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UNION BANKSHARES INC  
Form 10-Q  
May 15, 2006

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, 2006

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  
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Indicate the number of shares outstanding of each of the issuer's classes of common stock as of May 1, 2006:  
Common Stock, \$2 par value 4,540,837 shares

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### Part 1 Financial Information

#### Item 1. Financial Statements

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

	March 31, 2006 ----	December 31, 2005 ----
	(Dollars in thousands)	
<b>Assets</b>		
Cash and due from banks	\$ 10,909	\$ 14,019
Federal funds sold and overnight deposits	1	189
	-----	-----
Cash and cash equivalents	10,910	14,208
Interest bearing deposits in banks	7,299	8,598
Investment securities available-for-sale	30,386	32,408
Loans held for sale	1,791	6,546
Loans	309,217	300,677
Allowance for loan losses	(3,147)	(3,071)
Unearned net loan fees	(139)	(152)
	-----	-----

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Net loans	305,931	297,454
	-----	-----
Accrued interest receivable	1,814	1,972
Premises and equipment, net	6,108	5,898
Other assets	7,726	7,662
	-----	-----
Total assets	\$371,965	\$374,746
	=====	=====
Liabilities and Stockholders' Equity		
Liabilities		
Deposits		
Non-interest bearing	\$ 47,817	\$ 52,617
Interest bearing	262,277	260,682
	-----	-----
Total deposits	310,094	313,299
Borrowed funds	15,877	16,256
Accrued interest and other liabilities	4,207	3,588
	-----	-----
Total liabilities	330,178	333,143
	-----	-----
Commitments and Contingencies		
Stockholders' Equity		
Common stock, \$2.00 par value; 5,000,000 shares authorized; 4,918,611 shares issued at 3/31/06 and 12/31/05	9,837	9,837
Paid-in capital	142	140
Retained earnings	34,053	33,761
Treasury stock at cost; 377,774 shares at 3/31/06 and 375,948 at 12/31/05	(2,077)	(2,037)
Accumulated other comprehensive loss	(168)	(98)
	-----	-----
Total stockholders' equity	41,787	41,603
	-----	-----
Total liabilities and stockholders' equity	\$371,965	\$374,746
	=====	=====

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,  
2006                      2005  
----                      ----  
(Dollars in thousands  
except Per Share Data)

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Interest income		
Interest and fees on loans	\$ 5,451	\$ 4,639
Interest on debt securities		
Taxable	298	349
Tax exempt	49	53
Dividends	23	19
Interest on federal funds sold and overnight deposits	26	13
Interest on interest bearing deposits in banks	79	59
	-----	-----
Total interest income	5,926	5,132
	-----	-----
Interest expense		
Interest on deposits	1,240	765
Interest on borrowed funds	207	94
	-----	-----
Total interest expense	1,447	859
	-----	-----
Net interest income	4,479	4,273
Provision for loan losses	45	-
Net interest income after provision for loan losses	4,434	4,273
Noninterest income		
Trust income	71	65
Service fees	706	674
Net gains on sales of investment securities	3	-
Net gains on sales of loans held for sale	92	96
Other income	74	50
	-----	-----
Total noninterest income	946	885
	-----	-----
Noninterest expenses		
Salaries and wages	1,494	1,377
Pension and employee benefits	577	515
Occupancy expense, net	203	204
Equipment expense	256	268
Other expenses	867	817
	-----	-----
Total noninterest expense	3,397	3,181
	-----	-----
Income before provision for income taxes	1,983	1,977
Provision for income taxes	510	582
	-----	-----
Net income	\$ 1,473	\$ 1,395
	=====	=====
Earnings per common share	\$ 0.32	\$ 0.31
	=====	=====
Weighted average number of common shares outstanding	4,541,507	4,554,663
	=====	=====
Dividends per common share	\$ 0.26	\$ 0.64

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See accompanying notes to the unaudited consolidated financial statements

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

	Common Stock				
	Shares, net of Treasury	Amount	Paid-in capital	Retained earnings	Treasur stock
	-----	-----	-----	-----	-----
	(Dollars in Thousand)				
Balances, December 31, 2005	4,542,663	\$9,837	\$140	\$33,761	\$(2,037)
Comprehensive income:					
Net income	-	-	-	1,473	-
Change in net unrealized loss on investment securities available-for-sale, net of reclassification adjustment and tax effects	-	-	-	-	-
Total comprehensive income	-	-	-	-	-
Cash dividends declared (\$0.26 per share)	-	-	-	(1,181)	-
Issuance of stock options	-	-	2	-	-
Purchase of treasury stock	(1,826)	-	-	-	(40)
Balances, March 31, 2006	4,540,837	\$9,837	\$142	\$34,053	\$(2,077)
	=====	=====	=====	=====	=====

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

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	----- March 31, 2006 ----- (Dollars in thousands)	March 31, 2005 ----- (Dollars in thousands)
<b>Cash Flows From Operating Activities</b>		
Net Income	\$ 1,473	\$ 1,395
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	184	198
Provision for loan losses	45	-
Provision for deferred income taxes	53	-
Net amortization on investment securities	22	45
Equity in losses of limited partnerships	110	40
Issuance of stock options	2	-
Decrease in unamortized loan fees	(14)	(8)
Proceeds from sales of loans held for sale	6,802	6,642
Origination of loans held for sale	(1,954)	(3,488)
Net gain on sales of investment securities	(3)	-
Net gain on sales of loans held for sale	(92)	(96)
Net gain on disposals of premises and equipment	(7)	(1)
Decrease (increase) in accrued interest receivable	158	(103)
Decrease in other assets	9	93
Increase in income taxes	382	382
Increase in accrued interest payable	148	60
Increase in other liabilities	89	442
	-----	-----
Net cash provided by operating activities	7,407	5,601
	-----	-----
<b>Cash Flows From Investing Activities</b>		
Interest bearing deposits in banks		
Maturities and redemptions	1,299	693
Purchases	-	(92)
Investment securities available-for-sale		
Sales	455	1,437
Maturities, calls and paydowns	1,441	2,248
Purchases	-	(999)
Purchase of Federal Home Loan Bank Stock	(199)	-
Increase in loans, net	(8,550)	(724)
Recoveries of loans charged off	40	22
Purchases of premises and equipment	(394)	(354)
Investments in limited partnerships	-	(142)

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	----- Three Months Ended -----	
	March 31, 2006 ----- (Dollars in thousands)	March 31, 2005 ----- (Dollars in thousands)
Proceeds from sales of premises and equipment	8	1
Net cash (used in) provided by investing activities	(5,900)	2,090

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Cash Flows From Financing Activities		
(Decrease) increase in borrowings outstanding, net	(379)	1,521
Net decrease in non-interest bearing deposits	(4,800)	(4,154)
Net increase (decrease) in interest bearing deposits	1,595	(4,058)
Purchase of treasury stock	(40)	-
Dividends paid	(1,181)	(2,915)
	-----	-----
Net cash used in financing activities	(4,805)	(9,606)
	-----	-----
Decrease in cash and cash equivalents	(3,298)	(1,915)
Cash and cash equivalents		
Beginning	14,208	21,117
	-----	-----
Ending	\$10,910	\$19,202
	=====	=====
Supplemental Disclosures of Cash Flow Information		
Interest paid	\$ 1,299	\$ 799
	=====	=====
Income taxes paid	\$ 75	\$ 200
	=====	=====
Supplemental Schedule of Noncash Investing and Financing Activities		
Investment in limited partnerships acquired by capital contributions payable	-	\$ 748
	=====	=====
Change in unrealized losses on investment securities available-for-sale	\$ (107)	\$ (406)
	=====	=====

See accompanying notes to the unaudited consolidated financial statements

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

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, 2006 and 2005, 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, 2005. 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 2005 Annual Report to Shareholders,

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2005 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 ended December 31, 2006, or any other interim period.

Certain amounts in the 2005 consolidated financial statements have been reclassified to conform to the 2006 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

On March 17, 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (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. SFAS No. 156 is effective for fiscal years beginning after September 15, 2006, with early adoption permitted. The Company does not believe the adoption of SFAS No. 156 will have a material impact on the Company's financial position or results of operations but is still in the process of analyzing that impact.

### Note 5. Stock Option Plan

In December 2005 the Company adopted SFAS No. 123R Share Based Payment using the modified prospective application. Under SFAS 123R, the Company must recognize as compensation expense the grant date fair value of stock-based awards over the vesting period of the awards. Prior to the adoption of SFAS No. 123R the Company accounted for its stock option plan in accordance with the provisions of APB Opinion No. 25, Accounting for Stock Issued to Employees as allowed under SFAS No. 123 Accounting for Stock-Based Compensation. Under APB Opinion No. 25, the Company provided pro forma net income disclosures for employee stock-based awards granted on or after January 1, 1995 as if the fair value based method defined in SFAS No. 123 had been applied.

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Had compensation cost been determined on the basis of fair value pursuant to SFAS No. 123R, the effects on net income and earnings per common share for the quarter ended March 31, 2005 would have been:



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	2005 ----
Net income as reported	\$1,395
Deduct: Total stock-based compensation expense determined under fair value based method for all awards, net of related tax effects	-
	-----
Pro forma net income	\$1,395
	=====
Earnings per common share	
As reported	\$0.31
Pro forma	\$0.31

Note 6. Defined Benefit Pension Plan

Union Bank (Union), the Company's bank subsidiary sponsors a non-contributory 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 month period ended March 31, 2006 and 2005 consisted of the following components:

	2006 ----	2005 ----
	(Dollars in thousands)	
Service cost	\$ 110	\$ 116
Interest cost on projected benefit obligation	131	121
Expected return on plan assets	(124)	(107)
Amortization of prior service cost	1	2
Amortization of net loss	21	15
	-----	-----
Net periodic benefit cost	\$ 139	\$ 147
	=====	=====

Note 7. Other Comprehensive Loss

The components of other comprehensive loss and related tax effects for the three month periods ended March 31, 2006 and 2005 are as follows:

	2006 ----	2005 ----
	(Dollars in thousands)	
Unrealized holding losses on investment securities available-for-sale	\$(103)	\$(406)
Reclassification adjustment for gains realized in income	(3)	-
Net unrealized losses	(106)	(406)
Tax effect	36	138

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Net of tax amount	----- \$ (70) =====	----- \$ (268) =====
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### 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 (the Company's) financial position as of March 31, 2006, and as of December 31, 2005, and its results of operations for the three months ended March 31, 2006 and 2005. This discussion is being presented to provide a narrative explanation of the financial statements and should be read in conjunction with the 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, 2005. 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, 2006, 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

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- accounting, taxes, 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;
  - \* the Company's ability to 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;

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- \* 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 related notes. The SEC has defined a company's critical

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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. The Company also has other key accounting policies, which involve the use of estimates, judgments and assumptions that are significant to understanding the results including the liability for the defined benefit pension plan, valuation of deferred tax assets and analysis of potential impairment of investment securities. For additional information see FINANCIAL CONDITION - Allowance for Loan Losses below. 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.

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### OVERVIEW

The Company's net income was \$1.473 million for the three months ended March 31, 2006, compared with net income of \$1.395 million for the same period of 2005, or a 5.6% increase between years. The increase in net interest income of \$206 thousand was achieved despite a one-time negative adjustment of \$115 thousand (\$76 thousand, after-tax) to reflect the cumulative effect of inadvertent errors made in prior periods on the accrual of interest for accounting purposes on certain loans. Also contributing to net income for the quarter were non-interest income of \$61 thousand along with the decrease in income tax expense due to increased federal income tax credits available as a result of limited partnership investments in affordable housing projects and the increase in non-taxable municipal income between quarters. Income earned for the quarter was partially offset by the increase of \$216 thousand in non-interest expenses and the \$45 thousand provision for loan losses. For additional information see quarterly results analysis beginning on page 16.

The Company's total assets decreased from \$375 million at December 31, 2005, to \$372 million at March 31, 2006, a decrease of 0.8%. This is a normal seasonal decrease for the Company. Loans and loans held for sale increased \$3.8 million, net of the sale of \$6.7 million in residential real estate loans during the first quarter of 2006 reflecting the continuing high demand for loans despite rising interest rates. Investment

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securities available-for-sale decreased \$2.0 million, as total deposits experienced a seasonal decrease of \$3.2 million (or 1%) during the first quarter of 2006 and maturities in the investment portfolio and interest-bearing deposits in banks were utilized to fund loan demand. The increase in loans was also funded by a decrease in interest bearing deposits in banks of \$1.3 million and a decrease in cash and due from banks of \$3.3 million.

The following per share information and key ratios depict several measurements of performance or financial condition for or at the three months ended March 31, 2006 and 2005, respectively:

	2006 ----	2005 ----
Return on average assets (ROA) (1)	1.58%	1.60%
Return on average equity (ROE) (1)	14.19%	13.86%
Net interest margin (1)(2)	5.29%	5.37%
Efficiency ratio (3)	61.74%	61.67%
Net interest spread (4)	4.87%	5.07%
Loan to deposit ratio	100.29%	92.04%
Net loan charge-offs to average loans not held for sale	(0.04%)	-
Allowance for loan losses to loans not held for sale	1.02%	1.13%
Non-performing assets to total assets	1.24%	0.59%
Equity to assets	11.23%	11.48%
Total capital to risk weighted assets	17.24%	18.14%
Book value per share	\$9.20	\$8.92
Earnings per share	\$0.32	\$0.31
Dividends paid per share (5)	\$0.26	\$0.64
Dividend payout ratio (6)	81.25%	208.96%