UNION BANKSHARES INC
Form 10-Q
May 11, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(X) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

OR

( ) TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended: March 31, 2007

Commission file number: 001-15985

UNION BANKSHARES, INC.

VERMONT 03-0283552

P.O. BOX 667
MAIN STREET
MORRISVILLE, VT 05661

Registrant's telephone number: 802-888-6600

Former name, former address and former fiscal year, if changed since last report: Not applicable

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes __X__ No _____

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. (See definition of "accelerated filer and large accelerated filer", in Rule 12b-2 of the Exchange Act). (Check One):
Large accelerated filer [ ] Accelerated filer [ ] Non-accelerated filer [X]

Indicate by a check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes _____ No __X__

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of

April 30, 2007:

Common Stock, $2 par value	4,530,414 shares

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Item 1. Financial Statements

UNION BANKSHARES, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	March 31, 2007	December 31, 2006
Assets	(Dollars in thousands)	
Cash and due from banks	$ 9,507	$ 11,694
Federal funds sold and overnight deposits	9,258	9,263
Cash and cash equivalents	18,765	20,957
Interest bearing deposits in banks	10,044	5,417
Investment securities available-for-sale	26,526	23,682
Loans held for sale	4,560	3,750
Loans	303,584	313,822
Allowance for loan losses	(3,342)	(3,338)
Unearned net loan fees	(119)	(120)
Net loans	300,123	310,364
Accrued interest receivable	2,033	2,001
Premises and equipment, net	6,032	6,080
Other assets	8,572	8,898
Total assets	$376,655	$381,149

	========	========
Liabilities and Stockholders' Equity		
Liabilities		
Deposits		
Noninterest bearing	$ 46,347	$ 54,875
Interest bearing	267,163	264,947
Total deposits	313,510	319,822
Borrowed funds	15,353	14,596
Liability for pension benefits	1,458	1,317
Accrued interest and other liabilities	4,379	3,491
Total liabilities	334,700	339,226
Commitments and Contingencies		
Stockholders' Equity		
Common stock, $2.00 par value; 5,000,000 shares authorized; 4,918,611 shares issued at 3/31/07 and 12/31/06	9,837	9,837
Paid-in capital	152	150
Retained earnings	35,169	35,203
Treasury stock at cost; 388,197 shares at 3/31/07 and 386,634 at 12/31/06	(2,298)	(2,264)
Accumulated other comprehensive loss	(905)	(1,003)
Total stockholders' equity	41,955	41,923
Total liabilities and stockholders' equity	$376,655	$381,149
	========	========

See accompanying notes to the unaudited consolidated financial statements.

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

	Three Months Ended March 31,	
	2007	2006
	(Dollars in thousands except Per Share Data)	
Interest income		
Interest and fees on loans	$ 5,900	$ 5,451
Interest on debt securities		
Taxable	234	298
Tax exempt	46	49
Dividends	30	23
Interest on federal funds sold and overnight deposits	104	26
Interest on interest bearing deposits in banks	74	79
Total interest income	6,388	5,926

Interest expense		
Interest on deposits	1,785	1,240
Interest on borrowed funds	190	207
Total interest expense	1,975	1,447
Net interest income	4,413	4,479
Provision for loan losses	45	45
Net interest income after provision for loan losses	4,368	4,434
Noninterest income		
Trust income	84	71
Service fees	796	706
Net (losses) gains on sales of investment securities	(10)	3
Net gains on sales of loans held for sale	27	92
Other income	46	74
Total noninterest income	943	946
Noninterest expenses		
Salaries and wages	1,578	1,494
Pension and employee benefits	660	577
Occupancy expense, net	220	203
Equipment expense	262	256
Other expenses	948	867
Total noninterest expense	3,668	3,397
Income before provision for income taxes	1,643	1,983
Provision for income taxes	408	510
Net income	$ 1,235	$ 1,473
Earnings per common share	$ 0.27	$ 0.32
Weighted average number of common shares outstanding	4,531,515	4,541,507
Dividends per common share	$ 0.28	$ 0.26

See accompanying notes to the unaudited consolidated financial statements.

UNION BANKSHARES, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited)

	Common Stock					A
	Shares, net of Treasury	Amount	Paid-in capital	Retained earnings	Treasury stock	co
				(Dollars in thousands)		
Balances, December 31, 2006	4,531,977	$9,837	$150	$35,203	$(2,264)	
Comprehensive income:						
Net income	-	-	-	1,235	-	
Change in net unrealized loss on investment securities available-for-sale, net of reclassification adjustment and tax effects	-	-	-	-	-	
Total comprehensive income	-	-	-	-	-	
Cash dividends declared ($0.28 per share)	-	-	-	(1,269)	-	
Issuance of stock options	-	-	2	-	-	
Purchase of treasury stock	(1,563)	-	-	-	(34)	
Balances, March 31, 2007	4,530,414	$9,837	$152	$35,169	$(2,298)	

See accompanying notes to the unaudited consolidated financial statements.

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

	Three Months Ended	
	March 31, 2007	March 31, 2006
	(Dollars in thousands)	
Cash Flows From Operating Activities		
Net Income	$ 1,235	$ 1,473
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	192	184
Provision for loan losses	45	45
(Credit) provision for deferred income taxes	(111)	53
Net amortization of investment securities	4	22

Equity in losses of limited partnerships	66	110
Issuance of stock options	2	2
Write-downs of other real estate owned	10	-
Decrease in unamortized loan fees	(1)	(14)
Proceeds from sales of loans held for sale	3,437	6,802
Origination of loans held for sale	(4,219)	(1,954)
Net loss (gain) on sales of investment securities	10	(3)
Net gain on sales of loans held for sale	(27)	(92)
Net gain on disposals of premises and equipment	-	(7)
Net gain on sales of other real estate owned	(20)	-
(Increase) decrease in accrued interest receivable	(32)	158
Decrease in other assets	131	9
Increase in income taxes	494	382
Increase in accrued interest payable	178	148
Increase in other liabilities	357	89
Net cash provided by operating activities	1,751	7,407
Cash Flows From Investing Activities		
Interest bearing deposits in banks		
Maturities and redemptions	197	1,299
Purchases	(4,987)	-
Investment securities available-for-sale		
Sales	414	455
Maturities, calls and paydowns	695	1,441
Purchases	(3,820)	-
Net redemption (purchase) of Federal Home Loan Bank stock	82	(199)
Net decrease (increase) in loans	10,294	(8,550)
Recoveries of loans charged off	17	40
Purchases of premises and equipment	(144)	(394)

	Three Months Ended	
	March 31, 2007	March 31, 2006
	(Dollars in thousands)	
Proceeds from sales of other real estate owned	3	-
Proceeds from sales of premises and equipment	-	8
Net cash provided by (used in) investing activities	2,751	(5,900)
Cash Flows From Financing Activities		
Net increase (decrease) in borrowings outstanding	757	(379)
Net decrease in noninterest bearing deposits	(8,528)	(4,800)
Net increase in interest bearing deposits	2,217	1,595
Purchase of treasury stock	(34)	(40)
Dividends paid	(1,269)	(1,181)
Net cash used in financing activities	(6,857)	(4,805)
Decrease in cash and cash equivalents	(2,355)	(3,298)
Cash and cash equivalents		

Beginning	20,957	14,208
Ending	$18,602	$10,910
Supplemental Disclosures of Cash Flow Information		
Interest paid	$ 1,797	$ 1,299
Income taxes paid	$ 25	$ 75
Supplemental Schedule of Noncash Investing and Financing Activities		
Change in unrealized losses on investment securities available-for-sale	$ 148	$ (107)
Loans originated to finance the sale of other real estate owned	$ 115	$ -

See accompanying notes to the unaudited consolidated financial statements.

UNION BANKSHARES, INC. AND SUBSIDIARY

Note 1. Basis of Presentation

The accompanying interim unaudited consolidated financial statements of Union Bankshares, Inc. (the Company) for the interim periods ended March 31, 2007 and 2006, and for the quarters then ended have been prepared in conformity with U.S. generally accepted accounting principles (GAAP), 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, 2006. In the opinion of the 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 2006 Annual Report to Shareholders, 2006 Annual Report on Form 10-K, and current reports on Form 8-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, 2007, or any other interim period.

Certain amounts in the 2006 consolidated financial statements have been reclassified to conform to the 2007 presentation.

Note 2. Commitments and Contingencies

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

Note 3. Per Share Information

Earnings per common share amounts 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 stock options does not result in material dilution.

Note 4. New Accounting Pronouncements

In February 2007, the Financial Accounting Board's (FASB) issued Statement of Financial Accounting Standard (SFAS) No. 159, The Fair Value Option for Financial Assets and Financial Liabilities. This Statement permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. The objective is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. This Statement also establishes presentation and disclosure requirements designed to facilitate comparisons between entities that choose different measurement attributes for similar types of assets and liabilities. This Statement does not affect any existing accounting literature that requires certain assets and liabilities to be carried at fair value. This Statement does not establish requirements for recognizing and measuring dividend income, interest income, or interest expense. This Statement does not eliminate disclosure requirements included in other accounting standards, including requirements for disclosures about fair value measurements included in SFAS No. 157, Fair Value Measurements, and No. 107, Disclosures about Fair Value of Financial Instruments. This Statement is effective prospectively for financial statements issued for fiscal years beginning after November 15, 2007. The Company is currently evaluating the impact of this new standard on the Company's consolidated financial statements but does not expect that such impact will be material.

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements. This statement defines fair value, establishes a framework for measuring fair value in GAAP, and expands disclosures about fair value measurements. This Statement applies under other accounting pronouncements that require or permit fair value measurements. Accordingly, this Statement does not require any new fair value measurements. However, for some entities, the application of this Statement will change current practice. This Statement is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Company is currently evaluating the impact of this new standard to determine its effects on the Company's consolidated financial statements but does not expect that such impact will be material.

In March 2006, the FASB issued SFAS No. 156, Accounting for Servicing of Financial Assets, an amendment of SFAS No. 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities, with respect to the accounting for separately recognized servicing assets

and servicing liabilities. The Statement requires an entity to recognize a servicing asset or servicing liability each time it undertakes an obligation to service a financial asset by entering into a servicing contract in certain situations. It requires all separately recognized servicing assets and liabilities to be initially measured at fair value, if practicable. It permits an entity to choose either the amortization method or the fair value measurement method for each class of separately recognized servicing assets and liabilities and requires additional disclosures in the financial statements under the fair value measurement method. The Company adopted SFAS No.156 effective January 1, 2007 and will continue with the amortization method of servicing rights which has no additional impact on the Company's financial position or results of operations.

Note 5. Defined Benefit Pension Plan

Union Bank (Union), the Company's bank 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 months ended March 31, 2007 and 2006 consisted of the following components:

	Three Months Ended	
	2007	2006
	(Dollars in thousands)	
Service cost	$ 132	$ 110
Interest cost on projected benefit obligation	148	131
Expected return on plan assets	(150)	(124)
Amortization of prior service cost	2	1
Amortization of net loss	5	21
Net periodic benefit cost	$ 137	$ 139

Note 6. Other Comprehensive Loss
The components of other comprehensive gain (loss) and related tax effects for the three months ended March 31, 2007 and 2006 are as follows:

	Three Months Ended	
	2007	2006
	(Dollars in thousands)	
Unrealized holding gains (losses) on investment securities available-for-sale	$ 158	$(103)
Reclassification adjustment for losses (gains) realized in income	10	(3)
Net unrealized gains (losses)	148	(106)
Tax effect	(50)	36
Net of tax amount	$ 98	$ (70)

Note 7. Income Taxes
The Company adopted the provisions of FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes - an interpretation of SFAS No. 109 (FIN 48), on January 1, 2007. FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS No. 109, Accounting for Income Taxes, and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

Based on management's evaluation, management has concluded that there are no significant uncertain tax positions requiring recognition in the Company's financial statements. Although the Company is not currently the subject of a tax audit by the Internal Revenue Service (IRS), the Company's tax years ending December 31, 2003 through 2006 are open to audit by the IRS under the applicable statute of limitations.

The Company may from time to time be assessed interest or penalties by major tax jurisdictions, although any such assessments historically have been minimal and immaterial to our financial results. In the event that the Company receives an assessment for interest and/or penalties, it will be classified in the financial statements as other expenses.

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 had a material effect on Union Bankshares, Inc.'s (Company's) financial position as of March 31, 2007, and as of December 31, 2006, and its results of operations for the three months ended March 31, 2007 and 2006. This discussion is being presented to provide a narrative explanation of the 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, 2006. In the opinion of 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 period. Management is not aware of the occurrence of any events after March 31, 2007, 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 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 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 those predictions, forecasts, projections and other estimates contained in forward-looking statements will not be achieved. When management uses any of the words "believes," "expects," "anticipates," "intends," "plans," "seeks," "estimates", 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. The possible events or factors that might affect forward-looking statements include, but are not limited to, the following:

- uses of monetary, fiscal, and tax policy by various governments;
- political, legislative, or regulatory developments in Vermont, New Hampshire, or the United States including changes in laws concerning accounting, taxes, financial reporting, banking, and other aspects of the financial services industry;
- developments in general economic or business conditions nationally, in

Vermont, or in northern New Hampshire, including interest rate fluctuations, market fluctuations and perceptions, job creation and unemployment rates, ability to attract new business, and inflation and their effects on the Company or its customers;

- changes in the competitive environment for financial services organizations, including increased competition from tax-advantaged credit unions and out-of-market competitors offering financial services over the internet;
- the Company's ability to attract and retain key personnel;
- changes in technology, including demands for greater automation which could present operational issues or significant capital outlays;
- acts or threats of terrorism or war, and actions taken by the United States or other governments that might adversely affect business or economic conditions for the Company or its customers;
- adverse changes in the securities market which could adversely affect the value of the Company's stock;
- any actual or alleged conduct which could harm the Company's reputation;
- natural or other disasters which could affect the ability of the Company to operate under normal conditions;

- the Company's ability to retain and attract deposits;
- illegal acts of theft or fraud perpetuated against the bank or its customers;
- unanticipated lower revenues or increased cost of funds, loss of customers or business, or higher operating expenses;
- the failure of assumptions underlying the establishment of the allowance for loan losses and estimations of values of collateral and various financial assets and liabilities;
- the amount invested in new business opportunities and the timing of these investments;
- 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;
- 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;
- 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; and
- the creditworthiness of current loan customers is different from management's understanding or changes dramatically and therefore the allowance for loan losses becomes inadequate.

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 and are reminded not to place undue reliance on such statements. 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.

CRITICAL ACCOUNTING POLICIES

The Company has established various accounting policies which govern the application of accounting principles generally accepted in the United States of America in the preparation of the Company's financial statements. Certain accounting policies involve significant judgments and assumptions by management which have a material impact on the reported amount of assets, liabilities, 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 of 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, or the results of operations of the Company.

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. In estimating the allowance for loan losses, management utilizes historical experience as well as other factors including the effect of changes in the local real estate market on collateral values, the effect on the loan portfolio of current economic indicators and their probable impact on borrowers and changes in delinquent, nonperforming or impaired loans. Changes in these factors may cause management's estimate 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.

The Company's pension benefit obligations and net periodic benefit cost are actuarially determined based on the following assumptions: discount rate, estimated future return on plan assets, wage base rate, anticipated mortality rates, Consumer Price Index rate, rate of increase in compensation levels, anticipated service periods and retirement dates. The determination of the pension benefit obligations and net periodic benefit cost is a critical accounting estimate as it requires the use of estimates and judgment related to the amount and timing of expected future cash out flows for benefit payments and cash in flows for maturities and returns on plan assets. Changes in estimates and assumptions could have a material impact to the Company's financial condition or results of operations.

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 results of operation and financial condition, including the valuation of deferred tax assets and analysis of investment securities. Although management believes that its estimates, assumptions and judgments are reasonable, they are based upon information presently available. Actual results may differ significantly from these estimates under different assumptions, judgments or conditions.

OVERVIEW

The Company's net income was $1.235 million for the quarter ended March 31, 2007, compared with net income of $1.473 million for the same period in 2006, or a 16.2% decrease between years. The Company faced a challenging interest rate environment, and although total interest income increased by $462 thousand, or 7.8% in 2007 versus the first quarter of 2006, this increase was more than offset by an increase in interest expense of $528 thousand, or 36.5% between periods. The prime rate has remained flat at 8.25% since June 29, 2006. The yield curve remained inverted throughout the first quarter of 2007 with short term interest rates being higher than long term rates. The Company had a decrease in its net interest margin from 5.29% for the first quarter of 2006 to 5.22% for the first quarter of 2007.

The Company's total assets decreased from $381.1 million at December 31, 2006, to $376.7 million at March 31, 2007 or a decrease of 1.2%. Deposits decreased from $319.8 million at December 31, 2006 to $313.5 million at March 31, 2007, or a decrease of 2.0%. The contraction in both total assets and total deposits is a seasonal trend during the first calendar quarter of each year. Total loans including loans held for sale decreased 3.0% from $317.6 million at December 31, 2006 to $308.1 million at March 31, 2007. Almost $4 million of the change is due to the completion of residential construction loans which is normal during the first calendar quarter while commercial construction loans outstanding increased $1.6 million and $2 million is due to decreased municipal borrowing.

Noninterest expenses are up $271 thousand or 8.0% for the first quarter of 2007 to $3.7 million from $3.4 million for the first quarter of 2006. More than half that increase is due to personnel costs, including approximately $84 thousand or 5.6% for direct salary and wages due to year end 2006 raises and the opening of the Littleton, New Hampshire branch in March 2006. Approximately $83 thousand relates to benefit costs, most of which is an increase in health insurance expense. The costs to bring or maintain properties in Other Real Estate Owned account for approximately $40 thousand of the increase.

The following unaudited per share information and key ratios depict several measurements of performance or financial condition for or at the three months ended March 31, 2007 and 2006, respectively:

	Quarter Ended March 31,	
	2007	2006
Return on average assets (ROA) (1)	1.31%	1.58%
Return on average equity (ROE) (1)	11.85%	14.19%
Net interest margin (1)(2)	5.22%	5.29%
Efficiency ratio (3)	67.07%	61.74%
Net interest spread (4)	4.64%	4.87%
Loan to deposit ratio	98.29%	100.29%
Net loan charge-offs (recoveries) to average loans not held for sale (1)	0.05%	(0.04%)
Allowance for loan losses to loans not held for sale	1.10%	1.02%
Non-performing assets to total assets	1.63%	1.24%
Equity to assets	11.14%	11.23%
Total capital to risk weighted assets	17.60%	17.24%
Book value per share	$9.26	$9.20
Earnings per share	$0.27	$0.32
Dividends paid per share	$0.28	$0.26
Dividend payout ratio (5)	103.70%	81.25%

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(1) Annualized

(2) The ratio of tax equivalent net interest income to average earning assets.

(3) The ratio of noninterest expense to net interest income plus noninterest income excluding securities gains and losses.

(4) The difference between the average rate earned on assets minus the average rate paid on liabilities.

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

The prime interest rate has remained flat at 8.25% since June 29, 2006. The prime rate was 7.25% as of December 31, 2005 and rose twice during the first quarter in 2006, by 25 basis points each time to reach 7.75% at March 31 2006. The current prime rate of 8.25% is the highest the prime rate has been since March 20, 2001. The Company's net interest margin decreased 7 basis points and net interest spread declined 23 basis points during the first three months of 2007 compared to the first three months of 2006. This decline in the net interest spread was primarily the result of average interest rates paid on deposits rising as traditional and nontraditional financial institutions and tax-exempt credit unions in the Company's market compete aggressively for core deposit dollars, resulting in pricing pressures.

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 decreased $66 thousand, or 1.5%, to $4.4 million for the three months ended March 31, 2007, from $4.5 million for the three months ended March 31, 2006. The net interest spread decreased 23 basis points to 4.64% for the three months ended March 31, 2007, from 4.87% for the three months ended March 31, 2006. As time deposit "specials" abounded throughout the market place, interest rates paid to attract and retain time deposits moved up more quickly than rates earned on loans and other earning assets. The net interest margin for the first quarter of 2007 decreased 7 basis points to 5.22% from the 2006 period at 5.29%. A decrease in prime rate would not necessarily be beneficial to the Company in the near term, see "OTHER FINANCIAL CONSIDERATIONS - Market Risk and Asset and Liability Management."

Yields Earned and Rates Paid. The following table shows, for the periods indicated, the total amount of income recorded from interest-earning assets and the related average yields, the interest expense associated with interest-bearing liabilities, the related average rates paid, and the relative net interest spread and net interest margin. Yield and rate information is calculated on an annualized tax equivalent basis. Yield and rate information for a period is average information for the period, and is calculated by

dividing the annualized 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 interest-earning assets. Nonaccrual loans are included in asset balances for the appropriate periods, but recognition of interest on such loans is discontinued and any remaining accrued interest receivable is reversed in conformity with federal regulations.

	Three months ended March 3			
	2007			
	Average Balance	Interest Earned/ Paid	Average Yield/ Rate	Average Balance
	(Dollars in thousands)			

Average Assets:				
Federal funds sold and overnight deposits	$ 8,078	$ 104	5.16%	$ 2,317
Interest bearing deposits in banks	6,789	74	4.40%	8,171
Investment securities (1), (2)	24,851	284	4.90%	31,539
Loans, net (1), (3)	309,444	5,900	7.84%	305,883
FHLB of Boston stock	1,405	26	7.53%	1,396
Total interest-earning assets (1)	350,567	6,388	7.50%	349,306
Cash and due from banks	10,402			10,353
Premises and equipment	6,072			6,058
Other assets	8,857			8,094
Total assets	$375,898			$373,811
Average Liabilities and Stockholders' Equity:				
NOW accounts	$ 50,355	$ 94	0.76%	$ 52,265
Savings/money market accounts	94,902	409	1.75%	107,378
Time deposits	118,741	1,282	4.38%	101,401
Borrowed funds	15,368	190	4.93%	18,226
Total interest-bearing liabilities	279,366	1,975	2.86%	279,270
Non-interest bearing deposits	49,481			49,044
Other liabilities	5,351			3,967
Total liabilities	334,198			332,281
Stockholders' equity	41,700			41,530
Total liabilities and stockholders' equity	$375,898			$373,811
Net interest income		$4,413		
Net interest spread (1)			4.64%	
Net interest margin (1)			5.22%	

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(1) Average yields reported on a tax-equivalent basis.
(2) Average balances of investment securities are calculated on the amortized cost basis.
(3) Includes loans held for sale and is net of unearned income and allowance for loan losses.

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Rate/Volume Analysis. The following tables describe the extent to which changes in interest rates and changes in volume of 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:

o changes in volume (change in volume multiplied by prior rate);

- o changes in rate (change in rate multiplied by prior volume); and
- o 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 March 31, 2007 Compared to Three Months Ended March 31, 2006 Increase/(Decrease) Due to Change In		
	Volume	Rate	Net
	(Dollars in thousands)		
Interest-earning assets:			
Federal funds sold and overnight deposits	$ 73	$ 5	$ 78
Interest bearing deposits in banks	(14)	9	(5)
Investment securities	(80)	9	(71)
Loans, net	61	388	449
FHLB of Boston stock	-	11	11
Total interest-earning assets	40	422	462
Interest-bearing liabilities:			
NOW accounts	(3)	15	12
Savings/money market accounts	(49)	67	18
Time deposits	147	368	515
Borrowed funds	(34)	17	(17)
Total interest-bearing liabilities	61	467	528
Net change in net interest income	$(21)	$(45)	$(66)

Quarter Ended March 31, 2007, compared to Quarter Ended March 31, 2006.

Interest and Dividend Income. The Company's interest and dividend income increased $462 thousand, or 7.8%, to $6.4 million for the three months ended March 31, 2007, from $5.9 million for the three months ended March 31, 2006, with average earning assets increasing $1.3 million, or 0.4%, to $350.6 million for the three months ended March 31, 2007, from $349.3 million for the three months ended March 31, 2006. The increase in interest income resulting from the rise in average earning assets was augmented by the higher rates earned on all categories of earning assets in 2007 versus 2006. Average loans approximated $309.4 million at an average yield of 7.84% for the three months ended March 31, 2007, up $3.5 million from $305.9 million at an average yield of 7.30% for the three months ended March 31, 2006, or a 1.2% increase in volume and a 54 basis point increase in yield.

The average balance of investments (including mortgage-backed securities) decreased $6.7 million or 21.2%, to $24.9 million for the three months ended March 31, 2007, from $31.5 million for the three months ended March 31, 2006. The decrease in the investment portfolio from the first quarter of 2006 reflects the continuing growth in the loan portfolio, as investment maturities were used to fund loan growth, which continued to outpace the growth in deposits. The average level of federal funds sold and overnight deposits increased $5.8 million, or 248.6%, to $8.1 million for the three months ended March 31, 2007, from $2.3 million for the three months ended March 31, 2006. The inverted yield curve throughout the quarter is evident by the yield earned on Federal Funds sold and overnight deposits of 5.16%. The average level of interest bearing deposits in banks for the quarter was $6.8 million down $1.4 million or 16.9% from the 2006 average level of $8.2 million. Interest income from non-loan instruments increased only slightly between periods, with $488 thousand for the first quarter of 2007 and $475 thousand for the same period of 2006, reflecting the overall increase in yields, offset by the overall decrease in volume.

Interest Expense. The Company's interest expense increased $528 thousand, or 36.5%, to $2.0 million for the three months ended March 31, 2007, from $1.4 million for the three months ended March 31, 2006, of which $61 thousand was a result of the increase in volume while the remaining $467 thousand increase was due to rate increases fueled by stiff competition for deposit dollars.

Interest expense on deposits increased $545 thousand or 44.0% to $1.8 million for the quarter ended, March 31, 2007 from $1.2 million for the quarter ended, March 31, 2006. Competition for deposits has remained stiff. Management also believes that consumers have become more rate sensitive over the last eighteen months due to advertised "specials" and the proliferation of non-local financial institutions trying to gather deposits throughout the market area. Average time deposits rose to $118.7 million for the three months ended March 31, 2007, from $101.4 million for the three months ended March 31, 2006, or an increase of 17.1%. The average rate paid on time deposits increased 131 basis points, to 4.38% from 3.07% for the three months ended March 31, 2007 and 2006, respectively. The average balances for money market and savings accounts decreased $12.5 million, or 11.6%, to $94.9 million for the three months ended March 31, 2007, from $107.4 million for the three months ended March 31, 2006 as the spread widened for interest rates on time deposits, which appeared to motivate customers to move funds into those higher paying instruments. A $1.9 million, or 3.7% decrease in NOW accounts brought the average balance down to $50.4 million from $52.3 million between the two years.

Interest expense on borrowed funds dropped from $207 thousand for the quarter ended, March 31, 2006 to $190 thousand for the quarter ended, March 31, 2007 as the average funds borrowed from the FHLB of Boston dropped from $17.8 million to $15.3 million between years.

Provision for Loan Losses. The loan loss provision for the quarters ended March 31, 2007 and 2006 was $45 thousand. Recoveries on loans previously charged off resulted in an addition to the Allowance for Loan Losses of $17 thousand during the first quarter of 2007 versus $40 thousand during the same period in 2006. For further details see, FINANCIAL CONDITION -"Allowance for Loan Losses" below.

Noninterest income. The following table sets forth changes from the first three months of 2006 to the first three months of 2007 for components of noninterest income:

	For The Quarter Ended March 31,			
(Dollars in thousands)	2007	2006	$ Variance	% Varia
Trust income	$ 84	$ 71	$ 13	18.
Service fees	796	706	90	12.
Net (losses) gains on sales of investment securities	(10)	3	(13)	(433.
Net gains on sales of loans held for sale	27	92	(65)	(70.
Other	46	74	(28)	(37.
Total noninterest income	$943	$946	$ (3)	(0.

Trust income. The increase resulted primarily from increases in regular fee income which is based on the market value of assets managed and the addition of new customers.

Service fees. The increase resulted primarily from increases in overdraft fees of $53 thousand, or 22.6% due to the mid-March 2006 increase from $22 per item to $25 per item, and ATM usage fees of $14 thousand, or 8.7%, partially offset by a decline in deposit service charges of $8 thousand, or 13.6%.

Net gains on sales of loans held for sale. Residential real estate loans of $3.4 million were sold for a net gain of $27 thousand during the first quarter of 2007 versus sales of $6.8 million for a net gain of $92 thousand during the first quarter of 2006.

Other. The decrease between periods is primarily due to the reduction in net mortgage servicing rights of $33 thousand from 2006 to 2007. There was also a decrease of $7 thousand in royalties from oil and gas leases. These two reductions were partially offset by a $19 thousand gain on the sale of Other Real Estate Owned.

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Noninterest expense. The following table sets forth changes from the first three months of 2006 to the first three months of 2007 for components of noninterest expense:

	For The Quarter Ended March 31,			
(Dollars in thousands)	2007	2006	$ Variance	% Variance
Salaries and wages	$1,578	$1,494	$ 84	5.6
Pension and employee benefits	660	577	83	14.4
Occupancy expense, net	220	203	17	8.4
Equipment expense	262	256	6	2.3
Equity in losses of affordable housing investments	66	109	(43)	(39.4)
Other	882	758	124	16.4
Total noninterest expense	$3,668	$3,397	$271	8.0

Salaries and wages and related expenses. The increase in 2007 over 2006 was due primarily to regular salary activity and the expansion of the Littleton, New Hampshire loan production office to a full service branch during the first quarter of 2006. Increases in related payroll taxes, an increase in the accrual for pension plan expense and a $68 thousand or 30.9% increase in the Company's medical and dental insurance costs account for the majority of the increase in pension and employee benefits.

Occupancy Expense. The increase for 2007 over 2006 was due primarily to the new Littleton, New Hampshire branch opened in March of 2006 and the increased costs of fuel and utilities throughout the offices.

Equity in losses of affordable housing investments. The expense for 2006 included a catch up adjustment for $43 thousand related to two 2005 investments once the 2005 audited financial statements were received.

Other. Increase between years due to an increase in contributions expense, legal fees, trust department expenses, Vermont franchise taxes due to the expiration of state tax credits, and the costs to bring or maintain properties in Other Real Estate Owned.

Income Tax Expense. The Company has provided for current and deferred federal income taxes for the current and all prior periods presented. The Company's provision for income taxes was $408 thousand for the three months ended March 31, 2007 and $510 thousand for 2006, mostly as a result of the decrease in taxable net income compared to the 2006 comparison period. The Company's effective tax rate decreased to 24.8% for the three months ended March 31, 2007, from 25.7% for the same period in 2006, reflecting an increase in non-taxable municipal loan income.

FINANCIAL CONDITION

At March 31, 2007 the Company had total consolidated assets of $376.7 million, including gross loans and loans held for sale ("total loans") of $308.1 million, deposits of $313.5 million and stockholders' equity of $42.0 million. The Company's total assets decreased $4.5 million or 1.2% to $376.7 million at March 31, 2007, from $381.1 million at December 31, 2006. Net loans and loans held for sale were $304.7 million, or 80.9% of total assets at March 31, 2007, as compared to $314.1 million, or 82.4% of total assets at December 31, 2006. Cash and cash equivalents, including federal funds sold and overnight deposits, decreased $2.4 million, or 11.2%, to $18.6 million at March 31, 2007, from $21.0 million at December 31, 2006. Interest bearing deposits in banks increased $4.8 million or 88.4% from $5.4 million at December 31, 2006 to $10.2 million at March 31, 2007 as these FDIC insured deposits were one of the most attractive investment alternatives during the first quarter of 2007.

Investment securities available-for-sale increased from $23.7 million at December 31, 2006, to $26.5 million at March 31, 2007, a $2.8 million, or 12.0%, increase. As loan demand was not as strong during the first quarter of 2007, the opportunity was taken to rebuild the investment portfolio to a more normal level. The securities available-for-sale and interest bearing deposits in banks increased from 7.6% of total assets at December 31, 2006 to 9.8% at March 31, 2007.

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Deposits decreased $6.3 million, or 2.0%, to $313.5 million at March 31, 2007, from $319.8 million at December 31, 2006, reflecting a pattern of the seasonal variation in dollars on deposit. Noninterest bearing deposits decreased $8.5 million, or 15.5%, from $54.9 million at December 31, 2006, to $46.3 million at March 31, 2007 while interest bearing deposits increased $2.2 million, or 0.8%, from $264.9 million at December 31, 2006 to $267.2 million at March 31, 2007. (See average balances and rates in the Yields Earned and Rates Paid table on Page 14). Total borrowings increased $757 thousand or 5.2% to $15.4 million at March 31, 2007, from $14.6 million at December 31, 2006 in order to match fund some specific loans as lower cost deposits seasonally declined during the first three months of 2007.

Total capital increased $32 thousand from December 31, 2006 to $42.0 million at March 31, 2007, reflecting net income of $1.2 million for the first three months of 2007, less the regular cash dividend paid of $1.3 million, the purchase of Treasury stock totaling $34 thousand and a decrease of $98 thousand in accumulated other comprehensive loss. (See Capital Resources section on Page 30)

Loans Held for Sale and Loan Portfolios. The Company's total loans primarily consist of adjustable-rate and fixed-rate mortgage loans secured by one-to-four family, multi-family residential or commercial real estate. As of March 31, 2007, the Company's total loan portfolio was $308.1 million, or 81.8% of assets, down from $317.6 million, or 83.3% of assets as of December 31, 2006, and from $311.0 million or 83.6% of assets as of March 31, 2006. Total loans (including loans held for sale) have decreased $9.5 million since December 31, 2006 while average loans (including loans held for sale) were $305.9 million for the 2006 comparison period and have grown to $309.4 million or 1.1% for the first three months of 2007. The Company sold $3.4 million of loans held for sale during the first three months of 2007 resulting in a gain on sale of loans of $27 thousand, compared with loan sales of $6.8 million and related gain on sale of loans of $92 thousand for the first three months of 2006.

The following table shows information on the composition of the Company's total loan portfolio as of March 31, 2007 and December 31, 2006:

Loan Type	March 31, 2007		December 31, 2006	
	(Dollars in thousands)			
	Amount	Percent	Amount	Percent
Residential real estate	$111,134	36.1	$114,139	35.9
Construction real estate	20,208	6.6	22,568	7.1
Commercial real estate	129,121	41.9	130,848	41.2
Commercial	18,544	6.0	19,253	6.1
Consumer	7,207	2.3	7,717	2.4
Municipal loans	17,370	5.6	19,297	6.1
Loans Held for Sale	4,560	1.5	3,750	1.2
Total loans	308,144	100.0	317,572	100.0
Deduct:				
Allowance for loan losses	3,342		3,338	
Unearned net loan fees	119		120	
Net loans and loans held for sale	$304,683		$314,114	

The Company originates and sells some residential mortgages into the secondary market, with most such sales made to the Federal Home Loan Mortgage Corporation (FHLMC/"Freddie Mac") and the Vermont Housing Finance Agency (VHFA). The Company services a $197.5 million residential real estate mortgage portfolio, approximately $86.4 million of which was serviced for unaffiliated third parties at March 31, 2007. Additionally, the Company originates commercial real estate and commercial loans under various SBA programs that provide an agency guarantee for a portion of the loan amount. The Company occasionally sells the guaranteed portion of the loan to other financial concerns and will retain servicing rights, which generates fee income. The Company serviced $6.4 million of commercial and commercial real estate loans for unaffiliated third parties as of March 31, 2007. The Company capitalizes servicing rights on these fees and 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 $305 thousand at March 31, 2007, with an estimated market value in excess of their carrying value.

In the ordinary course of business, the Company occasionally participates out, on a non-recourse basis, a portion of commercial or real estate loans to other financial institutions for liquidity or credit concentration management purposes. The total of loans participated out as of March 31, 2007 was $12.3 million.

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. Management closely monitors the Company's loan and investment portfolios and other real estate owned for potential problems and reports to the Company's and the subsidiary's Boards of Directors at regularly scheduled meetings.

The Company's loan review procedures include a credit quality assurance process that begins with approval of lending policies and underwriting guidelines by the Board of Directors and includes a loan review department supervised by an experienced, former regulatory examiner, conservative individual lending limits for officers, Board approval for large credit relationships and a quality control process for loan documentation that includes post-closing reviews. The Company also maintains a monitoring process for credit extensions. The Company performs periodic concentration analyses based on various factors such as industries, collateral types, large credit sizes, and officer portfolio loads. The Company has established underwriting guidelines to be followed by its officers, and exceptions are required to be approved by a senior loan officer or the Board of Directors. The Company monitors its delinquency levels for any negative or adverse trends. There can be no assurance, however, that the Company's loan portfolio will not become subject to increasing pressures from deteriorating borrower credit due to general or local economic conditions.

Restructured loans include the Company's troubled debt restructurings that involved forgiving a portion of interest or principal on any loans, refinancing loans 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. Restructured loans do not include qualifying restructured loans that have complied with the terms of their restructure agreement for a satisfactory period of time. Restructured loans in compliance with modified terms totaled $1.3 million at March 31, 2007 and December 31, 2006 all of which is guaranteed by the U.S. Department of Agriculture-Rural Development. At, March 31, 2007 the Company was not committed to lend any additional funds to borrowers whose terms have been restructured.

Loans on which the accrual of interest has been discontinued are designated as nonaccrual loans. 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. 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 Company had loans on nonaccrual status totaling $3.0 million, or 0.99% of gross loans at March 31, 2007, $2.5 million, or 0.80%, at December 31, 2006, and $1.3 million, or 0.43%, at March 31, 2006. The increase over the last three months is primarily due to one residential construction loan and two residential mortgages, all with loan to value ratios less than 75% being placed in nonaccrual status. Certain loans in non-accrual status are covered by guarantees of U.S. Government or state agencies. Approximately $511 thousand of the balances in this category were covered by such guarantees at March 31, 2007. The aggregate interest income not recognized on such nonaccrual loans amounted to approximately $389 thousand and $270 thousand as of March 31, 2007 and 2006, respectively and $371 thousand as of December 31, 2006.

The Company had $2.9 million in loans past due 90 days or more and still accruing at March 31, 2007 and $2.2 million at December 31, 2006. The increase between periods was mainly due to one commercial real estate loan that has subsequently been brought current. Certain loans past due 90 days or more and still accruing interest are covered by guarantees of U.S. Government or state agencies. Approximately $185 thousand of the balances in this category were covered by such guarantees at March 31, 2007.

At March 31, 2007, and December 31, 2006, respectively, the Company had internally classified certain loans totaling $23 thousand and $319 thousand, respectively. In management's view, such loans represent a higher degree of risk and could become nonperforming loans in the future. While still on a performing status, in accordance with the Company's credit policy, loans are internally classified when a review indicates any of the following conditions makes the likelihood of collection uncertain:

- the financial condition of the borrower is unsatisfactory;
- repayment terms have not been met;
- the borrower has sustained losses that are sizable, either in absolute terms or relative to net worth;
- confidence is diminished;
- loan covenants have been violated;
- collateral is inadequate; or
- other unfavorable factors are present.

On occasion real estate properties are acquired through or in lieu of loan foreclosure. These properties are to be sold and are initially recorded at the lesser of the recorded loan or fair value via an appraisal for more significant properties and management's estimate for minor properties at the date of acquisition establishing a new carrying basis. The Company had $3 thousand of land and $288 thousand of commercial real estate property classified as OREO at March 31, 2007 compared to $3 thousand of land, $98 thousand of residential real estate and $298 thousand of commercial real estate property at December 31, 2006. The other real estate owned was included in Other Assets on the Consolidated Balance Sheet at both time periods.

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 which, in management's judgment, is adequate to absorb credit losses inherent in the loan portfolio; however, actual loan losses may vary from current estimates.

Adequacy of the allowance for loan losses is determined using a consistent, systematic methodology, which analyzes the risk inherent in the loan portfolio. In addition to evaluating the collectibility of specific loans when determining the adequacy of the allowance, management also takes into consideration other factors such as changes in the mix and size of the loan portfolio, historic 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. The adequacy of the allowance for loan losses is assessed by an allocation process whereby specific loss allocations are made against certain adversely classified loans and general loss allocations are made against segments of the loan portfolio which have similar attributes. While for internal analytical purposes the Company allocates the allowance for loan losses based on the percentage category to total loans, the portion of the allowance for loan losses allocated to each category does not represent the total available for future losses which may occur within the loan category since the total allowance for possible loan losses is a valuation reserve available to cover losses in the entire portfolio.

The allowance for loan losses is increased by a provision for loan losses, which is charged to earnings, and reduced by charge-offs, net of recoveries. The provision for loan losses represents the current period credit cost associated with maintaining an appropriate allowance for loan losses. Based on an evaluation of the loan portfolio, management presents a quarterly analysis of the allowance for loan losses to the Board of Directors, indicating any changes since the last review and any recommendations as to adjustments. Additionally, various regulatory agencies periodically review the Company's allowance for loan losses as an integral part of their examination process.

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For the three months ended March 31, 2007, the methodology used to determine the provision for loan losses was unchanged from the prior year. The Company's loan portfolio balance decreased $10.2 million or 3.3% from December 31, 2006. There was a reduction in the balance of all loan types between December 31, 2006 and March 31, 2007. The overall reduction in the loan portfolio decreased the estimated allowance for loan losses, however a rise of $1.2 million in nonperforming loans (mainly due to one commercial real estate loan which has subsequently been brought current) increased the estimated allowance for loan losses. As a result of the increase in nonperforming loans, the Company designated a loan loss provision for the three months ended March 31, 2007 of $45 thousand which, together with net charge-offs after recoveries left the allowance for loan losses at $3.3 million at March 31, 2007. There was no material change in the lending programs or terms during the quarter.

The following table reflects activity in the allowance for loan losses for the three months ended March 31, 2007 and 2006:

	Three Months Ended, March 31,	
	2007	2006
	(Dollars in thousands)	
Balance at beginning of period	$3,338	$3,071
Charge-offs		
Real Estate	30	-
Commercial	-	-
Consumer and other	28	9
Total charge-offs	58	9
Recoveries		
Real Estate	7	22
Commercial	1	12
Consumer and other	9	6
Total recoveries	17	40
Net (charge-offs) recoveries	(41)	31
Provision for loan losses	45	45
Balance at end of period	$3,342	$3,147

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

	March 31, 2007		December 31, 2006	
	(Dollars in thousands)			
	Amount	Percent	Amount	Percent
Real Estate				
Residential	$ 677	36.6	$ 640	34.8
Commercial	1,908	42.5	1,901	41.7
Construction	263	6.7	296	7.2
Other Loans				
Commercial	297	6.1	312	6.1
Consumer installment	110	2.4	125	2.5
Municipal, Other and Unallocated	87	5.7	64	7.7
Total	$3,342	100.0	$3,338	100.0
Ratio of Net Charge Offs (Recoveries) to Average Loans not held for sale (1)		0.05		(0.03)
Ratio of Allowance for Loan Losses to Loans not held for sale		1.10		1.06
Ratio of Allowance for Loan Losses to non-performing loans (2)		55.93		70.26

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(1) Annualized

(2) Non-performing loans include loans in non-accrual status and loans past due 90 days or more and still accruing.

Not withstanding 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.

Management of the Company believes that the allowance for loan losses at March 31, 2007, was adequate to cover losses inherent in the Company's loan portfolio as of such date. 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 for loan losses at March 31, 2007. See CRITICAL ACCOUNTING POLICIES. While the Company recognizes that an economic slowdown may adversely impact its borrowers' financial performance and ultimately their ability to repay their loans, management continues to be cautiously optimistic about the key credit indicators from the Company's loan portfolio.

Investment Activities. At March 31, 2007, the reported value of investment securities available-for-sale was $26.5 million or 7.0% of assets. The amount in investment securities available-for-sale increased from $23.7 million, or 6.2% of assets at December 31, 2006, as the Company rebuilt the investment portfolio some in light of decreased loan demand.

The Company had no securities classified as held-to-maturity or trading. The reported value of investment securities available-for-sale at March 31, 2007 reflects a negative valuation adjustment of $85 thousand. The offset of this adjustment, net of income tax effect, was a $56 thousand loss reflected in the

Company's other comprehensive loss component of stockholders' equity at March 31, 2007.

At December 31, 2006, the Company had thirty-eight debt securities with a fair value of $15.0 million with an unrealized loss of $400 thousand, or 63.3% of the value of the amortized cost of the entire investment portfolio, that had existed for more than 12 months.

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At March 31, 2007, thirty-seven securities with a fair value of $14.3 million or 53.9% of the portfolio have been in a loss position for more than twelve months with unrealized losses totaling $288 thousand. These unrealized losses are attributed to the interest rate environment. As increases in interest rates have slowed down and the negative yield curve has eased some, the fair value of the investment portfolio has improved over the end of the previous quarter. The Company has the ability to hold all of these securities, classified as available-for-sale, for the foreseeable future. Management deems the unrealized losses on the Company's securities not to be other than temporary.

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 March 31, 2007, and December 31, 2006:

	Three Months Ended March 30, 2007			Year Ended December 31, 2006		
	(Dollars in thousands)					
	Average Amount	Percent of Total Deposits	Average Rate	Average Amount	Percent of Total Deposits	Avera Rate
Non-time deposits:						
Demand deposits	$ 49,481	15.8	-	$ 49,328	15.9	-
NOW accounts	50,355	16.0	0.76%	52,937	17.1	0.74
Money Market accounts	51,709	16.5	2.67%	56,286	18.1	2.48
Savings accounts	43,193	13.8	0.65%	46,061	14.8	0.60
Total non-time deposits	194,738	62.1	1.05%	204,612	65.9	1.01
Time deposits:						
Less than $100,000	74,181	23.7	4.06%	66,982	21.6	3.34
$100,000 and over	44,560	14.2	4.91%	38,706	12.5	4.14
Total time deposits	118,741	37.9	4.38%	105,688	34.1	3.64
Total deposits	$313,479	100.0	2.31%	$310,300	100.0	1.90

The Company's customers have been opening certificates of deposit to take advantage of increasing time deposit rates as evidenced by the $5.9 million or 15.1% increase in average time deposits of $100,000 and over and the $7.2 million or 10.7% increase in time deposits less than $100,000 in 2007 year to date versus 2006.

As a participant in the Certificate of Deposit Account Registry Service (CDARS) of Promontory Interfinancial Network, LLC, there were $2.8 million of deposits on the balance sheet at March 31, 2007 which are considered to be "brokered" deposits, but those deposits are matched dollar for dollar with Union's customer deposits which have been placed in other 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 March 31, 2007, and December 31, 2006, that mature during the periods indicated:

	March 31, 2007	December 31, 2006
	(Dollars in thousands)	
Within 3 months	$23,841	$13,466
3 to 6 months	8,870	17,254
6 to 12 months	10,314	11,299
Over 12 months	2,694	2,219
	$45,719	$44,238

The shortening of the maturity time periods from December 31, 2006 to March 31, 2007 is a normal seasonal occurrence as the majority of municipal certificates of deposit are written for one year and mature June 30th.

Borrowings. Borrowings from the Federal Home Loan Bank of Boston (FHLB) were $15.4 million at March 31 2007, at a weighted average rate of 4.93%, and $14.6 million at December 31, 2006, at a weighted average rate of 4.82%. The change between year end 2006 and the end of the first quarter 2007 is a net increase of $0.8 million or 5.5% due partially to the match funding of two large commercial real estate loans offset by monthly principal payments on amortizing notes.

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. 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 in a different amount from that of interest costs on liabilities. Many other factors also affect the Company's exposure to changes in interest rates, such as general and local economic and financial conditions, competitive pressures, customer preferences, and historical pricing relationships.

The earnings of the Company and its subsidiary are affected not only by general economic 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 including interest rates charged on loans and paid on deposits. The nature and impact of future changes in monetary policies are often not predictable.

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 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 position and existing and projected economic and market conditions. The Company does not have any market risk sensitive instruments acquired for trading purposes. The Company attempts to structure its balance sheet to maximize net interest income and shareholder value while controlling its exposure to interest rate risk and strategies might include selling or participating out loans held for sale or investments available-for-sale. 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, 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

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balance sheet and interest rate scenarios, including "rate shock" scenarios involving immediate substantial increases or decreases in market rates of interest.

Members of ALCO meet informally at least weekly to set loan and deposit rates, make investment decisions, monitor liquidity and evaluate the loan demand pipeline. 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. As of March 31, 2007, the investment portfolio was all classified as available-for-sale and the modified duration was relatively short. The Company does not utilize any derivative products or invest in any "high risk" instruments.

The Company's interest rate sensitivity analysis (simulation) as of December 2006 for a flat rate environment (Prime at December 31, 2006 and March 31, 2007, was 8.25%) projected the following for the three months ended March 31, 2007, compared to the actual results:

	March 31, 2007		
	Projected	Actual	Percentage Difference
	(Dollars in thousands)		
Net Interest Income	$4,346	$4,413	1.5%
Net Income	$1,237	$1,235	(0.2%)
Return on Assets	1.38%	1.31%	(5.1%)
Return on Equity	12.37%	11.85%	(4.2%)

Actual net interest income is higher than projected mainly due to a $49 thousand interest income recovery on a troubled mortgage loan which paid off.

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 and to reduce its own exposure to fluctuations in interest rates. 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, and commitments to buy or sell securities or certificates of deposit. Such instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the balance sheet. The contract or notional amounts of these instruments reflect the extent of involvement the Company has in particular classes of financial instruments.

The Company's 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 management's estimate of the actual 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. As of March 31, 2007 and December 31, 2006, the contract or notional amount of financial instruments whose contract or notional amount represents credit risk was as follows:

	March 31, 2007	December 31, 2006
	(Dollars in thousands)	
Commitments to originate loans	$10,082	$12,176
Unused lines of credit	34,013	36,574
Standby letters of credit	1,966	1,046
Credit Card arrangements	1,554	1,457
Equity investment commitment to housing limited partnership	917	917
Commitments to purchase investment securities	349	-
Total	$48,881	$52,170

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 fixed expiration dates or other termination clauses 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.

The Company's significant fixed and determinable contractual obligations to third parties at March 31, 2007, and December 31, 2006, were as follows:

	March 31, 2007	December 31, 2006
	(Dollars in thousands)	
Operating lease commitments	$ 292	$ 316
Maturities on borrowed funds	15,353	14,596

Deposits without stated maturity (1)	191,759	202,997
Certificates of deposit (1)	121,751	116,825
Pension plan contributions (2)	680	700
Deferred compensation payouts (3)	476	551
Equity in housing limited partnerships	-	356
Construction contract (4)	20	28
Total	$330,331	$336,369

(1) While Union has a contractual obligation to depositors should they wish to withdraw all or some of the funds on deposit, management believes, based on historical analysis, that the majority of these deposits will remain on deposit for the foreseeable future. The amounts exclude interest accrued.

(2) Funding requirements for pension benefits after 2007 are excluded due to the significant variability in the assumptions required to project the amount and timing of future cash contributions.

(3) The Company owns life insurance on the lives of the payees, in an amount estimated by management to be sufficient to reimburse the Company for the deferred compensation payments should the Company desire to utilize the death benefit proceeds for that purpose. The policies have a current cash surrender value of $1.9 million.

(4) Contract to install central air conditioning in one location.

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 daily total reserve for the 14 day maintenance period including March 31, 2007 was $332 thousand and for December 31, 2006 was $2.3 million, both of which were satisfied by vault cash. The Bank reclassifies transaction deposit accounts that meet certain criteria to savings accounts, in accordance with Federal Reserve banking regulations, for the purpose of reporting deposits subject to reserves to the Federal Reserve Bank of Boston. Fluctuations in the number and balances of transaction deposit accounts reclassified for reporting deposits subject to reserves impact the total reserve requirement for each 14 day maintenance period. The Company has also committed to maintain a noninterest bearing contracted clearing balance of $1.0 million at March 31, 2007 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 amounts of assets and liabilities shown within a particular period were determined in accordance with the contractual terms of the assets and liabilities, except that:

- o adjustable-rate loans, investment securities, variable-rate time deposits, and FHLB advances are included in the period when they are first scheduled to adjust and not in the period in which they mature;
- o fixed-rate mortgage-related securities and 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;
- o other nonmortgage related fixed-rate loans reflect scheduled contractual amortization, with no estimated prepayments; and
- o 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 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 March 31, 2007:

	Cumulative repriced			
	3 Months or Less	4 to 12 Months	1 to 3 Years	3 to Yea
	(Dollars in thousands, by r			
Interest sensitive assets:				
Federal funds sold and overnight deposits	$ 9,258	$ -	$ -	$
Interest bearing deposits in banks	198	3,157	5,328	1,
Investment securities available-for-sale (1)(3)	1,135	5,139	10,836	3,
FHLB Stock	-	-	-	
Loans and loans held for sale (2)(3)	107,745	58,118	83,020	44,
Total interest sensitive assets	$118,336	$66,414	$ 99,184	$ 49,
Interest sensitive liabilities:				
Time deposits	$48,381	$56,070	$ 16,187	$ 1,
Money markets	9,700	-	-	
Regular savings	3,549	-	-	
NOW accounts	12,908	-	-	
Borrowed funds	1,422	572	1,525	3,
Total interest sensitive liabilities	$ 75,960	$56,642	$ 17,712	$ 4,
Net interest rate sensitivity gap	$42,376	$9,772	$ 81,472	$ 45,
Cumulative net interest rate sensitivity gap	$ 42,376	$52,148	$133,620	$179,
Cumulative net interest rate				

sensitivity gap as a percentage of total assets	11.3%	13.9%	35.5%	47
Cumulative net interest rate sensitivity gap as a percentage of total Interest sensitive assets	11.9%	14.7%	37.7%	50
Cumulative net interest rate sensitivity gap as a percentage of total Interest sensitive liabilities	15.1%	18.5%	47.4%	63

(1) Investment securities available-for-sale exclude marketable equity securities with a fair v be sold by the Company at any time.
(2) Balances shown net of unearned income of $119 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 and capital (Net Fair Value) 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 on other financial instruments, and changes in funding mix. While such assumptions are inherently uncertain as actual rate changes 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 analysis for the next twelve months on net interest income, net income, return on assets, return on equity and net fair value ratio. Shocks are intended to capture interest rate risk under extreme conditions by immediately shifting

to the new level. The projection utilizes a rate shock, applied proportionately, of up and down 300 basis points from the March 31, 2007 prime rate of 8.25%, this is the highest and lowest internal slopes monitored. This slope range was determined to be the most relevant during this economic cycle.

INTEREST RATE SENSITIVITY ANALYSIS MATRIX
(Dollars in thousands)

12 Months Ending	Prime Rate	Net Interest Income	Change %	Net Income	Return on Assets %	Return on Equity %	Net F Valu Rati
March-08	11.25%	$20,178	12.0	$7,052	1.88	16.4	9.0
	8.25%	$18,024	0.00	$5,560	1.41	12.6	11.1
	5.25%	$15,717	(12.8)	$3,963	.89	8.2	12.5

The resulting projected cumulative effect of these estimates on net interest income and the net fair value ratio for the twelve month period ending March 31, 2008, are within approved ALCO guidelines for interest rate risk for a flat up 300 basis point rate environment but in a down 300 basis point rate environment both Return on Assets and Return on Equity are below policy guidelines. 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.

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 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. For the quarter ended, March 31, 2007, the Company's ratio of average loans to average deposits was 98.7% compared to the prior year of 100.6%.

In addition, as Union Bank is a member of the FHLB of Boston, it has access to an unused line of credit up to $4.6 million at March 31, 2007 over and above the term advances already drawn on the line based on FHLB estimate as of that date and with the purchase of required capital stock that amount would rise to $37.8 million. This line of credit could be used for either short or long term liquidity or other needs. In addition to its borrowing arrangements with the FHLB of Boston, Union Bank maintains a $7.5 million pre-approved Federal Funds line of credit with an upstream correspondent bank and a repurchase agreement line with a selected brokerage house. There were no balances outstanding on either line at March 31, 2007. Union is a member of the Certificate of Deposit Account Registry Service ("CDARS") of Promontory Interfinancial Network which allows Union to provide higher FDIC deposit insurance to customers by exchanging deposits with other members and allows Union to purchase deposits from other members as another source of funding. There were no purchased deposits at either March 31, 2007 or December 31, 2006 although Union had exchanged $2.8 million and $2.5 million, respectively, with other CDARS members as of those dates.

While scheduled loan and securities payments and FHLB advances are relatively predictable sources of funds, deposit flows and prepayments on loans and mortgage-backed securities are greatly influenced by general interest rates, economic conditions, and competition. The Company's liquidity is actively managed on a daily basis, monitored by the ALCO, and reviewed periodically with the subsidiary's Board of Directors. The Company's ALCO sets liquidity targets based on the Company's financial condition and existing and projected economic and market conditions. The ALCO measures the Company's marketable assets and credit available to fund liquidity requirements and compares the adequacy of that aggregate

amount against the aggregate amount of the Company's interest sensitive or volatile liabilities, such as core deposits and time deposits in excess of $100,000, borrowings and term deposits with short maturities, and credit commitments outstanding. The primary objective is to manage the Company's liquidity position and funding sources in order to ensure that it has the ability to meet its ongoing commitment to its depositors, to fund loan commitments and unused lines of credit, and to maintain a portfolio of investment securities.

The Company's management monitors current and projected cash flows and adjusts positions as necessary to maintain adequate levels of liquidity. Although approximately 85% of the Company's time deposits will mature within twelve months, management believes, based upon past experience, (percentage of time deposits to mature within twelve months has ranged from 72% to 84% over the preceding seven years) the relationships developed with local municipalities, and the introduction of new deposit products in 2005, that Union Bank 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. The inverted yield curve for the last nine months and the proliferation of certificate of deposit specials have contributed to the shortening of the maturities in time deposits. A reduction in total deposits could be offset by purchases of federal funds, purchases of deposits, short-or-long-term FHLB borrowings, utilization of the repurchase agreement line, or liquidation of investment securities, purchased brokerage certificates of deposit or loans held for sale. Such steps could result in an increase in the Company's cost of funds and 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. Management continually evaluates opportunities to buy/sell securities and loans available-for-sale, 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 increased in line with long-term trends in earnings per share growth and conservative earnings projections, while sufficient profits are retained to support anticipated business growth, fund strategic investments and provide continued support for deposits.

The total dollar value of the Company's stockholders' equity was $42.0 million at March 31, 2007, reflecting net income of $1.2 million for the first three months of 2007, less cash dividends paid of $1.3 million, the purchase of 1,563 shares of Treasury stock totaling $34 thousand, and a decrease of $98 thousand in accumulated other comprehensive loss, compared to stockholders' equity of $41.9 million at year end 2006.

Union Bankshares, Inc. has 5 million shares of $2.00 par value common stock authorized. As of March 31, 2007, the Company had 4,918,611 shares issued, of which 4,530,414 were outstanding and 388,197 were held in Treasury.

The Board of Directors has authorized the repurchase of up to 100,000 shares of common stock, or approximately 2.2% of the Company's outstanding shares, for an aggregate repurchase cost not to exceed $2.15 million. Shares can be repurchased in the open market or in negotiated transactions. The repurchase program is open for an unspecified period of time. As of March 31, 2007 the Company had repurchased 1,563 shares under this program, for a total cost of $34 thousand, year to date and 27,249 shares at a total cost of $576 thousand since the inception of the program.

As of March 31, 2007, there were outstanding employee incentive stock options with respect to shares of the Company's common stock, granted pursuant to Union Bankshares' 1998 Incentive Stock Option Plan. As of such date, 12,825 options were currently exercisable but only 3,325 of those options were "in the money". Of the 75,000 shares authorized for issuance under the 1998 Plan, 45,450 shares remain available for future option grants. During the first quarter of 2007, no incentive stock options were granted or exercised pursuant to the 1998 plan.

Union Bankshares, Inc. and Union Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Management believes, as of March 31, 2007, that both companies meet all capital adequacy requirements to which they are subject. As of March 31, 2007, the most recent calculation categorizes Union Bank 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 Bank must maintain minimum total risk-based, Tier I risk-based, and Tier I leverage ratios as set forth in the table below. There are no conditions or events since March 31, 2007, that management believes have changed either company's category.

Union Bank's and the Company's actual capital amounts and ratios as of March 31, 2007, are presented in the table:

	Actual		Minimums For Capital Requirements		Minim To Be Capitaliz Prompt Co Action Pr
	Amount	Ratio	Amount	Ratio	Amount
			(Dollars in thousands)		
Total capital to risk weighted assets					
Union Bank	$45,819	17.49%	$20,958	8.0%	$26,197
Company	$46,214	17.60%	$21,006	8.0%	N/A
Tier I capital to risk weighted assets					
Union Bank	$42,473	16.22%	$10,474	4.0%	$15,711
Company	$42,860	16.32%	$10,505	4.0%	N/A
Tier I capital to average assets					
Union Bank	$42,473	11.33%	$14,995	4.0%	$18,744
Company	$42,860	11.42%	$15,012	4.0%	N/A

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 2006 the Securities and Exchange Commission, the Vermont State Department of Banking, the Federal Deposit Insurance Corporation, 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 various bodies that would have a material adverse effect on the Company'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 24 through 31 in this Form 10-Q.

Item 4. 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 the end of the period covered by this report and 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 officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

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 will not have a material effect on the consolidated financial position of the Company and its subsidiary.

Item 1A. Risk Factors.

There have been no material changes in the Company's risk factors from those previously disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2006.

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

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Numbers of Shares Purchased as Part of Publicly Announced Plans or Programs (1)
January 2007	81	$21.25	81
February 2007	15	$21.84	15
March 2007	1,467	$21.50	1,467

(1) Since November 18, 2005, the Company has maintained an informal stock repurchase program
Company may repurchase up to $2.15 million or 100,000 shares of common stock, or app
Company's outstanding shares. Shares can be repurchased in the open market or in negotia
repurchase program is open for an unspecified period of time. As of March 31, 2007 the C
1,563 shares under this program for a total cost of $34 thousand during 2007. Since incepti
Company has repurchased 27,249 shares at a total cost of $576 thousand.

Item 6. 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.

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.

May 11, 2007

Union Bankshares, Inc.

/s/ Kenneth D. Gibbons

Kenneth D. Gibbons
Director, President and
Chief Executive Officer

/s/ Marsha A. Mongeon

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

EXHIBIT INDEX

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