crisis affecting the banking and financial markets, the resulting recession and the changing political environment, many new laws, regulations and programs have been adopted or proposed. We will not attempt to discuss them all within this quarterly report but will update the ones that have been issued or modified since our annual report and which may have a financial impact on the Company.

The following positive developments will/may impact the Company in the future:

The second quarter 2011 change in the FDIC insurance assessment base from total deposits to net assets has and will continue to reduce the Company's future assessment costs and put community banks, which generally rely more heavily on deposits as a funding source, on a more level playing field with national and regional financial institutions. The decision in February 2011 to waive the 90 day recourse period upon the sale of Small Business Administration (SBA) loans to the secondary market makes that a more attractive alternative for community banks and the continuing development of loan programs for small business customers is always a benefit to a community bank.

The FASB, citing outreach activities in which "almost all" constituents believe that amortized cost is significantly more relevant for purposes of measuring most loans, agreed to consider amortized cost as a primary attribute (in addition to fair value) for measuring financial instruments. Therefore loans and debt securities that are held as part of the "customer financing activities of a bank" may continue to be recorded at amortized cost, which will reduce future volatility in a company's financial statements while providing its readers with the most current information.

Starting July 21, 2011, banks were permitted to pay interest on business checking accounts. Although it may increase our overall cost of funds, this change will allow us to compete with nonbanks for business customer funds. Union has developed an interest-bearing deposit product available to business customers.

The growing recognition by the banking regulators that a one size fits all approach to regulations may not be in the industry's best interest or be adequate to address the attendant risks in each company's business model may bring some regulatory relief to community banks, as evidenced by the new Basel III capital standards and recent risk

monitoring and mitigation guidance issued earlier in 2011 by the federal banking regulators.

The proposed Federal Reserve and FDIC rulemaking implementing the credit risk retention requirements of section 941 of the Dodd-Frank Act, which would generally require private securitizers to retain not less than 5% of the credit risk of the assets collateralizing any asset-backed securities issuance.

The Federal Home Loan Bank (FHLB) of Boston, of which Union is a member, has resumed quarterly dividend payments, with a modest dividend paid in both the first and second quarters of 2011 after two years of no dividend payment.

The increased information reporting requirements and the requirement to provide health insurance vouchers to low income employees who may be participating in government sponsored insurance programs under the 2010 Health-Care Reform Act have been repealed.

There have been new laws, regulations and actions proposed or enacted that may be problematic for the Company in terms of future earnings and/or efficiency. The following are the most relevant:

The Dodd-Frank Act represents the biggest re-write of financial regulation in decades and bankers continue to be faced with assessing the rules applicable to them, how to implement the rules, training of staff and customers, as well as assessing the financial impact to their companies.

By March 15, 2012, all existing ATM's must meet the new Americans with Disabilities Act accessibility standards which will require the replacement of deployed nonconforming ATM's over the next twelve months. An assessment of the Company's existing machines has been completed and a plan has been developed to become compliant by the effective date.

The establishment of the new Consumer Financial Protection Bureau created by the Dodd-Frank Act may lead to conflicting regulatory guidance for community banks and increase regulatory costs and burdens but to date no new rules have been published.

State and national health care reform initiatives may increase employer costs to provide employer sponsored group health care plans to eligible employees. On May 27, 2011, the Governor of Vermont signed a bill into law to provide universal health care through a single payer system.

The Durbin amendment, which required the Federal Reserve to set rates for debit card transaction interchange fees, was initially effective on July 21, 2011, has been delayed and is currently effective on October 1, 2011. The final rule's interchange fee standard has two components - a base fee cap of 21 cents plus 5 basis points of the transaction amount to cover fraud losses. A second provision of the final rule requires a card issuer or payment card network to ensure debit cards can be processed on at least two unaffiliated networks by April 2012. Even though banks with assets of \$10 billion or less are exempt from the interchange pricing provision, the pricing rules will impact the competitive environment for payment systems.

Among the new regulations imposed by the Dodd-Frank Act are new residential mortgage provisions that mandate more extensive disclosures, require lenders to offer terms that reasonably reflect the consumers' ability to repay a loan, prohibit mandatory arbitration provisions, add new customer protections for high-cost mortgages and set escrow account and appraisal standards. The relevant regulations promulgated to date regarding these provisions have been implemented by Union.

The Basel III Capital Framework published in December 2010 will increase minimum capital levels and add a new capital conservation buffer over the next nine years. The Company's ratios continue to be over those minimums. Basel III will also implement a leverage ratio starting in 2013, a liquidity coverage ratio in 2015 and a net stable funding ratio in 2018 but these ratios have yet to be defined.

There are still numerous provisions of the Dodd-Frank Act that originally had an effective date of July 21, 2011 for which final regulations or guidance has not yet been issued.

The cost of doing business as usual has increased dramatically in this regulatory environment as the number and extent of new regulations and the speed with which they must be implemented have put a strain on software providers and staff as well as customers. Also, the cost of mitigating long term interest rate risk by selling loans to the secondary market continues and it is anticipated that this cost will continue to grow as the government sponsored entities continue to work through their own financial problems.

In addition, as required by SEC regulations, the Company must now file its financial statements both in EDGAR format and in eXtensible Business Reporting Language (XBRL), and to post such XBRL information on its website. Ongoing compliance with this new mandate will require administrative resources and result in additional costs.

It is not completely clear at this time what impact current or future government sponsored programs, regulations or legislation will have on the Company, its customers or the U.S. and global financial markets but additional regulatory complexity and allocation of Company resources to deal with it are likely.

CRITICAL ACCOUNTING POLICIES

The Company has established various accounting policies which govern the application of U.S. Generally Accepted Accounting Principles (GAAP) in the preparation of the Company's financial statements. Certain accounting policies

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involve significant judgments and assumptions by management which have a material impact on the reported amount of assets, liabilities, capital, revenues and expenses and related disclosures of contingent assets and liabilities in the consolidated financial statements and accompanying notes. The SEC has defined a company's critical accounting policies as the ones that are most important to the portrayal of the company's financial condition and results of operations, and which require the company to make its most difficult and subjective judgments, often as a result of the need to make estimates on matters that are inherently uncertain. Based on this definition, the Company has identified the accounting policies and judgments most critical to the Company. The judgments and assumptions used by management are based on historical experience and other factors, which are believed to be reasonable under the circumstances. Because of the nature of the judgments and assumptions made by management, actual results could differ from estimates and have a material impact on the carrying value of assets, liabilities, capital, or the results of operations of the Company.

Allowance for Loan Losses. The Company believes the allowance for loan losses is a critical accounting policy that requires the most significant judgments and estimates used in the preparation of its consolidated financial statements. Adequacy of the allowance for loan losses is determined quarterly using a consistent, systematic methodology, which analyzes the risk inherent in the loan portfolio. In addition to evaluating the collectability of specific loans when determining the adequacy of the allowance, management also takes into consideration other qualitative factors such as changes in the mix and size of the loan portfolio, historical loss experience, the amount of delinquencies and loans adversely classified, industry trends, and the impact of the local and regional economy on the Company's borrowers. Changes in these qualitative factors may cause management's estimate of the adequacy of the allowance for loan losses to increase or decrease and result in adjustments to the Company's provision for loan losses in future periods. For additional information see FINANCIAL CONDITION- Allowance for Loan Losses below.

Other-than-Temporary Impairment of Securities. Given the disruptions in the financial markets during the last few years, recognizing other-than-temporary impairment on investment securities has become more difficult as complete information is not always available and market conditions and other relevant factors are subject to rapid changes. The other-than-temporary impairment decision is a critical accounting policy for the Company. Accounting guidance requires companies to perform periodic reviews of individual securities in their investment portfolios to determine whether a decline in the value of a security is other-than-temporary. A review of other-than-temporary impairment requires companies to make certain judgments regarding the cause and materiality of the decline, its effect on the financial statements and the probability, extent and timing of a valuation recovery, the company's intent and ability to continue to hold the security, and, with respect to debt securities, the likelihood that the company will have to sell the security before its value recovers. Pursuant to these requirements, management assesses valuation declines to determine the extent to which such changes are attributable to (1) fundamental factors specific to the issuer, such as the nature of the issuer and its financial condition, business prospects or other factors or (2) market-related factors, such as interest rate changes or equity market declines. Declines in the fair value of securities below their cost that are deemed by management to be other-than-temporary are (1) if equity securities, recorded in earnings as realized losses and (2) if debt securities, recorded in earnings as realized losses to the extent they are deemed credit losses, with noncredit losses recorded in Other comprehensive income (loss). Once an other-than-temporary loss on a debt or equity security is realized, subsequent gains in the value of the security may not be recognized in income until the security is sold.

Goodwill and Branch Acquisition. Assets acquired and liabilities assumed are based on fair value estimates. Intangible assets include the excess of the purchase price over the fair value of net assets acquired. The core deposit intangible is amortized on a straight line basis over the estimated average life of the core deposit base of 10 years. The Company evaluates the valuation and amortization of the core deposit intangible asset if events occur that could result in possible impairment. Goodwill is evaluated for impairment at least annually, or more frequently as events or circumstances warrant.

Pension Liabilities. The Company's defined benefit pension obligation and net periodic benefit cost are actuarially determined based on the following assumptions: discount rate, current and estimated future return on plan assets, wage base rate, anticipated mortality rates, Consumer Price Index, and rate of increase in compensation levels. The determination of the pension benefit obligation and net periodic benefit cost are critical accounting estimates as they require the use of estimates and judgments related to the amount and timing of expected future cash outflows for benefit payments and cash inflows for maturities and returns on plan assets as well as Company contributions. Changes in estimates, assumptions and actual results could have a material impact to the Company's financial condition and/or results of operations.

Other. The Company also has other key accounting policies, which involve the use of estimates, judgments and assumptions, that are significant to understanding the Company's financial condition and results of operations, including

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the valuation of deferred tax assets, mortgage servicing rights, and other real estate owned (OREO). See FINANCIAL CONDITION and the subcaptions Allowance for Loan Losses, Investment Activities and Liability for Pension Benefits below. Although management believes that its estimates, assumptions and judgments are reasonable, they are based upon information presently available and can be impacted by events outside the control of the Company. Actual results may differ significantly from these estimates under different assumptions, judgments or conditions.

OVERVIEW

On March 17, 2011, Union Bank and Northway Bank, subsidiaries of the Company and Northway Financial, Inc., respectively, entered into a Purchase and Assumption Agreement relating to three New Hampshire branch offices of Northway Bank ("Northway"). The branch acquisitions received all required regulatory approvals and were completed on May 27, 2011. In the transaction, Union assumed deposit relationships, performing loans, branch cash, two banking facilities, and other assets as illustrated below. In accordance with the Agreement, Union paid a 6% premium on assumed deposits, loans were acquired at par, and the banking facilities were purchased at the most recent tax assessed value.

The May 27, 2011 acquisition-date estimated fair values of assets acquired and liabilities assumed were as follows:

Assets:	(Dollars in thousands)	
Cash	\$28,898	
Loans	33,612	
Bank premises and equipment	517	
Accrued interest receivable	197	
Identified intangible asset	1,708	
Goodwill	2,230	
Liabilities:		
Deposits	(67,015)
Accrued interest and other liabilities	(147)

The full earnings impact of the acquired assets and liabilities has not yet been fully felt in the Results of Operations due to the timing of the purchase well past mid-quarter, but assets and liabilities are reflected in the balance sheet as of June 30, 2011. The pre-tax branch acquisition expenses for the three months ended June 30, 2011 totaled \$307 thousand and year to date totaled \$345 thousand. The branch acquisition expenses for the three and six months ended June 30, 2011 are mainly legal, professional and marketing fees expended to facilitate the purchase of the three New Hampshire branches. There were also expenses incurred to replace customer checkbooks and branch supplies. Management believes that substantially all of the acquisition expenses have been incurred as of June 30, 2011 and any additional expenses will not be material to the Company's results of operations.

The Company's net income was \$1.0 million for the quarter ended June 30, 2011 compared to \$1.5 million for the quarter ended June 30, 2010, a decrease of \$495 thousand, or 32.4%. These results reflected the net effect of an increase in net interest income of \$47 thousand, or 1.0%, an increase of \$172 thousand, or 11.7%, in noninterest income, the branch acquisition expenses of \$307 thousand, an increase in other noninterest expenses of \$633 thousand, or 15.6%, an increase of \$60 thousand, or 66.7%, in the provision for loan losses and a \$286 thousand, or 60.2%, decrease in the provision for income taxes.

The Company continues to face a challenging low interest rate environment as the prime rate has remained unchanged at 3.25% for the last 30 months. Total interest income increased by \$13 thousand, or 0.2%, to \$5.73 million in the second quarter of 2011, versus total interest income of \$5.72 million in the second quarter of 2010, and that increase

was bolstered by the decrease in interest expense from \$1.04 million in 2010 to \$1.00 million in 2011, a decrease of \$34 thousand, or 3.3%, between periods. The result of the changes in interest income and interest expense was that net interest income for the second quarter of 2011 was \$4.73 million, up \$47 thousand, or 1.0%, from the second quarter of 2010 of \$4.69 million. During the second quarter of 2011, the Company's net interest margin decreased 37 basis points to 4.29%, from 4.66% for the second quarter of 2010. The Company's net interest spread decreased 34 basis points to 4.10% for the second quarter of 2011, compared to 4.44% for the same period last year. Further drops

in the prime rate and/or increases in competitors' deposit or market borrowing rates could be problematic if individual variable rate loan and investment instruments continue to reprice downward at a faster rate than the downward repricing of deposit products.

The \$172 thousand increase in noninterest income for the quarter was mainly due to the increase of \$120 thousand in net gains on sales of loans held for sale, from \$219 thousand for the quarter ended June 30, 2010 to \$339 thousand for the quarter ended June 30, 2011, even though the volume of loans sold to the secondary market to mitigate long term interest rate risk dropped from \$15.6 million in the second quarter of 2010 to \$13.7 million in the second quarter of 2011. The continuing volume of sales was driven by the sustained low long term mortgage rates, which create loan demand, as well as by the strong production from the loan production office in South Burlington, Vermont, which was opened in August 2010. There was also an increase of \$27 thousand, or 2.6%, in service fee income, which was mainly due to the increase in debit card and ATM income as well as an increase in loan servicing fees. These increases were partially offset by the decrease in overdraft fee income on deposit accounts. Trust income increased \$31 thousand for the three months ended June 30, 2011 compared to the similar period in 2010 as asset values continued to grow throughout the quarter.

Salaries and wages were higher by \$300 thousand, or 18.8%, for the second quarter of 2011 compared to the same period last year due to annual pay increases, the acquisition of three new branches in May 2011 and the opening of the South Burlington, Vermont loan production office in August 2010. Pension and employee benefits were up \$105 thousand, or 7.5%, due mainly to the increased costs of retirement plans due to the increased number of employees as well as to increased payroll and unemployment taxes. Net occupancy and equipment expenses are both up due to the increased number of banking locations and the higher costs of operating in 2011.

All other noninterest expenses were up \$165 thousand, or 12.3% which has numerous components, with the largest changes being the \$78 thousand increase in net other real estate owned (OREO) expense and a \$61 thousand increase in marketing costs due to outsourcing the function in the third quarter of 2010.

The Company's effective tax rate decreased to 15.5% for the three months ended June 30, 2011 from 23.7% for the same period in 2010, as tax exempt income increased and tax credits from low income housing partnership investments increased.

At June 30, 2011, the Company had total consolidated assets of \$513.6 million, including gross loans and loans held for sale ("total loans") of \$404.0 million, deposits of \$433.0 million, borrowed funds of \$32.6 million and stockholders' equity of \$41.9 million. The Company's total assets increased \$60.6 million, or 13.4%, to \$513.6 million at June 30, 2011, from \$453.0 million at December 31, 2010. A large portion of the increase was due to the New Hampshire branch acquisitions.

Net loans and loans held for sale increased a total of \$21.8 million, or 5.8%, to \$400.1 million, or 77.9%, of total assets at June 30, 2011, compared to \$378.3 million, or 83.5%, of total assets at December 31, 2010, including \$33.6 million in loans acquired with the branch acquisitions. Other than the acquisition of the loans, there was a net decrease in net loans and loans held for sale of \$11.8 million, which would have reflected the normal seasonal fluctuation due mainly to the effects of the annual municipal funding cycle in the State of Vermont where the vast majority of municipal borrowers pay off their annual line of credit.

Deposits increased \$56.3 million, or 14.9%, to \$433.0 million at June 30, 2011, from \$376.7 million at December 31, 2010, reflecting the acquisition of \$67.0 million in deposits, of which \$3.2 million were in the form of deposits linked to overnight collateralized repurchase sweeps. Again, other than the acquisition, there was a normal seasonal decrease in total deposits due to the municipal funding requirements in Vermont as municipalities and school districts utilize their deposits to pay down their annual line of credit at June 30 each year.

The Company's total capital increased from \$41.7 million at December 31, 2010 to \$41.9 million at June 30, 2011 . Capital ratios, while continuing to meet the regulatory guidelines for well capitalized, all dropped as of June 30, 2011 due to the branch acquisitions. The total risk based capital ratio at December 31, 2010 was 15.12% and had dropped to 12.63% at June 30, 2011 . The regulatory guideline for well capitalized is 10.0% and for minimum requirements is 8.0% .

Although nonperforming assets increased during the second quarter, the Company's asset quality remained strong, with June 30, 2011 total nonperforming assets at \$7.2 million, or 1.41% of total assets, compared to \$5.2 million, or 1.15% of total assets, at December 31, 2010 and \$6.0 million, or 1.40% of total assets, at June 30, 2010. The Company

has seen net recoveries of \$2 thousand and \$5 thousand for the three and six months ended June 30, 2011, respectively. The loan loss provision for the quarter ended June 30, 2011 was \$150 thousand, up from \$90 thousand for the same period in 2010. The higher provision was deemed by management to be appropriate in light of the increase in nonperforming loans, an increase in the qualitative reserve economic factor for residential, junior lien and construction portfolios, a change in the mix of the portfolio, and the outlook for future economic conditions.

The following unaudited per share information and key ratios depict several measurements of performance or financial condition for the three and six months ended or at June 30, 2011 and 2010, respectively:

	Three Months Ended or At June 30,		Six Months Ended or At June 30,		
	2011	2010	2011	2010	
Return on average assets (ROA) (1)	0.86	% 1.39	% 0.88	% 1.25	%
Return on average equity (ROE) (1)	9.93	% 14.64	% 9.94	% 13.27	%
Net interest margin (1)(2)	4.29	% 4.66	% 4.36	% 4.65	%
Efficiency ratio (3)	77.11	% 65.31	% 76.34	% 67.56	%
Net interest spread (4)	4.10	% 4.44	% 4.15	% 4.42	%
Loan to deposit ratio	93.30	% 99.03	% 93.30	% 99.03	%
Net loan charge-offs to average loans not held for sale (1)	—	0.04	% —	0.09	%
Allowance for loan losses to loans not held for sale (5)	1.01	% 1.01	% 1.01	% 1.01	%
Nonperforming assets to total assets (6)	1.41	% 1.40	% 1.41	% 1.40	%
Equity to assets	8.15	% 9.80	% 8.15	% 9.80	%
Total capital to risk weighted assets	12.63	% 15.78	% 12.63	% 15.78	%
Book value per share	\$9.39	\$9.40	\$9.39	\$9.40	
Earnings per share	\$0.23	\$0.34	\$0.46	\$0.62	
Dividends paid per share	\$0.25	\$0.25	\$0.50	\$0.50	
Dividend payout ratio (7)	108.70	% 73.53	% 108.70	% 80.65	%

(1) Annualized.

(2) The ratio of tax equivalent net interest income to average earning assets. See page 31 for more information.

The ratio of noninterest expense (\$5.0 million in 2011 and \$4.1 million in 2010) to tax equivalent net interest income (\$4.9 million in 2011 and \$4.8 million in 2010) and noninterest income (\$1.6 million in both 2011 and 2010) excluding securities gains (\$10 thousand in 2011 and \$0 in 2010) for the three months ended June 30, 2011

(3) and 2010, respectively. The ratio of noninterest expense (\$9.6 million in 2011 and \$8.2 million in 2010) to tax equivalent net interest income (\$9.7 million in 2011 and \$9.5 million in 2010) and noninterest income (\$3.0 million in 2011 and \$2.6 million in 2010) excluding securities gains (\$10 thousand in 2011 and \$0 in 2010) for the six months ended June 30, 2011 and 2010, respectively.

(4) The difference between the average rate earned on earning assets and the average rate paid on interest bearing liabilities. See page 31 for more information.

The net carrying amount of loans recorded at fair value from the branch acquisitions was \$33.0 million of the (5) June 30, 2011 loan portfolio. The allowance for loan losses to loans not purchased and not held for sale is 1.10% at June 30, 2011.

(6) Nonperforming assets are loans or investment securities that are in nonaccrual or 90 or more days past due as well as other real estate or assets owned.

(7) Cash dividends declared and paid per share divided by consolidated net income per share.

RESULTS OF OPERATIONS

Net Interest Income. The largest component of the Company's operating income is net interest income, which is the difference between interest and dividend income received from interest earning assets and the interest expense paid on interest bearing liabilities. The Company's net interest income increased \$47 thousand, or 1.1%, to \$4.73 million for the three months ended June 30, 2011, from \$4.69 million for the three months ended June 30, 2010. The net interest spread decreased 34 basis points to 4.10% for the three months ended June 30, 2011, from 4.44% for the three months ended June 30, 2010. The decrease in the net interest spread was primarily the result of the 49 basis point drop in average interest rates earned on interest earning assets from 5.66% for the quarter ended June 30, 2010 to 5.17% for the quarter ended June 30, 2011 as the New Hampshire branch acquisitions added deposits of \$67.0 million while adding net loans of \$33.6 million. The net interest margin for the second quarter of 2011 decreased 37 basis points to 4.29% from the 2010 comparison period at 4.66%, reflecting the change in the composition of assets during the second quarter of 2011 and the effect of a decrease in average interest rates earned on interest earning assets which was only partially offset by the decrease in the average interest paid on interest bearing liabilities.

Yields Earned and Rates Paid. The following table shows for the periods indicated the total amount of income recorded from average interest earning assets, the related average tax equivalent yields, the interest expense associated with average interest bearing liabilities, the related average rates paid, and the resulting tax equivalent net interest spread and margin. Yield and rate information is average information for the period, and is calculated by dividing the annualized tax equivalent income or expense item for the period by the average balance of the appropriate balance sheet item during the period. Net interest margin is annualized tax equivalent net interest income divided by average earning assets. Nonaccrual loans or investments are included in asset balances for the appropriate periods, but recognition of interest on such loans or investments is discontinued and any remaining accrued interest receivable is reversed in conformity with federal regulations. Averages for the three and six month periods ended June 30, 2011 include the interest-earning assets and interest-bearing liabilities acquired in the New Hampshire branch acquisition on May 27, 2011.

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	Three Months Ended June 30, 2011			2010			
	Average Balance	Interest Earned/ Paid	Average Yield/ Rate	Average Balance	Interest Earned/ Paid	Average Yield/ Rate	
(Dollars in thousands)							
Average Assets:							
Federal funds sold and overnight deposits	\$19,878	\$10	0.19	%\$10,839	\$4	0.14	%
Interest bearing deposits in banks	14,667	76	2.09	%20,024	110	2.20	%
Investment securities (1), (2)	33,338	258	3.50	%25,869	267	4.62	%
Loans, net (1), (3)	384,642	5,389	5.72	%355,569	5,340	6.13	%
FHLB of Boston stock (4)	1,922	1	0.30	%1,922	—	—	
Total interest earning assets (1)	454,447	5,734	5.17	%414,223	5,721	5.66	%
Cash and due from banks	5,270			4,905			
Premises and equipment	8,278			7,969			
Other assets	13,171			12,646			
Total assets	\$481,166			\$439,743			
Average Liabilities and Stockholders' Equity:							
NOW accounts	\$68,107	\$39	0.23	%\$61,876	\$36	0.23	%
Savings/money market accounts	136,396	153	0.45	%121,501	167	0.55	%
Time deposits	137,466	520	1.52	%129,382	553	1.71	%
Borrowed funds	30,647	290	3.70	%26,603	280	4.16	%
Total interest bearing liabilities	372,616	1,002	1.07	%339,362	1,036	1.22	%
Noninterest bearing deposits	61,321			53,001			
Other liabilities	5,696			5,695			
Total liabilities	439,633			398,058			
Stockholders' equity	41,533			41,685			
Total liabilities and stockholders' equity	\$481,166			\$439,743			
Net interest income		\$4,732			\$4,685		
Net interest spread (1)			4.10	%		4.44	%
Net interest margin (1)			4.29	%		4.66	%

(1) Average yields reported on a tax equivalent basis using a marginal tax rate of 34%.

(2) Average balances of investment securities are calculated on the amortized cost basis and include nonaccrual securities, if applicable.

(3) Includes loans held for sale as well as nonaccrual loans, unamortized costs and unamortized premiums and is net of the allowance for loan losses.

(4) Dividends on the Federal Home Loan Bank (FHLB) of Boston stock were suspended effective the fourth quarter of 2008 and resumed during the first quarter of 2011.

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	Six Months Ended June 30, 2011			2010			
	Average Balance	Interest Earned/ Paid	Average Yield/ Rate	Average Balance	Interest Earned/ Paid	Average Yield/ Rate	
(Dollars in thousands)							
Average Assets:							
Federal funds sold and overnight deposits	\$17,119	\$16	0.18	%\$10,834	\$8	0.14	%
Interest bearing deposits in banks	13,997	152	2.20	%20,469	232	2.28	%
Investment securities (1), (2)	28,653	476	3.78	%24,847	527	4.75	%
Loans, net (1), (3)	379,178	10,585	5.73	%353,935	10,598	6.14	%
FHLB of Boston stock (4)	1,922	3	0.30	%1,922	—	—	
Total interest earning assets (1)	440,869	11,232	5.25	%412,007	11,365	5.67	%
Cash and due from banks	5,348			5,072			
Premises and equipment	8,052			7,943			
Other assets	12,700			12,839			
Total assets	\$466,969			\$437,861			
Average Liabilities and Stockholders' Equity:							
NOW accounts	\$64,832	\$70	0.22	%\$60,461	\$69	0.23	%
Savings/money market accounts	130,665	297	0.46	%117,840	320	0.55	%
Time deposits	133,573	1,018	1.54	%130,326	1,140	1.76	%
Borrowed funds	30,061	578	3.80	%28,175	563	3.97	%
Total interest bearing liabilities	359,131	1,963	1.10	%336,802	2,092	1.25	%
Noninterest bearing deposits	60,993			53,746			
Other liabilities	5,399			5,950			
Total liabilities	425,523			396,498			
Stockholders' equity	41,446			41,363			
Total liabilities and stockholders' equity	\$466,969			\$437,861			
Net interest income		\$9,269			\$9,273		
Net interest spread (1)			4.15	%		4.42	%
Net interest margin (1)			4.36	%		4.65	%

(1) Average yields reported on a tax equivalent basis using a marginal tax rate of 34%.

(2) Average balances of investment securities are calculated on the amortized cost basis and include nonaccrual securities, if applicable.

(3) Includes loans held for sale as well as nonaccrual loans, unamortized costs and unamortized premiums and is net of the allowance for loan losses.

(4) Dividends on the Federal Home Loan Bank (FHLB) of Boston stock were suspended effective the fourth quarter of 2008 and resumed during the first quarter of 2011.

Tax exempt interest income amounted to \$303 thousand and \$298 thousand for the three months ended June 30, 2011 and 2010, respectively and \$599 thousand and \$553 thousand for the six months ended June 30, 2011 and 2010, respectively. The following table presents the effect of tax exempt income on the calculation of the net interest margin, using a marginal tax rate of 34% for 2011 and 2010:

	For The Three Months Ended		For the Six Months Ended	
	June 30, 2011	2010	June 30, 2011	2010
	(Dollars in thousands)			
Net interest income as presented	\$4,732	\$4,685	\$9,269	\$9,273
Effect of tax-exempt interest				
Investment securities	53	31	101	62
Loans	147	95	294	172
Net interest income, tax equivalent	\$4,932	\$4,811	\$9,664	\$9,507

Rate/Volume Analysis. The following tables describe the extent to which changes in average interest rates (on a fully tax-equivalent basis) and changes in volume of average interest earning assets and interest bearing liabilities have affected the Company's interest income and interest expense during the periods indicated. For each category of interest earning assets and interest bearing liabilities, information is provided on changes attributable to:

- changes in volume (change in volume multiplied by prior rate);
- changes in rate (change in rate multiplied by prior volume); and
- total change in rate and volume.

Changes attributable to both rate and volume have been allocated proportionately to the change due to volume and the change due to rate.

	Three Months Ended June 30, 2011 Compared to Three Months Ended June 30, 2010 Increase/(Decrease) Due to Change In		
	Volume	Rate	Net
	(Dollars in thousands)		
Interest earning assets:			
Federal funds sold and overnight deposits	\$5	\$1	\$6
Interest bearing deposits in banks	(29)	) (5	) (34
Investment securities	75	(84	) (9
Loans, net	428	(379	) 49
FHLB of Boston stock	—	1	1
Total interest earning assets	\$479	\$(466	) \$13
Interest bearing liabilities:			
NOW accounts	\$3	\$—	\$3
Savings/money market accounts	19	(33	) (14
Time deposits	34	(67	) (33
Borrowed funds	41	(31	) 10
Total interest bearing liabilities	\$97	\$(131) \$(34
Net change in net interest income	\$382	\$(335) \$47

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	Six Months Ended June 30, 2011 Compared to Six Months Ended June 30, 2010 Increase/(Decrease) Due to Change In		
	Volume	Rate	Net
Interest earning assets:			
Federal funds sold and overnight deposits	\$6	\$2	\$8
Interest bearing deposits in banks	(71)	) (9	) (80
Investment securities	82	(133	) (51
Loans, net	733	(746	) (13
FHLB of Boston stock	—	3	3
Total interest earning assets	\$750	\$(883	) \$(133
Interest bearing liabilities:			
NOW accounts	\$5	\$(4	) \$1
Savings/money market accounts	33	(56	) (23
Time deposits	27	(149	) (122
Borrowed funds	38	(23	) 15
Total interest bearing liabilities	\$103	\$(232	) \$(129
Net change in net interest income	\$647	\$(651	) \$(4

Three Months Ended June 30, 2011, Compared to Three Months Ended June 30, 2010.

Interest and Dividend Income. The Company's interest and dividend income remained flat at \$5.7 million for the three months ended June 30, 2011 compared to the same period last year, despite an increase in average earning assets of \$40.2 million, or 9.7%, to \$454.4 million, from \$414.2 million for the three months ended June 30, 2010. The positive effect on interest income resulting from the rise in the average volume of earning assets was more than offset by the lower rates earned on interest bearing deposits in banks, investment securities and loans in the second quarter of 2011 versus 2010. The continuing low interest rate environment and the acquisition of 3 branches in New Hampshire on May 27, 2011 that added \$33.6 million in loans while receiving \$28.9 million in cash to be invested led to lower yields in the quarter ended June 30, 2011. Interest income on loans increased \$49 thousand, or 0.9%, to \$5.4 million for the second quarter of 2011 versus \$5.3 million for the 2010 comparison period, in conjunction with an increase of \$29.1 million in average loan volume between periods. Average loans approximated \$384.6 million at an average yield of 5.72% for the three months ended June 30, 2011, up \$29.1 million from an average of \$355.6 million at an average yield of 6.13% for the three months ended June 30, 2010. The branch acquisitions accounted for approximately \$11.4 million of the increase in average loans for the quarter ended June 30, 2011. The increase in average loan volume was more than offset by a 41 basis point decrease in average yield.

The Company has continued to manage interest rate risk by selling low rate qualified residential mortgages originated during 2011 to the secondary market and has benefited from the sale of these mortgages, with net gains of \$339 thousand on residential and commercial real estate loan sales of \$13.7 million for the quarter ended June 30, 2011, compared to net gains of \$219 thousand on loan sales of \$15.6 million during the same period last year.

The average balance of investments (including mortgage-backed securities) increased \$7.5 million, or 28.9%, to \$33.3 million for the three months ended June 30, 2011, from \$25.9 million for the three months ended June 30, 2010. The average balance invested in interest bearing deposits in banks for the quarter was \$14.7 million, down \$5.4 million, or 26.8%, from the average level of \$20.0 million for the 2010 comparison period. The average balance of federal funds sold and overnight deposits increased \$9.0 million, or 83.4%, to \$19.9 million for the three months ended June 30, 2011, from \$10.8 million for the three months ended June 30, 2010 as cash acquired in the branch acquisitions was put

into interest earning assets. Interest income from average nonloan instruments decreased \$36 thousand, or 9.4%, between periods, with \$345 thousand for the second quarter of 2011 versus \$381 thousand for the same period of 2010, reflecting the decreases in average yields on interest bearing deposits and investment securities partially offset by the overall increase in average nonloan instrument volume.

Interest Expense. The Company's interest expense decreased \$34 thousand, or 3.3%, to \$1.00 million for the three months ended June 30, 2011, from \$1.04 million for the three months ended June 30, 2010. The decrease was primarily attributable to lower rates paid on all interest bearing liabilities.

Interest expense on deposits decreased \$44 thousand, or 5.8%, to \$712 thousand for the quarter ended June 30, 2011, from \$756 thousand for the quarter ended June 30, 2010. Competition for deposits has remained strong. Average interest bearing deposits for the quarter ended June 30, 2011 increased \$29.2 million, or 9.3%, to \$342.0 million compared to average interest bearing deposits of \$312.8 million for the same period last year. This increase reflects the overall growth in the franchise, the purchase of \$60.2 million in interest bearing deposits (approximately \$20.5 million on average for the quarter ended June 30, 2011) with the acquisition of the three New Hampshire branches, as well as the impact of higher FDIC insurance coverage and the continuing uncertainty surrounding the financial markets as customers retain cash in lieu of other investments. Average time deposits increased to \$137.5 million for the three months ended June 30, 2011, from \$129.4 million for the three months ended June 30, 2010, or increase of \$8.1 million, or 6.2% (time deposits acquired averaged \$9.2 million). The average rate paid on time deposits during the second quarter of 2011 decreased 19 basis points, to 1.52% from 1.71% for the second quarter of 2010. The average balances for money market and savings accounts increased \$14.9 million, or 12.3%, to \$136.4 million for the three months ended June 30, 2011, from \$121.5 million for the three months ended June 30, 2010 (money market and savings accounts acquired averaged \$6.3 million). The average rate paid on money market and savings deposits dropped from 0.55% to 0.45%. A \$6.2 million, or 10.1%, increase in NOW accounts brought the average balance up to \$68.1 million from \$61.9 million between the two comparison periods (NOW accounts acquired averaged \$5.0 million). The average rate paid on NOW accounts remained consistent at 0.23% for both periods.

Interest expense on borrowed funds increased \$10 thousand or 3.6% to \$290 thousand for the for the three months ended June 30, 2011, from \$280 thousand for the three months ended June 30, 2010. Average borrowed funds increased \$4.0 million, or 15.2%, to \$30.6 million for for the three months ended June 30, 2011 compared to \$26.6 million for the three months ended June 30, 2010. Customer overnight collateralized repurchase sweeps accounted for \$2.1 million of the increase and testing of contingency funding plans through short-term borrowings accounted for the majority of the remainder of the increase. The average rate paid on borrowings dropped from 4.16% for the three months ended June 30, 2010 to 3.70% for the three months ended June 30, 2011, as the borrowing rates paid on customer repurchase sweeps and short-term funding was lower than the longer-term borrowings outstanding.

Provision for Loan Losses. There was a \$150 thousand loan loss provision for the quarter ended June 30, 2011 compared to a \$90 thousand loan loss provision for the quarter ended June 30, 2010. Although improvement in travel and tourism industry sales has been reported during 2011 in comparison to 2010, the industry has not rebounded to pre-recession levels and the impact of the decline in revenue during the last two years is still evident in the local market. Nonperforming loans increased by \$1.2 million between June 30, 2010 and June 30, 2011, while loans specifically reserved for increased by approximately \$581 thousand between periods. Between December 31, 2010 and June 30, 2011, nonperforming loans increased by \$2.8 million and loans specifically reserved for increased approximately \$791 thousand. The qualitative review of the allowance for loan losses during the first quarter 2011 resulted in the economic reserve factors assigned to the residential, junior lien and construction portfolios being increased by 5 basis points. The higher provision in the second quarter of 2011 was deemed appropriate by management in light of the increase in nonperforming loans, as well as the change in reserve factors, the change in the mix of the portfolio and current economic conditions. For further details, see FINANCIAL CONDITION Allowance for Loan Losses and Asset Quality below.

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Noninterest Income. The following table sets forth changes from the second quarter of 2010 to the second quarter of 2011 for components of noninterest income:

	For The Three Months Ended June 30,			
	2011	2010	\$ Variance	% Variance
	(Dollars in thousands)			
Trust income	\$139	\$108	\$31	28.7
Service fees	1,047	1,020	27	2.6
Net gains on sales of loans held for sale	339	219	120	54.8
Other income	112	128	(16)	(12.5)
Subtotal	1,637	1,475	162	11.0
Net gains on sales of investment securities available-for-sale	10	—	10	—
Total noninterest income	\$1,647	\$1,475	\$172	11.7

Noninterest income net of gains, losses and write-downs on investment securities available-for-sale was \$1.6 million, or 22.2%, of total income for the three months ended June 30, 2011 versus \$1.5 million, or 20.5%, of total income for the three months ended June 30, 2010. This increase between years reflected the effect of higher income in all noninterest income categories except other income.

Trust income. Trust income increased by \$31 thousand, or 28.7%, between the quarters ended June 30, 2011 and June 30, 2010, as dollars in managed and nonmanaged fiduciary accounts grew by 4.2% and 3.8%, respectively, between June 30, 2010 and 2011. Fees are normally charged on asset values.

Service fees. Service fees increased \$27 thousand, or 2.6%, between the second quarter of 2010 and the second quarter of 2011. The increase was due in large part to the growth in debit card and ATM fees resulting from the growth in the volume of electronic transactions. There was also an increase in loan servicing fees between years due to the increased volume of residential mortgage loans serviced. These increases were partially offset by the decrease in overdraft fee income on deposit accounts.

Net gains on sales of loans held for sale. Residential and commercial real estate loans totaling \$13.7 million were sold for a net gain of \$339 thousand during the second quarter of 2011, versus loan sales of \$15.6 million for a net gain of \$219 thousand during the second quarter of 2010. While the volume of loans sold to mitigate low long term mortgage rates dropped \$1.9 million, or 12.2%, between periods, the net gains rose 54.8%, reflecting the effect of the new loan production office in Chittenden County which opened in August 2010 and the introduction of new jumbo and government sponsored loan programs to Union's product line.

Noninterest Expense. The following table sets forth changes from the second quarter of 2010 to the second quarter of 2011 for components of noninterest expense:

	For The Three Months Ended June 30,			
	2011	2010	\$ Variance	% Variance
	(Dollars in thousands)			
Salaries and wages	\$1,892	\$1,592	\$300	18.8
Pension and employee benefits	779	674	105	15.6
Occupancy expense, net	261	221	40	18.1
Equipment expense	267	244	23	9.4
Branch acquisition expenses	307	—	307	—
Expenses of OREO and other assets owned, net	121	48	73	152.1
Vermont franchise tax	107	103	4	3.9
FDIC insurance assessment	87	125	(38)	(30.4)
Equity in losses of affordable housing investments	130	106	24	22.6

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Other expenses	1,058	956	102	10.7
Total noninterest expense	\$5,009	\$4,069	\$940	23.1

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Salaries and wages. The \$300 thousand increase in 2011 over 2010 was due primarily to normal annual salary increases, the opening in August 2010 of a new loan production office in South Burlington, Vermont and the acquisition of three branches with staff in May 2011.

Pension and employee benefits. Expense for the defined benefit pension plan was \$208 thousand for the second quarter of 2011 compared to \$177 for the second quarter of 2010, an increase of \$31 thousand, or 17.7%. There was an increase of only \$13 thousand, or 4.5%, in the Company's medical costs from \$296 thousand for the second quarter of 2010, to \$306 thousand for the second quarter of 2011. Employer payroll taxes were \$182 thousand for the second quarter of 2011 up from \$125 thousand for the second quarter of 2010, an increase of \$56 thousand, or 44.9%. A portion of the increase is due to the increased salaries and wages and the remainder is due to the increase in state and federal unemployment taxes which increased \$20 thousand, or 143.4% between years.

Occupancy expense, net. The increase between years is mainly due to the addition of the leased space in August 2010 for the South Burlington loan production office, the cost of three additional branch locations starting May 27, 2011 as well as the higher fuel and utility costs.

Equipment expense. The increase between years is mainly due to the increase in software licenses and maintenance contracts expense, from \$79 thousand for the second quarter of 2010 to \$91 thousand for the second quarter of 2011.

Branch acquisition expenses. The branch acquisition expenses for the three months ended June 30, 2011 are mainly legal, professional and marketing fees expended to facilitate the purchase of the three New Hampshire branches. There were also expenses incurred to replace customer checkbooks and branch supplies.

Expenses of OREO and other assets owned, net. Expenses for the three months ended June 30, 2011 included \$105 thousand in the write-down of value of one OREO property to its fair market value less estimated costs to sell, while the expenses for the three months ended June 30, 2010 and did not include any write-downs.

FDIC insurance assessment: The decrease in assessment for the three months ended June 30, 2011 was due to a change in the assessment formula which had been previously based on total deposits and effective April 1, 2011 was changed to a net assets base.

Other expenses. Outsourcing the marketing function beginning in the third quarter of 2010 added \$61 thousand in related expenses to the second quarter of 2011 compared to the same period last year. Upgraded data and phone communication lines in 2010 and continuing through the second quarter of 2011 added \$26 thousand in expenses. Increased expense related to an increase in utilization of ATM and debit cards was \$41 thousand higher in the second quarter of 2011. The 2010 results include a \$41 thousand penalty on the early payoff of a FHLB of Boston advance.

Income Tax Expense. The Company has provided for current and deferred federal income taxes for the quarters ended June 30, 2011 and 2010. The Company's provision for income taxes was \$189 thousand for the three months ended June 30, 2011, compared to \$475 thousand for the same period in 2010. The Company's effective tax rate decreased to 15.5% for the three months ended June 30, 2011, from 23.7% for the same period in 2010 as tax exempt interest income increased slightly to \$303 thousand for the second quarter of 2011 versus \$298 thousand for the second quarter of 2010 and tax credits recorded from investments in affordable housing projects increased to \$114 thousand for the second quarter of 2011 versus \$95 thousand for the second quarter of 2010.

Six Months Ended June 30, 2011, Compared to Six Months Ended June 30, 2010.

Interest and Dividend Income. The Company's interest and dividend income decreased \$133 thousand, or 1.2%, to \$11.2 million for the six months ended June 30, 2011, from \$11.4 million for the same period last year, despite an increase in average earning assets of \$28.9 million, or 7.0%, to \$440.9 million from \$412.0 million for the six months ended June 30, 2010. The positive effect on interest income resulting from the rise in the average volume of earning assets was more than offset by the lower rates earned on interest bearing deposits in banks, investment securities and loans in the first half of 2011 versus 2010. Interest income on loans decreased \$13 thousand despite an increase of \$25.2 million in average loan volume between periods. Average loans approximated \$379.2 million at an average yield of 5.73% for the six months ended June 30, 2011, up from an average of \$353.9 million at an average yield of 6.14% for the six months ended June 30, 2010. The increase in average loan volume, which included average loans acquired of \$5.7 million, was more than offset by the 41 basis point decrease in average yield.

The Company has continued to manage interest rate risk by selling low rate qualified residential mortgages originated during 2011 to the secondary market and has benefited from the sale of these mortgages, with net gains of \$507 thousand on residential and commercial real estate loan sales of \$30.4 million for the six months ended June 30, 2011, compared to net gains of \$267 thousand on loan sales of \$23.8 million during the same period last year.

The average balance of investments (including mortgage-backed securities) increased \$3.8 million, or 15.3%, to \$28.7 million for the six months ended June 30, 2011, from \$24.8 million for the six months ended June 30, 2010. The average balance invested in interest bearing deposits in banks for the first half of 2011 was \$14.0 million, down \$6.5 million, or 31.6%, from the 2010 average level of \$20.5 million. The average balance of federal funds sold and overnight deposits increased \$6.3 million, or 58.0%, to \$17.1 million for the six months ended June 30, 2011, from \$10.8 million for the six months ended June 30, 2010. Interest income from average nonloan instruments decreased \$120 thousand, or 15.6%, between periods, with \$647 thousand for the first half of 2011 versus \$767 thousand for the same period of 2010, reflecting the decreases in average yields on interest bearing deposits and investment securities despite the \$3.6 million, or 6.2% overall increase in average nonloan instrument volume.

Interest Expense. The Company's interest expense decreased \$129 thousand, or 6.2%, to \$2.0 million for the six months ended June 30, 2011, from \$2.1 million for the six months ended June 30, 2010. The decrease was attributable to lower rates on all interest bearing liabilities even though average balances rose in all categories for the six months ended June 30, 2011.

Interest expense on deposits decreased \$144 thousand, or 9.4% to \$1.4 million for the six months ended June 30, 2011, from \$1.5 million for the six months ended June 30, 2010. Competition for deposits remained strong. Average interest bearing deposits for the six months ended June 30, 2011 increased \$20.4 million, or 6.6%, to \$329.1 million, including an increase of \$10.3 million attributable to the branch acquisitions on May 27, 2011, compared to average interest bearing deposits of \$308.6 million for the same period last year. Average time deposits increased to \$133.6 million for the six months ended June 30, 2011, from \$130.3 million for the six months ended June 30, 2010, or an increase of \$3.2 million, or 2.5%. The acquired average time deposits were \$4.6 million. The average rate paid on time deposits during the first half of 2011 decreased 22 basis points, to 1.54% from 1.76% for the first half of 2010. The average balances for money market and savings accounts increased \$12.8 million, or 10.9%, to \$130.7 million for the six months ended June 30, 2011, from \$117.8 million for the six months ended June 30, 2010. The acquired average money market and savings accounts were \$3.2 million. The average rate paid on money market and savings accounts dropped from 0.55% to 0.46%. A \$4.4 million, or 7.23%, increase in NOW accounts brought the average balance up to \$64.8 million from \$60.5 million between the two comparison periods. The acquired average NOW accounts were \$2.5 million. The average rate paid on NOW accounts dropped to 0.22% from 0.23% between periods.

Provision for Loan Losses. There was a \$300 thousand loan loss provision for the six months ended June 30, 2011 compared to a \$180 thousand loan loss provision for the six months ended June 30, 2010. Although improvement in travel and tourism industry sales has been reported during 2011 in comparison to 2010, the industry has not rebounded to pre-recession levels and the impact of the decline in revenue during the last two years is still evident in the local market. Nonperforming loans increased by \$1.2 million between June 30, 2010 and June 30, 2011, while loans specifically reserved for increased by approximately \$581 thousand between periods. Between December 31, 2010 and June 30, 2011, nonperforming loans increased by \$2.8 million and loans specifically reserved for increased approximately \$791 thousand. The qualitative review of the allowance for loan losses during the first quarter 2011, resulted in the economic reserve factors assigned to the residential, junior lien and construction portfolios being increased by 5 basis points. The higher provision in the first half of 2011 was deemed appropriate by management in light of the increase in nonperforming loans, as well as the change in reserve factors, the change in the mix of the portfolio and current economic conditions. For further details, see FINANCIAL CONDITION Allowance for Loan Losses and Asset Quality below.

Noninterest Income. The following table sets forth changes from the first half of 2010 to the first half of 2011 for components of noninterest income:

	For The Six Months Ended June 30,			
	2011	2010	\$ Variance	% Variance
	(Dollars in thousands)			
Trust income	\$271	\$217	\$54	24.9
Service fees	2,053	1,984	69	3.5
Net gains on sales of loans held for sale	507	267	240	89.9
Other income	207	172	35	20.3
Subtotal	\$3,038	\$2,640	\$398	15.1
Net gains on sales of investment securities available-for-sale	\$10	\$—	\$10	—
Total noninterest income	\$3,048	\$2,640	\$408	15.5

Noninterest income net of gains, losses and write-downs on investment securities available-for-sale was \$3.0 million, or 21.3%, of total income for the six months ended June 30, 2011 versus \$2.6 million, or 18.9%, of total income for the six months ended June 30, 2010. This increase between years reflected the effect of higher income in all noninterest income categories.

Trust income. Trust income increased by \$54 thousand, or 24.9%, between the six months ended June 30, 2011 and June 30, 2010, as dollars in managed and nonmanaged fiduciary accounts grew by 4.2% and 3.8%, respectively, between June 30, 2010 and 2011. Fees are normally charged on asset values.

Service fees. Service fees increased \$69 thousand, or 3.5%, between the first half of 2010 and the first half of 2011. The increase was due in large part to the \$93 thousand, or 14.5%, growth in debit card and ATM fees resulting from the growth in the volume of electronic transactions. There was also an increase in loan servicing fees of \$38 thousand, or 17.9%, between years due to the increased volume of residential mortgage loans serviced, as well as increases in income from both merchant and credit card programs as commercial customers' electronic transactions increased. These increases were partially offset by the \$91 thousand, or 12.8%, decrease in overdraft and service fee income on deposit accounts.

Net gains on sales of loans held for sale. Residential and commercial real estate loans totaling \$30.4 million were sold for a net gain of \$507 thousand during the first half of 2011, versus sales of \$23.8 million for a net gain of \$267 thousand during the first half of 2010. The volume of loans sold to mitigate low long-term mortgage rates continued to be high in 2011 as the new loan production office in Chittenden County continued to increase loans generated for sale and interest rates remained historically low.

Other income. Other income increased \$35 thousand, or 20.3%, which was mainly due to income recognized in the first half of 2011 from utilization of Vermont state tax credits.

Noninterest Expense. The following table sets forth changes from the first half of 2010 to the first half of 2011 for components of noninterest expense:

	For The Six Months Ended June 30,			
	2011	2010	\$ Variance	% Variance
	(Dollars in thousands)			
Salaries and wages	\$3,622	\$3,157	\$465	14.7
Pension and employee benefits	1,596	1,434	162	11.3
Occupancy expense, net	551	476	75	15.8
Equipment expense	563	492	71	14.4
Branch acquisition expenses	345	—	345	—
Expenses of OREO and other assets owned, net	193	138	55	39.9
Vermont franchise tax	212	206	6	2.9
FDIC insurance assessment	212	258	(46)	(17.8)
Equity in losses of affordable housing investments	237	213	24	11.3
Other expenses	2,058	1,780	278	15.6
Total noninterest expense	\$9,589	\$8,154	\$1,435	17.6

Salaries and wages. The \$465 thousand increase in 2011 over 2010 was due primarily to normal annual salary increases, the opening in August 2010 of a new loan production office in South Burlington, Vermont and the addition of branch staff at the three branches acquired in May 2011.

Pension and employee benefits. Expense for the defined benefit pension plan was \$416 thousand for the first six months of 2011 and \$384 thousand for the first six months of 2010. There was an increase of \$48 thousand, or 8.2%, in the Company's medical costs from \$590 thousand for the first half of 2010, to \$638 thousand for the first half of 2011, as the cost of the plan increased 8.2% between years mainly due to more employees and family members participating in the plan in 2011, including some of the employees at the loan production office opened in August 2010 and employees' children between the ages of 18 and 26 regardless of their student or marital status due to the federal health care reform law. Employer payroll taxes also increased for the six months ended June 30, 2011 by \$77 thousand to \$369 thousand from \$293 thousand for the six months ended June 30, 2010 reflecting the increase in salaries and wages, as well as an increase of \$41 thousand in state and federal unemployment taxes.

Occupancy expense, net. The increase between years is mainly due to the addition of the leased space in August 2010 for the loan production office, the addition of three additional branches in May 2011 as well as the higher fuel and utility costs.

Equipment expense. The increase between years is due to the increase in depreciation expense from \$203 thousand for the first half of 2010 to \$231 thousand for the first half of 2011, as well as increased costs from \$269 thousand to \$318 thousand for software licenses and hardware maintenance contracts.

Branch acquisition expenses. The branch acquisition expenses for the six months ended June 30, 2011 are mainly legal, professional and marketing fees expended to facilitate the purchase of the three New Hampshire branches. There were also expenses incurred to replace customer checkbooks and branch supplies.

Expenses of OREO and other assets owned, net. Expenses for the six months ended June 30, 2011 included \$147 thousand in the write-down of value of three OREO properties to their fair market value less estimated costs to sell, while the expenses for the six months ended June 30, 2010 did not include any write-downs.

FDIC insurance assessment: The decrease in assessment for the six months ended June 30, 2011 was due to a change in the assessment formula which had been previously based on total deposits and effective April 1, 2011 was changed

to a net assets base.

Other expenses. Outsourcing the marketing function beginning in the third quarter of 2010 added \$125 thousand in related expenses for the six months ended June 30, 2011 over the six months ended June 30, 2010. Upgraded data and phone communication lines in 2010 and continuing through the first half of 2011 added \$62 thousand in communication expenses. ATM and Debit Card expenses were also higher for the six months ended June 30, 2011

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by \$70 thousand, as both customers and noncustomers increased their usage of these electronic forms of access to their funds. Professional fees for the first six months of 2011 included \$39 thousand for a consultant to review the Company's compensation package. The 2010 results included a \$41 thousand penalty on the early payoff of a FHLB of Boston advance.

Income Tax Expense. The Company has provided for current and deferred federal income taxes for the six months ended June 30, 2011 and 2010. The Company's provision for income taxes was \$369 thousand for the six months ended June 30, 2011, compared to \$834 thousand for the same period in 2010. The Company's effective tax rate decreased to 15.2% for the six months ended June 30, 2011, from 23.3% for the same period in 2010 as tax exempt interest income increased to \$599 thousand for the first half of 2011 versus \$553 thousand for the first half of 2010 and tax credits recorded from investments in affordable housing projects increased to \$204 thousand for the first half of 2011 versus \$190 thousand for the first half of 2010, as well as a \$43 thousand reduction in income tax expense related to an adjustment for the tax treatment of limited housing partnerships.

FINANCIAL CONDITION

At June 30, 2011, the Company had total consolidated assets of \$513.6 million, including gross loans and loans held for sale ("total loans") of \$404.0 million, deposits of \$433.0 million and stockholders' equity of \$41.9 million. The Company's total assets increased \$60.6 million, or 13.4%, to \$513.6 million at June 30, 2011, from \$453.0 million at December 31, 2010. A large portion of the increase was due to the acquisition of the three New Hampshire branches on May 27, 2011. Net loans and loans held for sale increased a total of \$21.8 million, or 5.8%, to \$400.1 million, or 77.9%, of total assets at June 30, 2011, including \$33.6 million of loans acquired with the branch acquisitions, compared to \$378.3 million, or 83.5%, of total assets at December 31, 2010. Other than the acquisition of the loans, there was a net decrease in net loans and loans held for sale of \$11.8 million, which would have reflected the normal seasonal fluctuation due mainly to the effects of the annual municipal funding cycle in the State of Vermont where the vast majority of municipal borrowers pay off their annual line of credit.

Deposits increased \$56.3 million, or 14.9%, to \$433.0 million at June 30, 2011, from \$376.7 million at December 31, 2010, with total deposits acquired of \$67.0 million, including \$3.2 million of deposits linked to overnight collateralized repurchase sweeps. Again, other than the branch acquisitions, there was a normal seasonal decrease in total deposits due to the municipal funding requirements in Vermont as the municipalities and school districts utilize their deposits to pay down their annual line of credit. Noninterest bearing deposits increased \$350 thousand, or 0.5%, from \$64.5 million at December 31, 2010 to \$64.9 million at June 30, 2011, including \$3.5 million of acquired deposits. Interest bearing deposits increased \$47.5 million, or 26.4%, from \$180.4 million at December 31, 2010 to \$227.9 million at June 30, 2011, including \$33.5 million of acquired deposits. Time deposits increased \$8.4 million, or 6.4%, from \$131.7 million at December 31, 2010, to \$140.2 million at June 30, 2011 including \$26.8 million acquired deposits. (See average balances and rates in the Yields Earned and Rates Paid table on page 33.)

The continuing low interest rate environment and aggressive rate competition from in-market and out-of-market financial institutions makes deposit accounts increasingly hard to attract and retain. Noninterest bearing deposit account relationships are especially difficult to develop due to the customer's anticipated cost and inconvenience associated with new checks, debit cards, direct deposits and automated clearing house transaction changes. Therefore, the branch acquisitions with total deposits of \$67.0 million, including \$3.5 million in noninterest bearing deposits, in markets contiguous to Union's, are viewed by management and the Board of Directors as a strong strategic move for the Company. Deposits at the acquired branches grew to \$70.5 million at June 30, 2011.

Total borrowings increased \$3.6 million, or 12.4%, at June 30, 2011, from \$29.0 million at December 31, 2010 to \$32.6 million at June 30, 2011, mainly due to \$6.1 million in customer overnight collateralized repurchase sweeps at June 30, 2011 whose addition was partially offset by a payoff of a \$2 million short-term FHLB of Boston advance

outstanding at December 31, 2010 and normal monthly payments on amortizing advances at the FHLB of Boston. (See Borrowings on page 50.)

Total stockholders' equity increased \$125 thousand to \$41.9 million at June 30, 2011 from \$41.7 million at December 31, 2010. This increase reflects net income of \$2.1 million for the first six months of 2011, the issuance of 1,500 shares of common stock totaling \$26 thousand due to the exercise of 1,500 incentive stock options, and the \$267 thousand positive change in accumulated other comprehensive loss, less the regular cash dividends paid of \$2.2 million (See Capital Resources on page 56.)

Loans Held for Sale and Loan Portfolio. Total loans (including loans held for sale) increased \$22.1 million, or 5.8%, to \$404.0 million from \$381.9 million at December 31, 2010. This increase is primarily the result of the branch acquisitions with the net carrying amount of the loans acquired representing \$33.0 million of the total June 30, 2011 loan portfolio. The increase from the acquisitions was partially offset by the seasonal payoff of approximately \$13.8 million of municipal loans on June 30, 2011. In the beginning of July 2011, approximately \$20.4 million of new municipal loans were booked as the municipalities' and school districts' new fiscal year began. At June 30, 2011, the Company's \$404.0 million total loan portfolio represented 78.7% of assets, up in dollars but down in percentage from \$381.9 million, or 84.3% of assets at December 31, 2010 and up in dollars but down in percentage from \$350.9 million, or 82.0% of assets at June 30, 2010. The Company's loans primarily consist of adjustable-rate and fixed-rate mortgage loans secured by one-to-four family, multi-family residential or commercial real estate. Real estate secured loans represented \$355.1 million, or 87.9%, of total loans at June 30, 2011 and \$323.8 million, or 84.8%, of total loans at December 31, 2010. Average net loans (including loans held for sale) were \$353.9 million for the first half of 2010 and increased \$25.2 million, or 7.1%, to \$379.2 million for the first half of 2011. The average balance of the loans acquired in the branch acquisition for the first half of 2011 was \$5.7 million. The Company sold \$30.4 million of residential mortgage loans and a commercial real estate loan held for sale during the first half of 2011, resulting in a net gain on sale of loans of \$507 thousand, compared with loan sales of \$23.8 million and related net gain on sale of loans of \$267 thousand for the first half of 2010. While competition for good loans is strong, the Company has been able to originate loans to both current and new customers while maintaining credit quality. Consumer loan demand was steady during the first couple of months of 2011, slowed going into the second quarter of 2011 and picked back up later in the second quarter. Commercial and construction loan demand was modest during the first half of 2011 but began to improve with the start of the summer season. The improving economy, strong winter tourism season and the drop in the unemployment rates led management to be cautiously optimistic regarding future loan demand but anticipated increased inflation or interest rates may have a negative impact.

The composition of the Company's loan portfolio as of June 30, 2011 and December 31, 2010 was as follows:

Loan Type	June 30, 2011		December 31, 2010	
	Amount	Percent	Amount	Percent
	(Dollars in thousands)			
Residential real estate	\$145,109	35.9	\$132,533	34.7
Construction real estate	21,796	5.4	18,578	4.9
Commercial real estate	185,091	45.8	167,056	43.7
Commercial	23,511	5.8	20,604	5.4
Consumer	6,210	1.6	6,046	1.6
Tax exempt loans	19,131	4.7	31,455	8.2
Loans held for sale	3,121	0.8	5,611	1.5
Total loans	403,969	100.0	381,883	100.0
Add/(Deduct):				
Allowance for loan losses	(4,060	)	(3,755)
Unamortized net loan costs	210		188	
Net loans and loans held for sale	\$400,119		\$378,316	

The Company originates and sells qualified residential mortgages to the secondary market, with most of this type of sales made to the Federal Home Loan Mortgage Corporation (FHLMC/"Freddie Mac"). At June 30, 2011, the Company serviced a \$311.5 million residential real estate mortgage portfolio, of which \$2.8 million is held for sale and approximately \$163.6 million is serviced for unaffiliated third parties.

The Company chose to sell a substantial portion of qualified residential mortgage loans generated during the first half of 2011 to the secondary market in order to mitigate long-term interest rate risk and to generate fee income. The Company generally retains the servicing rights on sold residential mortgage loans. During the first quarter of 2011, the

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Company received approval to originate and sell Federal Housing Administration (FHA) and Veterans Administration (VA) residential mortgage loans. These loan products increase the Company's ability to serve the borrowing needs of residents in the communities we serve.

The Company also originates commercial real estate and commercial loans under various SBA, U.S. Department of

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Agriculture Rural Development and Vermont Economic Development Authority programs which provide a government agency guaranty for a portion of the loan amount. There was \$3.7 million guaranteed under these various programs at June 30, 2011. The Company occasionally sells the guaranteed portion of the loan to other financial concerns and retains servicing rights, which generates fee income. The Company serviced \$22.1 million of commercial and commercial real estate loans for unaffiliated third parties as of June 30, 2011. This includes \$18.8 million of commercial, municipal, residential or commercial real estate loans the Company has participated out to other financial institutions, in the ordinary course of business on a nonrecourse basis, for liquidity or credit concentration management purposes.

The Company capitalizes servicing rights for both residential mortgage and commercial loans sold with servicing retained. The Company recognizes gains and losses on the sale of the principal portion of these loans as they occur. The unamortized balance of servicing rights on loans sold with servicing retained was \$701 thousand at June 30, 2011, with an estimated market value in excess of the carrying value as of such date.

There were \$3.0 million of residential real estate loans pledged to secure municipal deposits above the FDIC insurance coverage level as of June 30, 2011. Qualified residential first mortgages held by Union and up to \$25 million in qualified small business loans may also be pledged as collateral for borrowings from the FHLB of Boston under a blanket lien.

Asset Quality. The Company, like all financial institutions, is exposed to certain credit risks, including those related to the value of the collateral that secures its loans and the ability of borrowers to repay their loans. The underlying value of real estate collateral has not seen as much of a decline in Vermont and northwestern New Hampshire as has been experienced in other parts of the country and the Company's conservative loan policies have been prudent for both the Company and its customers. Renewed market volatility, high unemployment rates and weakness in the general economic condition of the country or our market area, may have a negative effect on our customers' ability to make their loan payments on a timely basis and/or on underlying collateral values. Management closely monitors the Company's loan and investment portfolios, other real estate and other assets owned for potential problems and reports to the Company's and the subsidiary's Boards of Directors at regularly scheduled meetings. Repossessed assets and loans or investments that are 90 days or more past due are considered to be nonperforming assets. Board approved policies set forth portfolio diversification levels to mitigate concentration risk and the Company participates large credits out to other financial institutions to further mitigate that risk.

The Company's Board of Directors has set forth well-defined lending policies (which are periodically reviewed and revised as appropriate) that include conservative individual lending limits for officers, aggregate and advisory board approval levels, Board approval for large credit relationships, a loan review program and other limits or standards deemed necessary and prudent. The Company's loan review department is supervised by an experienced former regulatory examiner and staffed by other experienced personnel. The Company's loan review program encompasses a quality control process for loan documentation and underwriting for select loans as well as a monitoring process for credit extensions to assess the credit quality and degree of risk in the loan portfolio. Management performs and shares with the Board of Directors periodic concentration analyses based on various factors such as industries, collateral types, location, large credit sizes and officer portfolio loads. The Company has established underwriting guidelines to be followed by its officers; material exceptions are required to be approved by a senior loan officer or the Board of Directors. The Company monitors its delinquency levels for any adverse trends. There can be no assurance, however, that the Company's loan portfolio will not become subject to increasing pressures from deteriorating borrower financial strength or declining collateral values due to general or local economic conditions. The Company did not target sub-prime borrowers and has not experienced an elevated delinquency in this area.

Restructured loans include the Company's troubled debt restructurings that involved forgiving a portion of interest or principal, refinancing at a rate materially less than the market rate, rescheduling loan payments, or granting other

concessions to a borrower due to financial or economic reasons related to the debtor's financial difficulties that the Company would not ordinarily grant. Restructured loans do not include qualifying restructured loans that have complied with the terms of their restructure agreement for a satisfactory period of time. There was one restructured commercial real estate loan of \$1.8 million at both June 30, 2011 and December 31, 2010 and it was current on its restructured payment terms as of such dates. Restructured loans are considered impaired loans when evaluating a specific loan loss reserve allocation.

Loans on which the accrual of interest has been discontinued are designated as nonaccrual loans. Management reviews the loan portfolio continuously for evidence of problem loans. Such loans are placed under close supervision with consideration given to placing the loan on nonaccrual status. Loans are designated as nonaccrual when reasonable doubt exists as to the full collection of interest and principal. Normally, when a loan is placed on nonaccrual status, all interest previously accrued but not collected is reversed against current period interest income. Income on such loans

is then recognized only to the extent that cash is received and where the future collection of interest and principal is probable. Generally, interest accruals are resumed on such loans only when they are brought fully current with respect to interest and principal and when, in the judgment of management, the loans are estimated to be fully collectible as to both principal and interest.

The following table shows the composition of nonperforming assets at the dates indicated and trends of certain ratios monitored by Company's management in reviewing asset quality:

	June 30, 2011	December 31, 2010	June 30, 2010	
	(Dollars in thousands)			
Nonaccrual loans	\$4,009	\$2,792	\$3,535	
Accruing loans 90+ days delinquent	2,372	806	1,615	
Total nonperforming loans	6,381	3,598	5,150	
OREO	860	1,609	826	
Total nonperforming assets	\$7,241	\$5,207	\$5,976	
Allowance for loan losses to loans not held for sale (1)	1.01	% 1.00	% 1.01	%
Allowance for loan losses to nonperforming loans	63.63	% 104.36	% 68.17	%
Nonperforming loans to total loans	1.58	% 0.94	% 1.47	%
Nonperforming assets to total assets	1.41	% 1.15	% 1.40	%
Delinquent loans (30 days to nonaccruing) to total loans	2.52	% 3.43	% 2.22	%
Net charge-offs (annualized) to average loans not held for sale	N/A	0.07	% 0.09	%
Loan loss provision to net charge-offs, year-to-date	N/A	201.42	% 111.12	%

The net carrying amount of loans recorded at fair value from the branch acquisitions was \$33.0 million of the (1) June 30, 2011 loan portfolio. The allowance for loan losses to loans not purchased and not held for sale is 1.10% at June 30, 2011.

The Company had net recoveries of \$5 thousand on loans previously charged off during the first half of 2011 so both the ratio of net charge-offs (annualized) to average loans not held for sale and the ratio of loan loss provision to net charge-offs year-to-date are not applicable.

The level of nonaccrual loans increased \$1.2 million, or 43.6%, since December 31, 2010, while accruing loans delinquent 90 days or more increased \$1.6 million, or 194.3%, during the same time period and the percentage of nonperforming loans to total loans increased from 0.94% to 1.58%. Of the \$2.8 million net increase in nonperforming loans between December 31, 2010 and June 30, 2011, a total of \$1.6 million is attributable to three commercial real estate borrowers and one residential borrower who were either current or less than 90 days delinquent as of December 31, 2010. One commercial real estate loan relates to a business that struggled during the recession, ceased operations during the second quarter of 2011, and is currently renting a portion of the commercial real estate space to an unaffiliated third party. The Company has commenced foreclosure proceedings on another of the commercial real estate loans with a balance of \$275 thousand. The other commercial real estate loan is in nonaccrual with the borrower reporting that there is an offer on the property and a payment received in June 2011 brought the loan to less than 30 days delinquent. The residential loan is in nonaccrual and was restructured during the second quarter of 2011, with the first payment due in July 2011 having been received timely. The remaining \$1.2 million of the increase in nonperforming loans between periods is mainly due to six residential properties and one commercial real estate property. The aggregate interest income not recognized on nonaccrual loans amounted to approximately \$802 thousand and \$719 thousand as of June 30, 2011 and 2010, respectively, and \$677 thousand as of December 31, 2010.

At June 30, 2011, the Company had three customers with loans rated substandard that were on a performing status totaling \$935 thousand, compared to four customers totaling \$1.7 million at December 31, 2010. In management's view, such loans represent a higher degree of risk of becoming nonperforming loans in the future. While still on a performing status, in accordance with the Company's credit policy, loans are deemed substandard when a review indicates the existence of certain conditions making the likelihood of collection questionable. The decrease between December 31, 2010 and June 30, 2011 is primarily due to loans aggregating \$702 thousand rated substandard that were performing as of December 31, 2010 that are considered nonperforming as of June 30, 2011.

The Company's management is focused on the impact that the prolonged recession may have on its borrowers and is closely monitoring industry and geographic concentrations for evidence of financial problems. Since the fourth quarter of 2007, residential real estate values have declined nationally with some other areas of the country experiencing significant weakening. While the recession impacted the region's housing market, it did not cause significant price declines. Sales of homes in Vermont and northwestern New Hampshire slowed considerably over the last three years along with housing permits but signs of improvement have been seen going into the summer season in the majority of our markets. The real estate market decline significantly contributed to the downturn in the general economy with unemployment rates and business failures rising nationwide. These conditions may cause borrowers who are current in their payments to experience deterioration in the value of their collateral and increase the potential of default if their income levels decline. Management continues to monitor the national, regional and local economic environment and its impact on unemployment, business failures and real estate values in the Company's market area. The unemployment rate has started to drop in our market areas and in Vermont was at a 5.5% level for June 2011 compared to 6.2% for June 2010. New Hampshire was at 4.9% and 6.0% compared to the nationwide rate of 9.2% and 9.5% for the comparable periods.

Vermont and New Hampshire continue to have some of the lowest residential foreclosure rates in the United States. On occasion the Company acquires residential or commercial real estate properties through or in lieu of loan foreclosure. These properties are held for sale and are initially recorded as OREO at fair value less estimated selling costs at the date of the Company's acquisition of the property, with fair value based on an appraisal for more significant properties and on a broker's price opinion for minor properties. Holding costs and declines in fair value on properties acquired are expensed as incurred. Declines in fair value after acquisition of the property result in charges against income before tax, which totaled \$105 thousand for the quarter ended and \$147 thousand for the six months ended June 30, 2011. There were no declines in fair value after acquisition of the property resulting in charges against income before tax for the quarter or six months ended June 30, 2010. The Company evaluates each property at least quarterly for changes in the fair value. The Company had six residential, land development or commercial real estate properties for a total of \$860 thousand classified as OREO at June 30, 2011, and one residential property has subsequently gone under contract to sell. This compares to a total of \$1.6 million at December 31, 2010, representing three residential, one multi-family, two commercial and three construction/land development properties. There was a \$152 thousand allowance for losses on OREO at June 30, 2011 and \$47 thousand at December 31, 2010 which were netted out of the above values.

In 2010, a bi-partisan multistate group, comprised of both state attorneys general and state bank and mortgage regulators, was formed to examine deceptive acts and/or unfair practices in foreclosure procedures in the wake of questions that have been publicly raised regarding the foreclosure procedures of certain large, national financial institutions. The Company will monitor and evaluate the group's findings and recommendations, and intends to continue its sound foreclosure policies and procedures.

Further softening in the real estate market would make the potential to recover all principal and related costs for OREO properties uncertain.

Allowance for Loan Losses. Some of the Company's loan customers ultimately do not make all of their contractually scheduled payments, requiring the Company to charge off a portion or all of the remaining principal balance due. The Company maintains an allowance for loan losses to absorb such losses. The allowance is maintained at a level believed, by management to be appropriate to absorb probable credit losses inherent in the loan portfolio; however, actual loan losses may vary from current estimates.

The allowance is increased by a provision for loan losses charged to earnings, and reduced by charge-offs, net of recoveries. The provision for loan losses represents management's estimate of the current period credit cost associated

with maintaining an appropriate allowance for loan losses. Based on an evaluation of the loan portfolio and other relevant qualitative factors, management presents a quarterly analysis of the adequacy of the allowance to the Board of Directors, indicating any changes in the allowance since the last review and any recommendations as to adjustments in the allowance. Additionally, bank regulatory agencies regularly review the Company's allowance for loan losses, including the methodology for determining the allowance, as an integral part of their examination process.

Credit quality of the commercial portfolio is quantified by a credit rating system designed to parallel regulatory criteria and categories of loan risk and has historically been well received by the various regulatory authorities. Individual loan officers monitor their loans to ensure appropriate rating assignments are made on a timely basis. Risk ratings and quality of commercial and retail credit portfolios are also assessed on a regular basis by an independent Loan Review

Department. Loan Review personnel conduct ongoing portfolio analyses and individual credit reviews to evaluate loan risk and compliance with lending policies.

The level of allowance allocable to each loan portfolio category with similar risk characteristics is determined based on historical charge-offs, adjusted for qualitative risk factors. A quarterly analysis of various qualitative factors, including portfolio characteristics, national and local economic trends, overall market conditions, and levels of, and trends in, delinquencies and nonperforming loans, helps to ensure that areas with potential risk for loss are considered in management's allowance estimate. In addition, when other individual loans are identified by management as representing an elevated risk of loss, the level of allowance allocable to those loans is determined through estimating probable loss for each individual credit based on its specific risk attributes. Nonaccrual loans are also evaluated for specific impairment when Union's commercial loan exposure is greater than \$100 thousand, Union's exposure for an entire customer relationship is greater than \$150 thousand, or Union's exposure on residential loans is greater than \$250 thousand. These loans may be classified as impaired when management believes it is probable that the Company will not collect all the contractual interest and principal payments as scheduled in the loan agreement. A specific reserve amount is allocated to the allowance for individual loans that have been classified as impaired on the basis of the fair value of the collateral for collateral dependent loans, an observable market price or the present value of anticipated future cash flows. Impaired loans also include restructured loans and were \$2.8 million at June 30, 2011, with government guaranties of \$110 thousand and a specific reserve amount allocated of \$131 thousand which is estimated by management to be the Company's loss exposure. This compares to impaired loans of \$2.6 million at December 31, 2010, with government guaranties of \$110 thousand and a specific reserve amount allocated of \$83 thousand.

The Company's loan portfolio balance not held for sale increased by \$24.6 million, from \$376.3 million at December 31, 2010 to \$400.8 million at June 30, 2011. There was growth in almost all loan categories (see chart on page 43 for further details) during the first half of 2011, which was primarily attributable to the branch acquisitions. This loan growth was partially offset by a large decrease in the municipal loan portfolio. The decrease in municipal loans is a one day seasonal fluctuation due to the annual fiscal cycle of Vermont municipalities and school districts. The composition of the Company's loan portfolio remained relatively unchanged with the exception of the one day variance in municipal loans from December 31, 2010, and there was no material change in the Company's lending programs or terms during the second quarter or first half of 2011.

The following table reflects activity in the allowance for loan losses for the three and six months ended June 30, 2011 and 2010:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
	(Dollars in thousands)			
Balance at beginning of period	\$3,908	\$3,455	\$3,755	\$3,493
Charge-offs:				
Real Estate:				
Residential	(1	)(4	)(9	)(106
Commercial	—	(40	)—	(78
Commercial	—	(2	)—	(2
Consumer and other	(6	)(3	)(14	)(9
Total charge-offs	(7	)(49	)(23	)(195
Recoveries:				
Real Estate:				
Residential	—	—	1	7
Commercial	2	10	5	11
Consumer and other	7	5	22	15
Total recoveries	9	15	28	33

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Net recoveries (charge-offs)	2	(34)5	(162)
Provision for loan losses	150	90	300	180	
Balance at end of period	\$4,060	\$3,511	\$4,060	\$3,511	

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The following table (net of loans held for sale) shows the internal breakdown by risk component of the Company's allowance for loan losses and the percentage of loans in each category to total loans in the respective portfolios at the dates indicated:

	June 30, 2011		December 31, 2010	
	Amount	Percent	Amount	Percent
	(Dollars in thousands)			
Real Estate				
Residential	\$1,135	36.2	\$1,033	35.2
Commercial	2,238	48.8	2,117	47.3
Construction	295	5.4	240	4.9
Other Loans				
Commercial	289	5.9	250	5.5
Consumer, municipal, other and unallocated	103	3.7	115	7.1
Total	\$4,060	100.0	\$3,755	100.0

Notwithstanding the categories shown in the table above, all funds in the allowance for loan losses are available to absorb loan losses in the portfolio, regardless of loan category or specific allocation.

Management of the Company believes, in its best estimate, that the allowance for loan losses at June 30, 2011, is appropriate to cover probable credit losses inherent in the Company's loan portfolio as of such date. However, there can be no assurance that the Company will not sustain losses in future periods which could be greater than the size of the allowance at June 30, 2011. See CRITICAL ACCOUNTING POLICIES. In addition, our banking regulators, as an integral part of their examination process, periodically review our allowance for loan losses. Such agencies may require us to recognize adjustments to the allowance based on their judgments about information available to them at the time of their examination. A large adjustment to the allowance for losses in future periods may require increased provisions to replenish the allowance, which could negatively affect earnings. While the Company recognizes that further economic slowdown or financial and credit market turmoil may adversely impact its borrowers' financial performance and ultimately their ability to repay their loans, management continues to be cautiously optimistic about the collectability of the Company's loan portfolio.

Investment Activities. At June 30, 2011, there was \$3.5 million of investment securities classified as held-to-maturity and \$36.0 million investment securities classified as available-for-sale, totaling \$39.5 million, or 7.7%, of assets. The amount in investment securities increased \$15.2 million, or 62.8%, from \$24.3 million, or 5.4%, of assets at December 31, 2010. The Company has increased its investment portfolio as one method of reducing excess liquidity as a result of the branch acquisition. There was \$6.6 million of investment securities pledged to secure various commercial, governmental, and municipal deposits as of June 30, 2011 and \$1.5 million at December 31, 2010.

Net unrealized gains for the Company's available-for-sale investment securities portfolio were \$574 thousand as of June 30, 2011 versus net unrealized gains of \$265 thousand as of December 31, 2010. Net unrealized gains of \$379 thousand, net of income tax effect, were reflected in the Company's accumulated other comprehensive loss component of stockholders' equity at June 30, 2011.

There were no other-than-temporary impairments noted by management in the Company's investment portfolio during the six months ended June 30, 2011 or for the year ended December 31, 2010. Management's evaluation of other-than-temporary impairments is subject to risks and uncertainties and is intended to determine the appropriate amount and timing for recognizing an impairment charge. The assessment of whether such impairment for debt securities has occurred is based on management's best estimate of the cash flows expected to be collected at the individual security level. We regularly monitor our investment portfolio to ensure that securities that may be

other-than-temporarily impaired are identified in a timely manner and that any impairment charge is recognized in the proper period and, with respect to debt securities, that the impairment is properly allocated between credit losses recognized in earnings and unrealized losses recognized in other comprehensive income (loss). See CRITICAL ACCOUNTING POLICIES. Further deterioration in credit quality and/or current imbalances in liquidity that may exist in the financial marketplace might adversely affect the fair values of the Company's investment portfolio and may increase the potential that certain unrealized losses will be designated as other than temporary in future periods, resulting in write-downs and charges to earnings.

Federal Home Loan Bank of Boston Stock. Union is a member of the FHLB of Boston, with an investment of \$1.9 million in its Class B common stock at both June 30, 2011 and December 31, 2010. The Class B common stock has a five year notice requirement for redemption and there is no guarantee of future redemption. Also, there is the possibility of future capital calls by the FHLB of Boston on member banks to ensure compliance with its capital plan. Union's investment in FHLB stock is carried as an Other asset at cost and is nonmarketable. Similar to evaluating investment securities for other-than-temporary impairment, management has evaluated its investment in the FHLB of Boston. The FHLB of Boston has taken a number of steps to strengthen its capital position and preserve its capital in the wake of significant other-than-temporary impairment charges it has previously recorded in its investment portfolio. The FHLB of Boston remained in compliance with all regulatory capital ratios as of December 31, 2010 and June 30, 2011. Quarterly dividend payments on the FHLB of Boston Class B common stock were suspended from the third quarter of 2008 until the first quarter of 2011, when they resumed at a modest level. The FHLB board of directors anticipates that it will continue to declare modest cash dividends through 2011, but cautioned that adverse events such as a negative trend in credit losses on FHLB's private-label mortgage-backed securities or mortgage portfolio, a meaningful decline in income, or regulatory disapproval could lead to reconsideration of this plan. The moratorium on excess stock repurchases is still in effect. Union does not intend to dispose of its FHLB of Boston stock and the primary purpose of the investment is to obtain access to the FHLB of Boston credit facilities and other products and services. Management's most recent evaluation of Union's holdings of FHLB of Boston common stock concluded that Union will likely recover its investment in the FHLB of Boston stock at the stated par value.

Deposits. The following table shows information concerning the Company's average deposits by account type and weighted average nominal rates at which interest was paid on such deposits for the periods ended June 30, 2011 and December 31, 2010.

	Six Months Ended June 30, 2011			Year ended December 31, 2010			Average Rate
	Average Amount	Percent of Total Deposits	Average Rate	Average Amount	Percent of Total Deposits	Average Rate	
(Dollars in thousands)							
Nontime deposits:							
Noninterest bearing deposits	\$60,993	15.6	—	\$55,829	15.1	—	
NOW accounts	64,832	16.6	0.22	%62,094	16.8	0.22	%
Money Market accounts	79,769	20.5	0.57	%73,484	19.9	0.66	%
Savings accounts	50,896	13.1	0.28	%46,985	12.8	0.30	%
Total nontime deposits	256,490	65.8	0.29	%238,392	64.6	0.32	%
Time deposits:							
Less than \$100,000	72,302	18.5	1.35	%71,205	19.3	1.67	%
\$100,000 and over	61,271	15.7	1.76	%59,179	16.1	1.73	%
Total time deposits	133,573	34.2	1.54	%130,384	35.4	1.70	%
Total deposits	\$390,063	100.0	0.72	%"\$368,776	100.0	0.81	%

The Company participates in the Certificate of Deposit Account Registry Service (CDARS) of Promontory Interfinancial Network, LLC, which permits the Company to offer full deposit insurance coverage to its customers by exchanging deposit balances with other CDARS participants. Participants may also purchase deposits through CDARS. There were \$6.0 million of time deposits of \$250,000 or less on the balance sheet at June 30, 2011 and \$9.8 million at December 31, 2010 which were exchanged with other CDARS participants and are therefore considered for certain regulatory purposes to be "brokered" deposits. The Company also participates in Promontory Interfinancial Network's Insured Cash Sweep (ICS) program. ICS is a service through which Union can offer its customers a savings product with access to multi-million dollar FDIC insurance while receiving reciprocal deposits from other banks. Like

the exchange of certificate of deposit accounts through CDARS, exchange of savings deposits through ICS in effect permits Union to retain the full amount of the customer's deposits on Union's balance sheet. There was \$1.8 million in ICS money market deposits on the balance sheet at June 30, 2011 and none at December 31, 2010. None of the Company's CDARS or ICS deposits, as of the respective balance sheet dates, represent purchased deposits as all such deposits were matched dollar for dollar with Union's customer deposits which were placed in other participating financial institutions in order to provide those customers with full FDIC insurance coverage.

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The following table sets forth information regarding the Company's time deposits in amounts of \$100,000 and over at June 30, 2011 and December 31, 2010 that mature during the periods indicated:

	June 30, 2011	December 31, 2010
	(Dollars in thousands)	
Within 3 months	\$14,551	\$6,732
3 to 6 months	9,279	28,441
6 to 12 months	16,710	16,751
Over 12 months	13,944	10,986
	\$54,484	\$62,910

In total the Company's time deposits in amounts of \$100 thousand and over dropped \$8.4 million, or 13.4%, between December 31, 2010 and June 30, 2011. There was a change in each of the maturity time frames, especially within 3 months and the 3 to 6 months categories. In Vermont, the majority of the municipalities' and school districts' fiscal year ends are June 30, with most of their time deposits maturing on that date. Municipal certificates of deposit greater than \$100 thousand were \$4.2 million on June 30, 2011, with \$2 million scheduled to mature on July 2, 2011. The balances had grown to \$15.0 million by July 5, 2011 and to \$21.0 million by July 15, 2011 as the municipal financial cycle started its new fiscal year for the majority of our municipal customers.

Total deposits on average between the year ended December 31, 2010 and the six months ended June 30, 2011 grew \$21.3 million, with growth in all categories. The average for the six months ended June 30, 2011 of the deposits acquired on May 27, 2011 amounted to \$10.9 million. All categories of deposits with the exception of time deposits under \$100 thousand grew in the the six months ended June 30, 2011, exclusive of the acquired deposits. Time deposits have trended towards very short duration or migrated to nontime deposits because of the low interest rate environment and the perceived customer desire to be in a position to take advantage of the inevitable rise in interest rates. Time deposits less than \$100 thousand have decreased slightly and management believes that most of the funds have flowed into money market accounts where current interest rates are higher than on short-term certificates.

Part of the Dodd-Frank Act permanently raised FDIC deposit insurance coverage to \$250 thousand per depositor per insured depository institution for each account ownership category. At June 30, 2011, the Company had deposit accounts with less than \$250 thousand totaling \$351.6 million, or 81.2% of its deposits, which now have permanent FDIC insurance protection. There is an additional \$12.7 million in noninterest bearing or IOLTA deposit accounts greater than \$250 thousand at June 30, 2011 with unlimited FDIC insurance until December 31, 2012. An additional \$3.3 million of municipal deposits which are currently over the FDIC insurance coverage limit have been collateralized by Union under applicable state regulations by investment securities or loans.

Borrowings. Total borrowed funds at June 30, 2011 were \$32.6 million compared to \$29.0 million at December 31, 2010, a net increase of \$3.6 million, or 12.4%. Borrowings from the FHLB of Boston were \$26.5 million at June 30, 2011, at a weighted average rate of 4.16%, and \$29.0 million at December 31, 2010, at a weighted average rate of 4.15%. The decline in FHLB borrowings included the maturity of \$2.0 million in short term FHLB of Boston funding at 0.23%. The Company also made scheduled monthly payments on long-term FHLB of Boston amortizing advances of \$492 thousand. In addition, the Company had overnight secured customer repurchase agreement sweeps at June 30, 2011 of \$6.1 million and none at December 31, 2010. The Company had no overnight federal funds purchased or advances on its repurchase agreement line or at the Federal Reserve discount window on either June 30, 2011 or December 31, 2010. The Company paid off a FHLB of Boston \$1.7 million advance on July 1, 2011.

OTHER FINANCIAL CONSIDERATIONS

Market Risk and Asset and Liability Management. Market risk is the potential of loss in a financial instrument arising from adverse changes in market prices, interest rates, foreign currency exchange rates, commodity prices and equity prices. As of June 30, 2011, the Company did not have any market risk sensitive instruments acquired for trading purposes. The Company's market risk arises primarily from interest rate risk inherent in its lending, investing, deposit taking and borrowing activities, as yields on assets change in a different time period or to a different extent from that of interest costs on liabilities. Many other factors also affect the Company's exposure to changes in interest rates, such as national, regional and local economic and financial conditions, financial market conditions, legislative and regulatory actions, competitive pressures, customer preferences including loan prepayments and/or early withdrawal of time deposits, and historical pricing relationships.

The earnings of the Company and its subsidiary are affected not only by general economic, financial, and credit market conditions, but also by the monetary and fiscal policies of the United States and its agencies, particularly the Federal Reserve System. The monetary policies of the Federal Reserve System influence, to a significant extent, the overall growth of loans, investments, deposits and borrowings; the level of interest rates earned on assets and paid for liabilities; and interest rates charged on loans and paid on deposits. The nature and impact of future changes in monetary policies are often not predictable. The dramatic change in the financial markets in a very short window of time during 2008 proved that monetary policies are not foolproof and that “exotic” investment vehicles that had been allowed to proliferate over the last twenty years were often not solidly based or understood, monitored and policed by the appropriate regulatory agencies. The Company did not invest in any of the “exotic” vehicles directly but had invested in companies and agencies that were hurt by their investments or operating practices. Few predicted the 400 basis point drop in the Prime Rate in 2008, the prolonged historic low interest rate environment or the stagnation of the financial market and the economy since September of 2008.

A key element in the process of managing market risk involves direct involvement by senior management and oversight by the Board of Directors as to the level of risk assumed by the Company in its balance sheet. The Board of Directors reviews and approves all risk management policies, including risk limits and guidelines and reviews quarterly the current position in relationship to those limits and guidelines. Daily oversight functions are delegated to the Asset Liability Management Committee (“ALCO”). The ALCO, consisting of senior business and finance officers, actively measures, monitors, controls and manages the interest rate risk exposure that can significantly impact the Company’s financial position and operating results. The ALCO sets liquidity targets based on the Company’s financial condition and existing and projected economic and market conditions. The Company attempts to structure its balance sheet to maximize net interest income and shareholder value while controlling its exposure to interest rate risk. Strategies might include selling or participating out loans held for sale, selling or purchasing investments available-for-sale, match funding new loans with FHLB of Boston advances or purchasing or selling brokered deposits through CDARS. The ALCO formulates strategies to manage interest rate risk by evaluating the impact on earnings and capital of such factors as current interest rate forecasts and economic indicators, potential changes in such forecasts and indicators, liquidity, competitive pressures and various business strategies. The ALCO's methods for evaluating interest rate risk include an analysis of the Company's interest rate sensitivity "gap", which provides a static analysis of the maturity and repricing characteristics of the Company's entire balance sheet, and a simulation analysis, which calculates projected net interest income based on alternative balance sheet and interest rate scenarios, including "rate shock" scenarios involving immediate substantial increases or decreases in market rates of interest.

Members of the ALCO meet at least weekly to set loan and deposit rates, make investment decisions, monitor liquidity, evaluate the loan demand pipeline and review opportunities to sell residential loans into the secondary market. Deposit runoff is monitored daily and loan prepayments evaluated monthly. The Company historically has maintained a substantial portion of its loan portfolio on a variable-rate basis and plans to continue this Asset/Liability Management (ALM) strategy in the future. Portions of the variable-rate loan portfolio have interest rate floors and caps which are taken into account by the Company’s ALM modeling software to predict interest rate sensitivity, including prepayment risk. The utilization of interest rate floors on variable rate loans has become Company policy for loans originated since 2009 due to the historic low interest rate environment. As of June 30, 2011, \$36.0 million, or 98.1%, of the investment portfolio was classified as available-for-sale and the modified duration was relatively short. The Company does not utilize any exotic derivative products or invest in any "high risk" instruments.

The Company’s interest rate sensitivity analysis (simulation) as of December 2010 for a flat rate environment (the prime rate at both December 31, 2010 and June 30, 2011 was 3.25%) projected the following for the six months ended June 30, 2011, compared to the actual results:

June 30, 2011		
Projected	Actual	Percentage

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	(Dollars in thousands)		Difference
Net Interest Income	\$9,688	\$9,269	(4.3)
Net Income	\$2,469	\$2,059	(16.6)
Return on Assets	1.12	%0.88	%(21.4)
Return on Equity	11.68	%9.94	%(14.9)

Actual net interest income is \$9.3 million, \$419 thousand or 4.3%, lower than projected as loan demand was not as

Union Bankshares, Inc. Page 51

strong as anticipated and interest rates on loans, investment securities and interest bearing deposits saw continued downward pressure due to market rate influences. In addition, the Company sold more qualified residential mortgage loans to the secondary market than planned to mitigate future interest rate risk since long-term rates dropped during the first half of 2011 after beginning to rise during the last 45 days of 2010.

Actual net income is lower than projected by \$410 thousand and is due to changes in several components since the projections were performed. Among those are the lower net interest margin, \$345 thousand in one-time expenses incurred year to date in 2011 for branch acquisitions and write-downs of \$147 thousand on OREO properties due to subsequent reductions in their estimated fair market value. These negative variances were partially offset by a positive variance of \$173 thousand in the net gain on sale of loans and a \$104 thousand positive variance in the related recognition of net mortgage servicing rights.

Commitments, Contingent Liabilities, and Off-Balance Sheet Arrangements. The Company is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers, to reduce its own exposure to fluctuations in interest rates, and to implement its strategic objectives. These financial instruments include commitments to extend credit, standby letters of credit, interest rate caps and floors written on adjustable-rate loans, commitments to participate in or sell loans, commitments to buy or sell securities, certificates of deposit or other investment instruments and risk-sharing commitments on certain sold loans. Such instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized on the balance sheet. The contract or notional amounts of these instruments reflect the extent of involvement the Company has in a particular class of financial instruments.

The Company's maximum exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual notional amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments. For interest rate caps and floors written on adjustable-rate loans, the contract or notional amounts do not represent the Company's exposure to credit loss. The Company controls the risk of interest rate cap agreements through credit approvals, limits, and monitoring procedures. The Company generally requires collateral or other security to support financial instruments with credit risk.

The following table details the contract or notional amount of financial instruments that represent credit risk at the dates indicated:

	June 30, 2011	December 31, 2010
	(Dollars in thousands)	
Commitments to originate loans	\$40,566	\$15,654
Unused lines of credit	48,264	44,720
Standby letters of credit	1,856	1,494
Credit card arrangements	784	838
FHLB of Boston MPF credit enhancement obligation, net	86	86
Commitment to purchase investment securities	500	—
Total	\$92,056	\$62,792

Commitments to originate loans are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have a fixed expiration date or other termination clause and may require payment of a fee. Since many of the loan commitments are expected to expire without being drawn upon and not all credit lines will be utilized, the total commitment amounts do not necessarily represent future cash requirements. Lines of credit incur seasonal volume fluctuations due to the nature of some customers' businesses, i.e. tourism and maple syrup products production. The large increase in commitments to originate loans at June 30, 2011

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from December 31, 2010 is a result of the municipals' and school districts' fiscal cycle, with \$25.0 million committed to them on June 30, 2011 for the beginning of their fiscal year of July 1, 2011.

The Company did not hold or issue derivative or hedging instruments during the quarter or the six months ended June 30, 2011. The commitment to purchase investment securities reflects management's strategy to put funds to work that were in overnight deposit accounts at June 30, 2011.

The Company's subsidiary bank is required (as are all banks) to maintain vault cash or a noninterest bearing reserve balance as established by Federal Reserve regulations. The Bank's average total required reserve for the 14 day maintenance period including June 30, 2011 was \$499 thousand and for December 31, 2010 was \$360 thousand, both of which were satisfied by vault cash. The Company has also committed to maintain a noninterest bearing contracted clearing balance of \$1.0 million at June 30, 2011 with the Federal Reserve Bank of Boston.

Interest Rate Sensitivity "Gap" Analysis. An interest rate sensitivity "gap" is defined as the difference between interest earning assets and interest bearing liabilities maturing or repricing within a given time period. A gap is considered positive when the amount of interest rate sensitive assets exceeds the amount of interest rate sensitive liabilities. A gap is considered negative when the amount of interest rate sensitive liabilities exceeds the amount of interest rate sensitive assets. During a period of rising interest rates, a negative gap would tend to adversely affect net interest income, while a positive gap would tend to result in an increase in net interest income. During a period of falling interest rates, a negative gap would tend to result in an increase in net interest income, while a positive gap would tend to affect net interest income adversely. Because different types of assets and liabilities with the same or similar maturities may react differently to changes in overall market interest rates or conditions, changes in interest rates may affect net interest income positively or negatively even if an institution were perfectly matched in each maturity category.

The Company prepares its interest rate sensitivity "gap" analysis by scheduling interest earning assets and interest bearing liabilities into periods based upon the next date on which such assets and liabilities could mature or reprice. The amount of assets and liabilities shown within a particular period were determined in accordance with the contractual terms of the assets and liabilities, except that:

- adjustable-rate loans, investment securities, variable rate interest bearing deposits in banks, variable-rate time deposits, FHLB of Boston advances and other secured borrowings are included in the period when they are first scheduled to adjust and not in the period in which they mature;
- fixed-rate mortgage-related securities and residential loans reflect estimated prepayments, which were estimated based on analyses of broker estimates, the results of a prepayment model utilized by the Company, and empirical data;
- other nonmortgage related fixed-rate loans reflect scheduled contractual amortization, with no estimated prepayments;
- and

NOW, money markets and savings deposits, which do not have contractual maturities, reflect estimated levels of attrition, which are based on detailed studies by the Company of the sensitivity of each such category of deposit to changes in interest rates.

Management believes that these assumptions approximate actual experience and considers them reasonable. However, the interest rate sensitivity of the Company's assets and liabilities in the tables could vary substantially if different assumptions were used, callable investment options were modeled, prepayment speeds changed or actual experience differs from the historical experience on which the assumptions are based.

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The following table shows the Company's rate sensitivity analysis as of June 30, 2011:

	Cumulative repriced within					Total
	3 Months or Less	4 to 12 Months	1 to 3 Years	3 to 5 Years	Over 5 Years	
	(Dollars in thousands, by repricing date)					
Interest sensitive assets:						
Overnight deposits	\$23,953	\$—	\$—	\$—	\$—	\$23,953
Interest bearing deposits in banks	1,936	5,122	8,093	752	—	15,903
Investment securities (1)(3)	3,951	6,112	7,182	6,852	14,603	38,700
FHLB Stock	—	—	—	—	1,922	1,922
Loans and loans held for sale (2)(3)	159,279	51,398	67,119	59,356	67,027	404,179
Total interest sensitive assets	\$189,119	\$62,632	\$82,394	\$66,960	\$83,552	\$484,657
Interest sensitive liabilities:						
Time deposits	\$34,520	\$64,012	\$35,644	\$5,993	\$—	\$140,169
Money markets	40,958	—	—	—	44,411	85,369
Regular savings	19,788	—	—	—	38,361	58,149
NOW accounts	43,658	—	—	—	40,743	84,401
Borrowed funds	7,985	689	7,444	5,186	11,266	32,570
Total interest sensitive liabilities	\$146,909	\$64,701	\$43,088	\$11,179	\$134,781	\$400,658
Net interest rate sensitivity gap	\$42,210	\$(2,069)	\$39,306	\$55,781	\$(51,229)	\$83,999
Cumulative net interest rate sensitivity gap	\$42,210	\$40,141	\$79,447	\$135,228	\$83,999	
Cumulative net interest rate sensitivity gap as a percentage of total assets	8.2	% 7.8	% 15.5	% 26.3	% 16.4	%
Cumulative net interest rate sensitivity gap as a percentage of total interest sensitive assets	8.7	% 8.3	% 16.4	% 27.9	% 17.3	%
Cumulative net interest rate sensitivity gap as a percentage of total interest sensitive liabilities	10.5	% 10.0	% 19.8	% 33.8	% 21.0	%

(1) Investment securities exclude marketable equity securities and mutual funds with a fair value of \$698 thousand and \$117 thousand, respectively, that may be sold by the Company at any time.

(2) Balances shown include deferred unamortized loan costs of \$210 thousand.

(3) Estimated repayment assumptions considered in Asset/Liability model.

Simulation Analysis. In its simulation analysis, the Company uses computer software to simulate the estimated impact on net interest income under various interest rate scenarios, balance sheet trends and strategies over a relatively short time horizon. These simulations incorporate assumptions about balance sheet dynamics such as loan and deposit growth, product pricing, prepayment speeds on mortgage related assets, principal maturities or calls on other financial instruments and changes in funding mix. While such assumptions are inherently uncertain as actual rate changes and balance sheet growth rarely follow any given forecast and asset-liability pricing and other model inputs usually do not remain constant in their historical relationships, management believes that these assumptions are reasonable. Based on the results of these simulations, the Company is able to quantify its estimate of interest rate risk and develop and implement appropriate strategies.

The following chart reflects the cumulative results of the Company's latest simulation shock analysis for the next twelve months on net interest income, net income, return on assets and return on equity. Shocks are intended to capture interest rate risk under extreme conditions by immediately shifting to the new level. The projection utilizes a proportional rate shock, of up 300 basis points and down 100 basis points from the June 30, 2011 prime rate of 3.25%. A 300 basis point shock is the highest internal slope monitored. This slope range was determined to be the most relevant during this economic cycle. It should be noted that given the low current prime rate and other key rates at June 30, 2011, the floor rates on various loan and deposit instruments may have already been reached or be hit in a down 100 basis point environment which is handled by the simulation model. What the model cannot take into account is what rates the Company will find necessary for competitive purposes to accept on loans or pay on deposits given the current competitive, low interest rate environment.

Interest Rate Sensitivity Analysis Matrix

12 Months Ending	Prime Rate	Net Interest Income (Dollars in thousands)	Change %	Net Income	Return on Assets	Return on Equity	
June 2012	6.25	% \$25,528	21.5	\$9,631	1.35	% 20.26	%
	3.25	% 21,004	0.0	6,498	0.89	% 13.85	%
	2.25	% 19,821	(5.6)	) 5,671	0.76	% 11.94	%

The resulting projected cumulative effect of each of these estimates on net interest income for the twelve month period ending June 30, 2012 are within approved ALCO guidelines for interest rate risks. The return on assets in an up 300 basis point shock is within Board approved guidelines, however in a flat rate and down 100 basis point scenarios the return on assets does not meet our minimum approved guidelines. The return on equity in a flat rate and up 300 basis points scenarios is within our approved guidelines while the results of a down 100 basis point shock scenario is slightly lower than Board guidelines. These variances from approved guidelines have been reviewed with the Board in management's preparation of a revised forecast for the remainder of 2011 and looking towards 2012 as the short-term impact of the \$28.9 million in excess liquidity acquired with the branch acquisitions is ultimately invested in higher yielding earning assets. The simulations of earnings do not incorporate any management actions, which might moderate the negative consequences of interest rate deviations. Therefore, they do not reflect likely actual results, but serve as conservative estimates of interest rate risk under different rate scenarios. Any further drops in interest rates would not be in the best interests of the Company.

Liquidity. Managing liquidity risk is essential to maintaining both depositor confidence and stability in earnings. Liquidity is a measurement of the Company's ability to meet potential cash requirements, including ongoing commitments to fund deposit withdrawals, repay borrowings, fund investment and lending activities, and for other general business purposes. The Company's principal sources of funds are deposits, amortization and prepayment of loans and securities, maturities of investment securities, interest bearing deposits and other short-term investments, sales of securities and loans available-for-sale, earnings and funds provided from operations. Maintaining a relatively stable funding base, which is achieved by diversifying funding sources, competitively pricing deposit products, and extending the contractual maturity of liabilities, reduces the Company's exposure to rollover risk on deposits and limits reliance on volatile short-term purchased funds. Short-term funding needs arise from declines in deposits or other funding sources, funding of loan commitments, draws on unused lines of credit and requests for new loans. The Company's strategy is to fund assets, to the maximum extent possible, with core deposits that provide a sizable source of relatively stable and low-cost funds.

The acquisition of the three New Hampshire branches on May 27, 2011 brought in \$67.0 million in total deposits, of which over 50% were in a market where Union was already present with the balance in two other local markets with communities similar to Union's existing markets. This purchase and assumption resulted in \$28.9 million in cash inflow which had been invested in interest earning assets by June 30, 2011. Union has seen deposit growth in these three branches of \$3.5 million, or 5.2%, by June 30, 2011.

For the quarter ended June 30, 2011, the Company's ratio of average loans to average deposits dropped to 93.3% compared to 99.0% for the quarter ended June 30, 2010, as the acquisition of the branches provided \$33.6 million in loans but \$67.0 million in deposits. Loan demand, exclusive of the loans obtained through the branch acquisitions, was stronger in the first six months of 2011 than in the same period in 2010.

In addition, as Union, the Company's subsidiary, is a member of the FHLB of Boston, it had access to unused lines of credit up to \$3.4 million at June 30, 2011 over and above the \$26.5 million term advances already drawn on the lines, based on a FHLB of Boston estimate as of that date. This availability was increased by \$1.7 million on July 1, 2011 as an outstanding advance was paid off on that date. With the purchase of required FHLB of Boston Class B common

stock and evaluation by the FHLB of Boston of the underlying collateral available, that amount could rise to approximately \$26.5 million. This line of credit can be used for either short-or-long-term liquidity or other needs. In addition to its borrowing arrangements with the FHLB of Boston, Union maintains pre-approved Federal Funds lines of credit totaling \$10.5 million with upstream correspondent banks, a \$15 million repurchase agreement line of credit and access to the Federal Reserve discount window, which would require pledging of qualified assets. There was no balance outstanding on either federal funds or repurchase agreement lines or at the discount window at June 30, 2011.

There were no purchased deposits through CDARS or ICS (or otherwise) at either June 30, 2011 or December 31,

Union Bankshares, Inc. Page 55

2010, although Union had exchanged \$6.0 million and \$9.8 million of deposits, respectively, with other CDARS/ICS members at those dates.

The Company's management monitors current and projected cash flows and adjusts positions as necessary to maintain adequate levels of liquidity. Although approximately 70.2% of the Company's time deposits will mature within twelve months, that level is the lowest compared with the preceding seventeen quarters, which ranged from 70.6% to 87.8%. The deposit gathering activities of financial institutions generally have been affected by low interest rates which earlier in the recession made customers reluctant to lock in funds for longer terms but short term rates have dropped and stayed so low that we are seeing customers extend out to receive a better rate. In the future, as interest rates rise, this may lead to early redemptions by customers which presents its own liquidity issue which will have to be managed. Since the federal funds rate has remained unchanged at a historic low during the last two and one-half years, as customers' time deposits matured, the rollover interest rate available to those customers is most often lower than their previous deposit rate and therefore the cost of funding has been dropping. This phenomenon is happening throughout the banking industry and the Company is optimistic that it can continue to grow its customer deposit base through good customer service, new deposit products offered, competitive but prudent pricing strategy and the continued expansion and development of its branch network. Management believes that the introduction of more electronic options for deposit products and their off premise utilization through the Internet will also assist in the growth of the deposit base. The relationships developed with local municipalities, businesses and retail customers and the variety of deposit products offered should, in management's view, help to ensure that Union will retain a substantial portion of these deposits. Management will continue to offer a competitive but prudent pricing strategy to facilitate retention of such deposits.

A reduction in total deposits could be offset by purchases of federal funds, utilization of the repurchase agreement line of credit, utilization of the Federal Reserve discount window, purchases of brokered deposits such as one-way CDARS deposits, short-or-long-term FHLB borrowings, or liquidation of investment securities available-for-sale or loans held for sale. Such steps could result in an increase in the Company's cost of funds or a decrease in the yield earned on assets and therefore adversely impact the net interest spread and margin. Management believes the Company has sufficient liquidity to meet all reasonable borrower, depositor, and creditor needs in the present economic environment. However, any projections of future cash needs and flows are subject to substantial uncertainty. Customer behavior in the new branches acquired will be closely monitored as the majority of these customers are new to Union Bank. Management continually evaluates opportunities to buy/sell securities available-for-sale and loans held for sale, participate loans, obtain credit facilities from lenders, or restructure debt for strategic reasons or to further strengthen the Company's financial position.

Capital Resources. Capital management is designed to maintain an optimum level of capital in a cost-effective structure that meets target regulatory ratios, supports management's internal assessment of economic capital, funds the Company's business strategies and builds long-term stockholder value. Dividends are generally in line with long-term trends in earnings per share and conservative earnings projections, while sufficient profits are retained to support anticipated business growth, fund strategic investments and provide continued support for deposits. The Company and its subsidiary continue to be considered well capitalized under the capital adequacy requirements to which they are subject, including after the branch acquisitions. The Company continues to evaluate growth opportunities both through internal growth or potential acquisitions. The high dividend payouts and treasury stock purchases of the last few years reflect the Board's desire to utilize our capital for the benefit of the stockholders until the right growth opportunities are found.

The total dollar value of the Company's stockholders' equity at June 30, 2011 of \$41.9 million was up \$125 thousand from December 31, 2010 at \$41.7 million, reflecting net income of \$2.1 million for the first six months of 2011, the issuance of 1,500 shares of common stock resulting from the exercise of 1,500 incentive stock options totaling \$26 thousand, and a decrease of \$267 thousand in accumulated other comprehensive loss, partially offset by the dividend

payment of \$2.2 million in the first six months of 2011.

Union Bankshares, Inc. has 7,500,000 shares of \$2.00 par value common stock authorized. As of June 30, 2011, the Company had 4,923,286 shares issued, of which 4,457,204 were outstanding and 466,082 were held in treasury.

On May 20, 2010, Union Bankshares, Inc. announced the adoption of a limited stock repurchase program to authorize the repurchase of up to 2,500 shares of its common stock each calendar quarter in open market purchases or privately negotiated transactions, as management may deem advisable and as market conditions may warrant. The repurchase authorization for a calendar quarter expires at the end of that quarter to the extent it has not been exercised, and is not carried forward into future quarters. The quarterly repurchase authorization expires on December 31, 2011. The

Union Bankshares, Inc. Page 56

Company did not repurchase any shares during the first half of 2011.

The Company has reserved 50,000 shares of common stock for issuance under the 2008 Incentive Stock Option Plan of Union Bankshares, Inc. and Subsidiary. Options with respect to 1,500 shares of common stock were exercised during the first quarter of 2011. The stock to be issued upon exercise of options granted under this Plan consists of authorized but unissued shares of the common stock and/or shares held in treasury. As of June 30, 2011, there were 8,500 employee incentive stock options outstanding and exercisable under the Plan. There were also 3,000 incentive stock options granted during the second quarter of 2011 which will become exercisable in May 2012. As of June 30, 2011 there was \$14 thousand of unrecognized compensation cost related to the nonvested share-based compensation arrangement granted under the Plan. Of the options that are currently exercisable under the Plan, 8,500 options were “in the money” at June 30, 2011. As of June 30, 2011, options for 5,000 shares granted under the Company’s previous incentive stock option plan were outstanding, vested and exercisable; however none of those options were “in the money” and none were exercised during the first six months of 2011.

Union Bankshares, Inc. and Union are subject to various regulatory capital requirements administered by the federal banking agencies. Management believes that as of June 30, 2011, both companies met all capital adequacy requirements to which they are subject. As of June 30, 2011, the most recent calculation date, Union was categorized as well capitalized under the regulatory framework for prompt corrective action. The prompt corrective action capital category framework applies to FDIC insured depository institutions such as Union but does not apply directly to bank holding companies such as the Company. To be categorized as well capitalized, Union must maintain minimum total risk-based, Tier I risk-based, and Tier I leverage ratios as set forth in the table below. As a bank holding company, the Company is subject to substantially similar capital adequacy requirements of the Federal Reserve Board. There are no conditions or events between June 30, 2011 and the date of this report that management believes have changed either company’s category.

	Actual		Minimum For Capital Requirements		Minimum To Be Well Capitalized Under Prompt Corrective Action Provisions		
	Amount (Dollars in thousands)	Ratio	Amount	Ratio	Amount	Ratio	
Total capital to risk weighted assets							
Union	\$43,672	12.60	%\$27,728	8.0	%\$34,660	10.0	%
Company	43,864	12.63	%27,784	8.0	%N/A	N/A	
Tier I capital to risk weighted assets							
Union	\$39,612	11.43	%\$13,862	4.0	%\$20,794	6.0	%
Company	39,804	11.46	%13,893	4.0	%N/A	N/A	
Tier I capital to average assets							
Union	\$39,612	8.35	%\$18,976	4.0	%\$23,720	5.0	%
Company	39,804	8.36	%19,045	4.0	%N/A	N/A	

Capital ratios, while continuing to meet the regulatory guidelines for well capitalized, decreased as of June 30, 2011 due to the branch acquisitions. The total risk based capital ratio for the Company at December 31, 2010 was 15.12% and had dropped to 12.63% at June 30, 2011 .

The Company remains focused on achieving its goals of long-term growth and an above-average shareholder return, while maintaining a strong capital position. Management is aware of the particular importance in today’s uncertain economic environment of maintaining strong capital reserves and planning for future capital needs. A quarterly cash dividend of \$0.25 per share was declared to shareholders of record July 30, 2011, payable August 11, 2011. Dividends

for each of the previous four quarters were \$0.25 per share.

Regulatory Matters. The Company and Union are subject to periodic examinations by the various regulatory agencies. These examinations include, but are not limited to, procedures designed to review lending practices, risk management, credit quality, liquidity, compliance and capital adequacy. During 2011 the Vermont Department of Banking and during 2010, the FDIC and the Federal Reserve Bank of Boston performed various examinations of the Company and Union pursuant to their regular, periodic regulatory reviews. No comments were received from these bodies that would have

a material adverse effect on the Company's or Union's liquidity, financial position, capital resources, or results of operations.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Information called for by this item is incorporated by reference in Management's Discussion and Analysis of Financial Condition and Results of Operations under the caption OTHER FINANCIAL CONSIDERATIONS on pages 50-58.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures. The Company's Chief Executive Officer and Chief Financial Officer, with the assistance of the Disclosure Control Committee, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of June 30, 2011. Based on this evaluation they concluded that those disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by the Company in the reports that it files with the Commission is accumulated and communicated to the Company's management, including its principal executive and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required information.

Changes in Internal Controls over Financial Reporting. There was no change in the Company's internal control over financial reporting, as defined in Rule 13a-15(f) of the Exchange Act, during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II OTHER INFORMATION

Item 1. Legal Proceedings.

There are no known pending legal proceedings to which the Company or its subsidiary is a party, or to which any of their properties is subject, other than ordinary litigation arising in the normal course of business activities. Although the amount of any ultimate liability with respect to such proceedings cannot be determined, in the opinion of management, any such liability is not expected to have a material adverse effect on the consolidated financial condition or results of operations of the Company and its subsidiary.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

From January 1, 2011 to June 30, 2011, the only unregistered issuances of the Company's equity securities were pursuant to the exercise of incentive stock options by certain executive officers, resulting in the issuance of 1,500 shares of the Company's common stock. The shares were issued in reliance upon an exemption in section 4(2) of the Securities Act of 1933 for distributions not involving a public offering.

During the six months ended June 30, 2011, Union Bankshares, Inc. did not repurchase any shares of its common stock.

Item 5. Exhibits.

- | | |
|------|---|
| 31.1 | Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.* |
| 32.2 | Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.* |
| 101 | The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011 formatted in eXtensible Business Reporting Language (XBRL): (i) the unaudited consolidated balance sheets, (ii) the unaudited consolidated statements of income for the second quarters and six months ended June 30, 2011 and 2010, (iii) the unaudited consolidated statements of changes in stockholders' equity, (iv) the unaudited consolidated statements of cash flows and (v) related notes, tagged as blocks of text.* ** |

* This exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.

** As provided in Rule 406T of Regulation S-T, this information is "furnished" and not "filed" for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

Union Bankshares, Inc.

August 15, 2011

/s/ Kenneth D. Gibbons
Kenneth D. Gibbons
Chairman of the Board and Chief Executive
Officer

August 15, 2011

/s/ Marsha A. Mongeon
Marsha A. Mongeon
Chief Financial Officer and Treasurer
(Principal Financial Officer)

EXHIBIT INDEX

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- 32.1 Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101 The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011 formatted in eXtensible Business Reporting Language (XBRL): (i) the unaudited consolidated balance sheets, (ii) the unaudited consolidated statements of income for the second quarters and six months ended June 30, 2011 and 2010, (iii) the unaudited consolidated statements of changes in stockholders' equity, (iv) the unaudited consolidated statements of cash flows and (v) related notes, tagged as blocks of text.* **