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UNION BANKSHARES INC
Form 10-Q
August 13, 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: June 30, 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 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

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

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

July 30, 2007:

| | |
|-----------------------------|------------------|
| Common Stock, \$2 par value | 4,519,847 shares |
|-----------------------------|------------------|

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Part 1 Financial Information

Item 1. Financial Statements

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

| | June 30, 2007 ---- | December 31, 2006 ---- |
|---|--------------------------|------------------------------|
| Assets | (Dollars in thousands) | |
| Cash and due from banks | \$ 12,200 | \$11,694 |
| Federal funds sold and overnight deposits | 5,064 | 9,263 |
| | ----- | ----- |
| Cash and cash equivalents | 17,264 | 20,957 |
| Interest bearing deposits in banks | 10,439 | 5,417 |
| Investment securities available-for-sale | 26,682 | 23,682 |
| Loans held for sale | 3,166 | 3,750 |
| Loans | 303,382 | 313,822 |
| Allowance for loan losses | (3,326) | (3,338) |
| Unearned net loan fees | (108) | (120) |
| | ----- | ----- |
| Net loans | 299,948 | 310,364 |
| Accrued interest receivable | 2,168 | 2,001 |
| Premises and equipment, net | 6,073 | 6,080 |
| Other assets | 9,960 | 8,898 |

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| | | |
|---|-----------|-----------|
| | ----- | ----- |
| Total assets | \$375,700 | \$381,149 |
| | ===== | ===== |
| Liabilities and Stockholders' Equity | | |
| Liabilities | | |
| Deposits | | |
| Noninterest bearing | \$ 46,944 | \$ 54,875 |
| Interest bearing | 261,921 | 264,947 |
| | ----- | ----- |
| Total deposits | 308,865 | 319,822 |
| Borrowed funds | 18,922 | 14,596 |
| Liability for pension benefits | 1,526 | 1,317 |
| Accrued interest and other liabilities | 4,691 | 3,491 |
| | ----- | ----- |
| Total liabilities | 334,004 | 339,226 |
| | ----- | ----- |
| Commitments and Contingencies | | |
| Stockholders' Equity | | |
| Common stock, \$2.00 par value; 7,500,00 shares authorized | | |
| at 6/30/07 and 5,000,000 at 12/31/06; 4,918,611 shares | | |
| issued at 6/30/07 and 12/31/06 | 9,837 | 9,837 |
| Paid-in capital | 155 | 150 |
| Retained earnings | 35,386 | 35,203 |
| Treasury stock at cost; 397,964 shares at 6/30/07 and 386,634 | | |
| at 12/31/06 | (2,507) | (2,264) |
| Accumulated other comprehensive loss | (1,175) | (1,003) |
| | ----- | ----- |
| Total stockholders' equity | 41,696 | 41,923 |
| | ----- | ----- |
| Total liabilities and stockholders' equity | \$375,700 | \$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 | | Six Months |
|-----------------------------|---|----------|------------|
| | June 30, | | June 30, |
| | 2007 | 2006 | 2007 |
| | ---- | ---- | ---- |
| | (Dollars in thousands except Per Share) | | |
| Interest income | | | |
| Interest and fees on loans | \$ 5,944 | \$ 5,854 | \$ 11,844 |
| Interest on debt securities | | | |
| Taxable | 256 | 235 | 491 |
| Tax exempt | 50 | 49 | 96 |
| Dividends | 27 | 22 | 57 |

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| | | | |
|---|-----------|-----------|-----------|
| Interest on federal funds sold and overnight deposits | 77 | 17 | 180 |
| Interest on interest bearing deposits in banks | 122 | 68 | 196 |
| | ----- | ----- | ----- |
| Total interest income | 6,476 | 6,245 | 12,864 |
| | ----- | ----- | ----- |
| Interest expense | | | |
| Interest on deposits | 1,880 | 1,404 | 3,665 |
| Interest on borrowed funds | 179 | 206 | 369 |
| | ----- | ----- | ----- |
| Total interest expense | 2,059 | 1,610 | 4,034 |
| | ----- | ----- | ----- |
| Net interest income | 4,417 | 4,635 | 8,830 |
| | ----- | ----- | ----- |
| Provision for loan losses | - | 105 | 45 |
| | ----- | ----- | ----- |
| Net interest income after provision for loan losses | 4,417 | 4,530 | 8,785 |
| | ----- | ----- | ----- |
| Noninterest income | | | |
| Trust income | 83 | 74 | 167 |
| Service fees | 854 | 787 | 1,650 |
| Net gains on sales of investment securities | 47 | 14 | 37 |
| Net gains on sales of loans held for sale | 23 | 27 | 50 |
| Other income | 120 | 101 | 166 |
| | ----- | ----- | ----- |
| Total noninterest income | 1,127 | 1,003 | 2,070 |
| | ----- | ----- | ----- |
| Noninterest expenses | | | |
| Salaries and wages | 1,549 | 1,511 | 3,127 |
| Pension and employee benefits | 520 | 552 | 1,180 |
| Occupancy expense, net | 214 | 198 | 434 |
| Equipment expense | 281 | 261 | 543 |
| Other expenses | 989 | 929 | 1,937 |
| | ----- | ----- | ----- |
| Total noninterest expense | 3,553 | 3,451 | 7,221 |
| | ----- | ----- | ----- |
| Income before provision for income taxes | 1,991 | 2,082 | 3,634 |
| | ----- | ----- | ----- |
| Provision for income taxes | 505 | 548 | 913 |
| | ----- | ----- | ----- |
| Net income | \$ 1,486 | \$ 1,534 | \$ 2,721 |
| | ===== | ===== | ===== |
| Earnings per common share | \$ 0.33 | \$ 0.34 | \$ 0.60 |
| | ===== | ===== | ===== |
| Weighted average number of common shares outstanding | 4,529,158 | 4,540,828 | 4,530,330 |
| | ===== | ===== | ===== |
| Dividends per common share | \$ 0.28 | \$ 0.26 | \$ 0.56 |
| | ===== | ===== | ===== |

See accompanying notes to the unaudited consolidated financial statements.

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| | | |
|---|---------|---------|
| provided by operating activities | | |
| Depreciation | 380 | 384 |
| Provision for loan losses | 45 | 150 |
| Credit for deferred income taxes | (170) | (25) |
| Net amortization of investment securities | 7 | 34 |
| Equity in losses of limited partnerships | 133 | 165 |
| Issuance of stock options | 5 | 5 |
| Write-downs of other real estate owned | 48 | - |
| Decrease in unamortized loan fees | (12) | (22) |
| Proceeds from sales of loans held for sale | 9,297 | 10,949 |
| Origination of loans held for sale | (8,663) | (6,018) |
| Net gains on sales of loans held for sale | (50) | (119) |
| Net gains on sales of investment securities | (37) | (17) |
| Net gains on disposals of premises and equipment | - | (6) |
| Net gains on sales of repossessed property | (4) | - |
| Net gains on sales of other real estate owned | (28) | - |
| (Increase) decrease in accrued interest receivable | (167) | 400 |
| Increase in other assets | (76) | (178) |
| Increase in income taxes | 47 | 28 |
| Decrease in accrued interest payable | (58) | (37) |
| Increase in other liabilities | 874 | 532 |
| | ----- | ----- |
| Net cash provided by operating activities | 4,292 | 9,232 |
| | ----- | ----- |
| Cash Flows From Investing Activities | | |
| Interest bearing deposits in banks | | |
| Maturities and redemptions | 395 | 1,890 |
| Purchases | (5,417) | - |
| Investment securities available-for-sale | | |
| Sales | 501 | 6,028 |
| Maturities, calls and paydowns | 1,250 | 2,089 |
| Purchases | (4,982) | - |
| Net redemption (purchase) of Federal Home Loan Bank stock | 82 | (248) |
| Net decrease (increase) in loans | 10,254 | (5,328) |
| Recoveries of loans charged off | 27 | 48 |
| Purchases of premises and equipment | (396) | (605) |
| Investments in limited partnerships | (356) | (347) |

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| | Six Months Ended | |
|--|------------------------|----------|
| | June 30, | June 30, |
| | 2007 | 2006 |
| | ---- | ---- |
| | (Dollars in thousands) | |
| Proceeds from sales of other real estate owned | 23 | - |
| Proceeds from sales of premises and equipment | 23 | 9 |
| Proceeds from sales of repossessed property | 23 | 1 |
| | ----- | ----- |
| Net cash provided by investing activities | 1,427 | 3,537 |
| | ----- | ----- |
| Cash Flows From Financing Activities | | |
| Net increase in borrowings outstanding | 4,326 | 4,084 |
| Net decrease in noninterest bearing deposits | (7,931) | (5,990) |
| Net decrease in interest bearing deposits | (3,026) | (10,575) |
| Purchase of treasury stock | (243) | (42) |

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| | | |
|--|----------|----------|
| Dividends paid | (2,538) | (2,362) |
| | ----- | ----- |
| Net cash used in financing activities | (9,412) | (14,885) |
| | ----- | ----- |
| Decrease in cash and cash equivalents | (3,693) | (2,116) |
| Cash and cash equivalents | | |
| Beginning | 20,957 | 14,208 |
| | ----- | ----- |
| Ending | \$17,264 | \$12,092 |
| | ===== | ===== |
| Supplemental Disclosures of Cash Flow Information | | |
| Interest paid | \$ 4,092 | \$ 3,094 |
| | ===== | ===== |
| Income taxes paid | \$ 1,035 | \$ 1,055 |
| | ===== | ===== |
| Supplemental Schedule of Noncash Investing and Financing Activities | | |
| Change in unrealized losses on investment securities available-for-sale | \$ (261) | \$ (413) |
| | ===== | ===== |
| Other real estate acquired in settlement of loans | \$ 197 | \$ 101 |
| | ===== | ===== |
| Repossessed property acquired in settlement of loans | \$ 20 | \$ 1 |
| | ===== | ===== |
| Investment in limited partnerships acquired by capital contributions payable | \$ 902 | - |
| | ===== | ===== |
| 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) as of June 30, 2007 and 2006, and for the three and six months 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 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

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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

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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 and six months ended June 30, 2007 and 2006 consisted of the following components:

| | Three Months Ended | | Six Months Ended | |
|---|------------------------|--------|------------------|--------|
| | 2007 | 2006 | 2007 | 2006 |
| | ---- | ---- | ---- | ---- |
| | (Dollars in thousands) | | | |
| Service cost | \$ 127 | \$ 132 | \$ 259 | \$ 242 |
| Interest cost on projected benefit obligation | 154 | 144 | 302 | 275 |
| Expected return on plan assets | (151) | (118) | (301) | (242) |
| Amortization of prior service cost | 1 | 2 | 3 | 3 |
| Amortization of net loss | 5 | 21 | 10 | 42 |
| | ----- | ----- | ----- | ----- |
| Net periodic benefit cost | \$ 136 | \$ 181 | \$ 273 | \$ 320 |
| | ===== | ===== | ===== | ===== |

Note 6. Other Comprehensive Loss

The components of other comprehensive loss and related tax effects for the three and six months ended June 30, 2007 and 2006 are as follows:

| | Three Months Ended | | Six Months Ended | |
|---|------------------------|----------|------------------|----------|
| | 2007 | 2006 | 2007 | 2006 |
| | ---- | ---- | ---- | ---- |
| | (Dollars in thousands) | | | |
| Unrealized holding losses on investment securities available-for-sale | \$ (362) | \$ (293) | \$ (224) | \$ (396) |
| Reclassification adjustment for net gains realized in income | (47) | (14) | (37) | (17) |
| | ----- | ----- | ----- | ----- |
| Net unrealized losses | (409) | (307) | (261) | (413) |
| Tax effect | (139) | (104) | (89) | (140) |
| | ----- | ----- | ----- | ----- |
| Net of tax amount | \$ (270) | \$ (203) | \$ (172) | \$ (273) |
| | ===== | ===== | ===== | ===== |

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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.

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The Company may from time to time be assessed interest and/or penalties by major tax jurisdictions, although any such assessments historically have been minimal and immaterial to the Company's 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 June 30, 2007, and as of December 31, 2006, and its results of operations for the three and six months ended June 30, 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 June 30, 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

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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:

- o uses of monetary, fiscal, and tax policy by various governments;
- o 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;
- o 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;
- o 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;
- o the Company's ability to attract and retain key personnel;

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- o changes in technology, including demands for greater automation which could present operational issues or significant capital outlays;
- o 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;
- o adverse changes in the securities market which could adversely affect the value of the Company's stock;
- o any actual or alleged conduct which could harm the Company's reputation;
- o natural or other disasters which could affect the ability of the Company to operate under normal conditions;
- o the Company's ability to retain and attract deposits;
- o illegal acts of theft or fraud perpetuated against the bank or its customers;
- o unanticipated lower revenues or increased cost of funds, loss of customers or business, or higher operating expenses;
- o 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;
- o the amount invested in new business opportunities and the timing of these investments;
- o 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;
- o 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;
- o assumptions made regarding interest rate movement and sensitivity could vary substantially if actual experience differs from historical

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- experience which could adversely affect the Company's results of operations; and
- o 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

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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

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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 \$1.49 million for the quarter ended June 30, 2007, compared with net income of \$1.53 million for the same period in 2006, or a 3.1% decrease between years. The Company faced a challenging interest rate environment, and although total interest income increased by \$231 thousand, or 3.7% in 2007 versus the second quarter of 2006, this increase was more than offset by an increase in interest expense of \$449 thousand, or 27.9% between periods. The prime rate has remained flat at 8.25% since June 29, 2006. The yield curve has started to trend toward a positive bias with short term interest rates being lower than long term rates towards the end of the second quarter for the first time since August 2006. The Company had a decrease in its net interest margin from 5.46% for the second quarter of 2006 to 5.14% for the second quarter of 2007.

The Company's total assets decreased from \$381.1 million at December 31, 2006, to \$375.7 million at June 30, 2007 or a decrease of 1.4%. Deposits decreased from \$319.8 million at December 31, 2006 to \$308.9 million at June 30, 2007, or a decrease of 3.4%. The contraction in both total assets and total deposits is a seasonal trend for the Company as Vermont municipalities are required by state law to be out of debt, for tax anticipation borrowings, at least one day per year and the majority redeem their certificates of deposit and pay down their loans on June 30th each year. Total loans including loans held for sale decreased 3.5% from \$317.6 million at December 31, 2006 to \$306.5 million at June 30, 2007, of which \$7.6 million is attributable to the seasonal drop in municipal loans. The municipal loan balances were up \$6.7 million the first business day of the third quarter and have risen over \$750 thousand since. Municipal certificates of deposit dropped \$9.6 million on the last business day of the second quarter and are now at a higher level than before the seasonal drop.

Noninterest income is up \$124 thousand, or 12.4% for the second quarter of 2007 versus 2006 which is primarily due to increases in overdraft fees, merchant services income and ATM/Debit card fees. Noninterest expenses are up \$102 thousand, or 3.0% for the second quarter of 2007 to \$3.55 million from \$3.45 million for the second quarter of 2006, primarily due to the costs to bring or maintain properties in other real estate owned and the expiration of Vermont state franchise tax credits.

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The following unaudited per share information and key ratios depict several measurements of performance or financial condition for or at the three and six months ended June 30, 2007 and 2006, respectively:

Quarter Ended June 30,

Year to Date J

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| | 2007 ---- | 2006 ---- | 2007 ---- |
|---|--------------|--------------|--------------|
| Return on average assets (ROA) (1) | 1.57% | 1.65% | 1.44% |
| Return on average equity (ROE) (1) | 14.31% | 14.79% | 13.08% |
| Net interest margin (1)(2) | 5.14% | 5.46% | 5.18% |
| Efficiency ratio (3) | 63.48% | 60.43% | 65.25% |
| Net interest spread (4) | 4.59% | 5.00% | 4.61% |
| Loan to deposit ratio | 99.25% | 103.66% | 99.25% |
| Net loan charge-offs (recoveries) to average loans not held for sale (1) | 0.02% | 0.02% | 0.04% |
| Allowance for loan losses to loans not held for sale | 1.10% | 1.06% | 1.10% |
| Non-performing assets to total assets | 1.05% | 1.02% | 1.05% |
| Equity to assets | 11.10% | 11.56% | 11.10% |
| Total capital to risk weighted assets | 17.20% | 17.67% | 17.20% |
| Book value per share | \$9.22 | \$9.24 | \$9.22 |
| Earnings per share | \$0.33 | \$0.34 | \$0.60 |
| Dividends paid per share | \$0.28 | \$0.26 | \$0.56 |
| Dividend payout ratio (5) | 84.85% | 76.47% | 93.33% |

- (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 and twice during the second quarter in 2006, by 25 basis points each time to reach 8.25% at June 30, 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 19 basis points and net interest spread declined 32 basis points during the first half of 2007 compared to the first half of 2006. The decline in the net interest spread was primarily the result of average interest rates paid on time and money market 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 \$218 thousand, or 4.7%, to \$4.42 million for the three months ended June 30, 2007, from \$4.64 million for the three months ended June 30, 2006. The net interest spread decreased 41 basis points to 4.59% for the three months ended June 30, 2007, from 5.00% for the three months ended June 30, 2006. As money market and time deposit "specials" abounded throughout the market place, interest rates paid to attract these deposits moved up more quickly than rates earned on loans and other earning assets. The net interest margin for the second quarter of 2007 decreased 32 basis points to 5.14% from the 2006 period at 5.46%. 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."

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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 June 30, 2007 | | | |
|--|----------------------------------|-----------------------------|---------------------------|--------------------|
| | Average Balance | Interest Earned/ Paid | Average Yield/ Rate | Average Balance |
| | (Dollars in thousands) | | | |
| Average Assets: | | | | |
| Federal funds sold and overnight deposits | \$ 5,775 | \$ 77 | 5.20% | \$ 1,445 |
| Interest bearing deposits in banks | 10,357 | 122 | 4.75% | 7,060 |
| Investment securities (1), (2) | 26,905 | 310 | 4.93% | 26,380 |
| Loans, net (1), (3) | 307,763 | 5,944 | 7.85% | 310,807 |
| FHLB of Boston stock | 1,385 | 23 | 6.68% | 1,487 |
| Total interest-earning assets (1) | 352,185 | 6,476 | 7.49% | 347,179 |
| Cash and due from banks | 9,969 | | | 9,778 |
| Premises and equipment | 6,114 | | | 6,173 |
| Other assets | 9,422 | | | 7,729 |
| Total assets | \$377,690 | | | \$370,859 |
| Average Liabilities and Stockholders' Equity: | | | | |
| NOW accounts | \$ 52,848 | \$ 108 | 0.82% | \$ 51,653 |
| Savings/money market accounts | 93,537 | 416 | 1.79% | 104,035 |
| Time deposits | 123,720 | 1,356 | 4.40% | 104,912 |
| Borrowed funds | 14,455 | 179 | 4.91% | 17,645 |
| Total interest-bearing liabilities | 284,560 | 2,059 | 2.90% | 278,245 |
| Non-interest bearing deposits | 45,499 | | | 46,851 |
| Other liabilities | 6,098 | | | 4,278 |
| Total liabilities | 336,157 | | | 329,374 |
| Stockholders' equity | 41,533 | | | 41,485 |
| Total liabilities and | | | | 370,859 |

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| | | |
|-------------------------|--------------------|--------------------|
| stockholders' equity | \$377,690 ===== | \$370,859 ===== |
| Net interest income | \$4,417 ===== | |
| Net interest spread (1) | | 4.59% ===== |
| Net interest margin (1) | | 5.14% ===== |

-
- (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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| | Six months ended June 30 | | | |
|--|--------------------------|-----------------------------|---------------------------|--------------------|
| | 2007 | | | |
| | Average Balance | Interest Earned/ Paid | Average Yield/ Rate | Average Balance |
| | ----- | ----- | ----- | ----- |
| | (Dollars in thousands) | | | |
| Average Assets: | | | | |
| Federal funds sold and overnight deposits | \$ 6,920 | \$ 180 | 5.18% | \$ 1,879 |
| Interest bearing deposits in banks | 8,583 | 196 | 4.61% | 7,612 |
| Investment securities (1), (2) | 25,884 | 594 | 4.91% | 28,945 |
| Loans, net (1), (3) | 308,599 | 11,844 | 7.84% | 308,358 |
| FHLB of Boston stock | 1,395 | 50 | 7.11% | 1,442 |
| | ----- | ----- | ----- | ----- |
| Total interest-earning assets (1) | 351,381 | 12,864 | 7.49% | 348,236 |
| Cash and due from banks | 10,184 | | | 10,064 |
| Premises and equipment | 6,093 | | | 6,116 |
| Other assets | 9,140 | | | 7,912 |
| | ----- | | | ----- |
| Total assets | \$376,798 | | | \$372,328 |
| | ===== | | | ===== |
| Average Liabilities and Stockholders' Equity: | | | | |
| NOW accounts | \$ 51,608 | \$ 202 | 0.79% | \$ 51,957 |
| Savings/money market accounts | 94,216 | 825 | 1.77% | 105,697 |
| Time deposits | 121,244 | 2,638 | 4.39% | 103,166 |
| Borrowed funds | 14,909 | 369 | 4.92% | 17,934 |
| | ----- | ----- | ----- | ----- |
| Total interest-bearing liabilities | 281,977 | 4,034 | 2.88% | 278,754 |
| Non-interest bearing deposits | 47,480 | | | 47,928 |
| Other liabilities | 5,728 | | | 4,131 |
| | ----- | | | ----- |
| Total liabilities | 335,185 | | | 330,813 |

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| | | |
|--|-----------|-----------|
| Stockholders' equity | 41,613 | 41,515 |
| | ----- | ----- |
| Total liabilities and stockholders' equity | \$376,798 | \$372,328 |
| | ===== | ===== |

Net interest income \$ 8,830
=====

Net interest spread (1) 4.61%
=====

Net interest margin (1) 5.18%
=====

-
- (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.

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.

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Three Months Ended June 30, 2007
 Compared to
 Three Months Ended June 30, 2006
 Increase/(Decrease) Due to Change In

| | Volume | Rate | Net |
|---|------------------------|--------|--------|
| | ----- | ---- | --- |
| | (Dollars in thousands) | | |
| Interest-earning assets: | | | |
| Federal funds sold and overnight deposits | \$ 58 | \$ 2 | \$ 60 |
| Interest bearing deposits in banks | 36 | 18 | 54 |
| Investment securities | 6 | 16 | 22 |
| Loans, net | (62) | 152 | 90 |
| FHLB of Boston stock | (1) | 6 | 5 |
| | ---- | ---- | ---- |
| Total interest-earning assets | \$ 37 | \$ 194 | \$ 231 |
| Interest-bearing liabilities: | | | |
| NOW accounts | \$ 2 | \$ 15 | \$ 17 |
| Savings/money market accounts | (46) | 31 | (15) |
| Time deposits | 176 | 298 | 474 |
| Borrowed funds | (39) | 12 | (27) |
| | ---- | ---- | ---- |
| Total interest-bearing liabilities | \$ 93 | \$ 356 | \$ 449 |

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| | | | |
|-----------------------------------|---------------------------|----------------------------|----------------------------|
| Net change in net interest income | ----- \$ (56) ===== | ----- \$ (162) ===== | ----- \$ (218) ===== |
|-----------------------------------|---------------------------|----------------------------|----------------------------|

Six Months Ended June 30, 2007
Compared to
Six Months Ended June 30, 2006
Increase/ (Decrease) Due to Change In

| | Volume | Rate | Net |
|---|------------------------|----------|----------|
| | ----- | ----- | --- |
| | (Dollars in thousands) | | |
| Interest-earning assets: | | | |
| Federal funds sold and overnight deposits | \$130 | \$ 7 | \$ 137 |
| Interest bearing deposits in banks | 20 | 29 | 49 |
| Investment securities | (72) | 23 | (49) |
| Loans, net | 9 | 530 | 539 |
| FHLB of Boston stock | (1) | 18 | 17 |
| | ----- | ----- | ----- |
| Total interest-earning assets | \$ 86 | \$ 607 | \$ 693 |
| Interest-bearing liabilities: | | | |
| NOW accounts | \$ (1) | \$ 30 | \$ 29 |
| Savings/money market accounts | (94) | 97 | 3 |
| Time deposits | 323 | 666 | 989 |
| Borrowed funds | (72) | 28 | (44) |
| | ----- | ----- | ----- |
| Total interest-bearing liabilities | \$156 | \$ 821 | \$ 977 |
| | ----- | ----- | ----- |
| Net change in net interest income | \$ (70) | \$ (214) | \$ (284) |
| | ===== | ===== | ===== |

Three months Ended June 30, 2007, compared to Three months Ended June 30, 2006.

Interest and Dividend Income. The Company's interest and dividend income increased \$231 thousand, or 3.7%, to \$6.48 million for the three months ended June 30, 2007, from \$6.25 million for the three months ended June 30, 2006, with average earning assets increasing \$5.0 million, or 1.4%, to \$352.2 million for the three months ended June 30, 2007, from \$347.2 million for the three months ended June 30, 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 \$307.8 million at an average yield of 7.85% for the three months ended June 30, 2007, down \$3.0 million from \$310.8 million at an average yield of 7.64% for the three months ended June 30, 2006, or a 0.98% decrease in average volume and a 21 basis point increase in yield. Loan demand has slowed down during 2007 especially for residential mortgages and construction loans.

The average balance of investments (including mortgage-backed securities) increased \$525 thousand or 2.0%, to \$26.9 million for the three months ended June 30, 2007, from \$26.4 million for the three months ended June 30, 2006. The average level of interest bearing deposits in banks for the quarter was \$10.4 million up \$3.3 million or 46.7% from the 2006 average level of \$7.1 million, as FDIC insured certificates of deposit in other financial institutions was one of the highest yielding investment options available. The increase in the investment portfolio and interest bearing deposits in banks from the second quarter of 2006 reflects slowing loan demand. The average level of federal funds sold and overnight deposits increased \$4.3 million, to \$5.8 million for

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the three months ended June 30, 2007, from \$1.4 million for the three months ended June 30, 2006. The inverted yield curve through the majority of the quarter is evident by the yield earned on Federal Funds sold and overnight deposits of 5.20%. Interest income from nonloan instruments increased \$141 thousand or 36.1% between periods, with \$532 thousand for the second quarter of 2007 and \$391 thousand for the same period of 2006, reflecting the overall increases in yields and volume.

Interest Expense. The Company's interest expense increased \$449 thousand, or 27.9%, to \$2.06 million for the three months ended June 30, 2007, from \$1.61 million for the three months ended June 30, 2006, of which \$93 thousand was a result of the increase in volume while the remaining \$356 thousand increase was due to rate increases fueled by strong competition for deposit dollars.

Interest expense on deposits increased \$476 thousand or 33.9% to \$1.88 million for the quarter ended, June 30, 2007 from \$1.40 million for the quarter ended, June 30, 2006. Competition for deposits has remained strong. Management believes consumers have become more rate sensitive over the last eighteen months due to advertised "specials" and the proliferation of nonlocal financial institutions trying to gather deposits throughout the Company's market area. Average time deposits rose to \$123.7 million for the three months ended June 30, 2007, from \$104.9 million for the three months ended June 30, 2006, or an increase of \$18.8 million or 17.9%. While some of these deposits are new funds for the Company, there has been movement of deposits from lower yielding savings and NOW accounts to higher paying certificates of deposit within its account base. The average rate paid on time deposits increased 103 basis points, to 4.40% from 3.37% for the three months ended June 30, 2007 and 2006, respectively. The average balances for money market and savings accounts decreased \$10.5 million, or 10.1%, to \$93.5 million for the three months ended June 30, 2007, from \$104.0 million for the three months ended June 30, 2006 as the spread widened for interest rates on time deposits, which appeared to motivate customers to move funds into those higher paying instruments and lock in the higher rates. A \$1.2 million or 2.3% increase in NOW accounts brought the average balance up to \$52.8 million from \$51.7 million between the two years.

Interest expense on borrowed funds dropped from \$206 thousand for the quarter ended June 30, 2006 to \$179 thousand for the quarter ended June 30, 2007, as the average funds borrowed from the Federal Home Loan Bank (FHLB) of Boston dropped from \$17.6 million to \$14.5 million between years. The softening of loan demand, the \$5.8 million growth in deposits on average between the first half of 2006 and the first half of 2007, and the continuing yield curve flatness led the Company to reduce its reliance on borrowed funds.

Provision for Loan Losses. There was no loan loss provision for the quarter ended June 30, 2007 and \$45 thousand for the quarter ended June 30, 2006. No provision was deemed necessary for the second quarter of 2007 as the ratio of allowance for loan losses to nonperforming loans rose from 55.93% at March 31, 2007 to 94.81% at June 30, 2007 and other indicators evaluated remained strong. For further details see, FINANCIAL CONDITION - "Allowance for Loan Losses" below.

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Noninterest income. The following table sets forth changes from the second quarter of 2006 to the second quarter of 2007 for components of noninterest income:

For The Three Months Ended June 30,

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| | 2007 | 2006 | \$ Variance | % Variance |
|---|------------------------|---------|-------------|------------|
| | ---- | ---- | ----- | ----- |
| | (Dollars in thousands) | | | |
| Trust income | \$ 83 | \$ 74 | \$9 | 12.2 |
| Service fees | 854 | 787 | 67 | 8.5 |
| Net gains on sales of investment securities | 47 | 14 | 33 | 235.7 |
| Net gains on sales of loans held for sale | 23 | 27 | (4) | (14.8) |
| Other | 120 | 101 | 19 | 18.8 |
| | ----- | ----- | ---- | |
| Total noninterest income | \$1,127 | \$1,003 | \$124 | 12.4 |
| | ===== | ===== | ===== | |

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 \$15 thousand, or 5.0%; merchant program income increase of \$16 thousand, or 22.0%; foreign exchange fee increase of \$8 thousand, or 64.8%; and ATM/Debit Card usage fees of \$19 thousand, or 12.1%. These increases were partially offset by a decline in deposit service charges of \$7 thousand, or 13.2%.

Net gains on sales of investment securities. The Company took advantage of the strong stock market during the second quarter of 2007 and sold partial positions of three equity investments.

Net gains on sales of loans held for sale. Residential real estate loans of \$5.8 million were sold for a net gain of \$23 thousand during the second quarter of 2007, versus sales of \$4.1 million for a net gain of \$27 thousand during the second quarter of 2006.

Other. The increase between periods is primarily due to the increase in net mortgage servicing rights of \$7 thousand from 2006 to 2007 and an \$8 thousand net gain on the sale of other real estate owned.

Noninterest expense. The following table sets forth changes from the second quarter of 2006 to the second quarter of 2007 for components of noninterest expense:

| | For The Three Months Ended June 30, | | | |
|--|-------------------------------------|---------|-------------|------------|
| | 2007 | 2006 | \$ Variance | % Variance |
| | ---- | ---- | ----- | ----- |
| | (Dollars in thousands) | | | |
| Salaries and wages | \$1,549 | \$1,511 | \$ 38 | 2.5 |
| Pension and employee benefits | 520 | 552 | (32) | 5.8 |
| Occupancy expense, net | 214 | 198 | 16 | 8.1 |
| Equipment expense | 281 | 261 | 20 | 7.7 |
| Equity in losses of affordable housing investments | 66 | 56 | 10 | 17.6 |
| Other | 923 | 873 | 50 | 5.7 |
| | ----- | ----- | ---- | |
| Total noninterest expense | \$3,553 | \$3,451 | \$102 | 3.0 |
| | ===== | ===== | ===== | |

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Salaries and wages and related expenses. The increase in 2007 over 2006 was due primarily to regular salary activity offset partially by increased efficiency in operations which allowed the Company to grow while reducing a few staff positions. A decrease in the accrual for pension plan expense of \$57 thousand or 33.6% was partially offset by a \$22 thousand or 11.1% increase in the Company's medical and dental insurance costs.

Occupancy Expense. The increase for 2007 over 2006 was due primarily to the increased square footage of the organization with the addition of the Littleton, New Hampshire branch opened in March of 2006 and the purchase of an additional office building in Morrisville, Vermont in December 2006. The increased costs of fuel throughout the offices also contributed to the increase.

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Equipment Expense. The increase between years is primarily due to the purchase of a Microsoft open license by the Company which will allow the Company to increase the number of personal computers on its network and to migrate to future software upgrades.

Equity in losses of affordable housing investments. The expense for 2006 included a credit adjustment for \$11 thousand related to a 2005 investment once the 2005 audited financial statements were received.

Other. The net change between years has many components; the largest being an increase for the costs to bring or maintain properties in Other Real Estate Owned which accounts for 92% of the increase. The expiration of state tax credits and the growth in deposits led to an increase in Vermont franchise taxes. The lack of the 2006 one time robbery loss and some operational efficiencies kept the overall increase to 5.7%.

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 \$505 thousand for the three months ended June 30, 2007 and \$548 thousand for 2006, as a result of the decrease in taxable net income compared to the 2006 comparison period and the increase in tax exempt income from municipal loans. The Company's effective tax rate decreased to 25.4% for the three months ended June 30, 2007, from 26.3% for the same period in 2006, reflecting the increase in nontaxable municipal loan income.

Six Months Ended June 30, 2007, compared to Six Months Ended June 30, 2006.

Interest and Dividend Income. The Company's interest and dividend income increased \$693 thousand, or 5.7%, to \$12.9 million for the six months ended June 30, 2007, from \$12.2 million for the six months ended June 30, 2006, with average earning assets increasing \$3.1 million, or 0.9%, to \$351.4 million for the six months ended June 30, 2007, from \$348.2 million for the six months ended June 30, 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 \$308.6 million at an average yield of 7.84% for the six months ended June 30, 2007, up from \$308.4 million at an average yield of 7.47% for the six months ended June 30, 2006. The slowing of loan demand especially for residential construction and mortgage loans, is now being felt in the Northeast sector of the United States. This is the main reason for the low growth in volume but there was a 37 basis point increase in yield.

The average balance of investments (including mortgage-backed securities) decreased \$3.1 million or 10.6%, to \$25.9 million for the six months ended June 30, 2007, from \$28.9 million for the six months ended June 30, 2006, as

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investment maturities were utilized to pay down some FHLB of Boston liquidity advances in late 2006, or were reinvested in new securities or certificates of deposit in other financial institutions. The average level of federal funds sold and overnight deposits increased \$5.0 million to \$6.9 million for the six months ended June 30, 2007, from \$1.9 million for the six months ended June 30, 2006 as the yield curve was inverted for the majority of the first half of 2007, making short term funds an attractive investment vehicle. The average level of interest bearing deposits in banks for the first half of 2007 was \$8.6 million, up \$1.0 million, or 12.8% from the 2006 average level of \$7.6 million. Interest income from non-loan instruments was \$1.0 million year to date for 2007 and \$866 thousand for the same period of 2006, reflecting the overall increases in yields and volume.

Interest Expense. The Company's interest expense increased \$977 thousand, or 32.0%, to \$4.0 million for the six months ended June 30, 2007, from \$3.1 million for the six months ended June 30, 2006, of which \$156 thousand was a result of the increase in volume and \$821 thousand was due to increases in rates, fueled by competition for funds from both local and out-of-market competitors. This competition has been most evident for the money market and certificate of deposit accounts, but higher paying interest-bearing checking accounts are starting to appear in our market as well which puts more pressure on the historical demand deposit and NOW account balances. Average interest-bearing liabilities increased \$3.2 million, or 1.2%, to \$282.0 million for the six months ended June 30, 2007, from \$278.8 million for the six months ended June 30, 2006, and the average rate paid increased 67 basis points to

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2.88%, from 2.21% for the six months ended June 30, 2007 and 2006, respectively. Average time deposits were \$121.2 million for the six months ended June 30, 2007, and \$103.2 million for the six months ended June 30, 2006, or an increase of \$18.1 million, or 17.5%. The average rate paid on time deposits increased 117 basis points, to 4.39% from 3.22% for the six months ended June 30, 2007 and 2006, respectively. The average balances for money market and savings accounts decreased \$11.5 million, or 10.9%, to \$94.2 million for the six months ended June 30, 2007, from \$105.7 million for the six months ended June 30, 2006. NOW accounts remained fairly flat with the average balance of \$51.6 million for 2007 compared to \$52.0 million for 2006.

The average balance of funds borrowed decreased from \$17.9 million for the six months ended June 30, 2006, to \$14.9 million for the six months ended June 30, 2007, while the average rate paid on those funds rose from 4.58% to 4.92% between years. The reduction in borrowings were funded from the maturity of investment securities, as the rates on the advances were higher than the current reinvestment rate available.

Provision for Loan Losses. The loan loss provision year to date as of June 30, 2007 was \$45 thousand compared to \$150 thousand for the same period in 2006. A change in the composition of the loans within the portfolio and the continuing improvement in both the ratio of allowance for loan losses to loans not held for sale and nonperforming loans to total loans account for the decrease. For further details see, FINANCIAL CONDITION - "Allowance for Loan Losses" below.

Noninterest income. The following table sets forth changes from year to date 2006 to year to date 2007 for components of noninterest income:

| For The Six Months Ended June 30, | | | |
|-----------------------------------|------|-------------|------------|
| 2007 | 2006 | \$ Variance | % Variance |

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| | ----- | ----- | ----- | ----- |
|---|---------|---------|------------------------|--------|
| | | | (Dollars in thousands) | |
| Trust income | \$ 167 | \$ 145 | \$ 22 | 15.2 |
| Service fees | 1,650 | 1,493 | 157 | 10.5 |
| Net gains on sales of investment securities | 37 | 17 | 20 | 117.6 |
| Net gains on sales of loans held for sale | 50 | 119 | (69) | (58.0) |
| Other | 166 | 175 | (9) | (5.1) |
| | ----- | ----- | ----- | |
| Total noninterest income | \$2,070 | \$1,949 | \$121 | 6.2 |
| | ===== | ===== | ===== | |

Trust income. The increase resulted 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 \$69 thousand, or 12.6%; increase in loan servicing fee income of \$15 thousand, or 8.3%; increase in merchant services income of \$29 thousand, or 16.2%; foreign exchange fee increase of \$17 thousand, or 140%; and ATM/Debit Card usage fees of \$33 thousand, or 10.4%. These increases were partially offset by a decline in deposit service charges of \$15 thousand, or 13.8%, which resulted from the introduction, during the first and second quarters of 2006, of a group of retail deposit products that generally are not charged monthly service fees.

Net gains on sales of loans held for sale. Residential real estate loans of \$9.2 million were sold for a net gain of \$50 thousand during the first half of 2007, compared to sales of \$10.8 million with a net gain of \$119 thousand during the first half of 2006. As the yield curve moved from inverted to flat to slightly positive during the first half of 2007, premiums paid on loans sold declined.

Other. The decrease mainly resulted from a \$26 thousand decrease in mortgage servicing rights between years and a \$6 thousand reduction in net gains on disposals of premises and equipment, partially offset by a \$30 thousand net gain on sales of other real estate owned.

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Noninterest expense. The following table sets forth changes from year to date 2006 to year to date 2007 for components of noninterest expense:

| | For The Six Months Ended June 30, | | | |
|--|-----------------------------------|---------|-------------|------------|
| | 2007 | 2006 | \$ Variance | % Variance |
| | ----- | ----- | ----- | ----- |
| | (Dollars in thousands) | | | |
| Salaries and wages | \$3,127 | \$3,005 | \$122 | 4.1 |
| Pension and employee benefits | 1,180 | 1,129 | 51 | 4.5 |
| Occupancy expense, net | 434 | 401 | 33 | 8.2 |
| Equipment expense | 543 | 517 | 26 | 5.0 |
| Equity in losses of affordable housing investments | 133 | 165 | (32) | (19.4) |
| Other | 1,804 | 1,631 | 173 | 10.6 |
| | ----- | ----- | ----- | |
| Total noninterest expense | \$7,221 | \$6,848 | \$373 | 5.4 |

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Salaries and wages and related expenses. The increase in 2007 over 2006 was due primarily to regular salary activity. Increases in the Company's medical and dental insurance costs of \$91 thousand during the first half of 2007 was the main factor in the increase in pension and employee benefits. This increase was partially offset by a drop in pension expense due to rising long term interest rates and the performance of the market.

Occupancy Expense. The increase for 2007 over 2006 was due primarily to the increased square footage of the organization with the addition of the Littleton, New Hampshire branch opened in March of 2006 and the purchase of an additional office building in Morrisville, Vermont in December 2006. The increased costs of fuel throughout the offices also contributed to the increase.

Equipment Expense. The increase between years is primarily due to the purchase of a Microsoft open license by the Company which will allow us to increase the number of personal computers on our network and to migrate to future software upgrades.

Amortization of investments in affordable housing projects. The expense for 2006 was higher than the current year as it included a \$32 thousand adjustment related to new partnerships investments for 2005 that was not known until the partnership's 2005 financial statements were received in April of 2006.

Other. The increase between years is primarily due to the costs to bring or maintain properties in other real estate owned which is \$86 thousand higher in 2007 or \$106 thousand in total. These costs are added to by increases in ATM/debit card expenses, contributions, legal fees, Vermont franchise taxes due to the expiration of state tax credits and growth in deposits and trust department expenses. These increases are somewhat offset by the reduction in convention, training, and checkbook expenses as well as the lack of the one time robbery loss in June of 2006.

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 decreased \$145 thousand, or 13.7%, to \$913 thousand for the six months ended June 30, 2007, from \$1.06 million for the same period in 2006, with the decrease in net income compared to the 2006 period and the increase in nontaxable municipal income. The Company's effective tax rate decreased to 25.1% for the six months ended June 30, 2007, from 26.0% for the same period in 2006.

FINANCIAL CONDITION

At June 30, 2007 the Company had total consolidated assets of \$375.7 million, including gross loans and loans held for sale ("total loans") of \$306.5 million, deposits of \$308.9 million and stockholders' equity of \$41.7 million. The Company's total assets experienced a seasonal decrease of \$5.4 million or 1.4% to \$375.7 million at June 30, 2007, from \$381.1 million at December 31, 2006. The decrease is primarily due to the payoff of \$7.6 million in tax anticipation municipal loans on the last business day of June to comply with Vermont law governing municipal finance. As anticipated, municipal loans increased \$6.7 million on July 2nd, the first business day of the next quarter, reflecting the seasonal fluctuations in these loans.

Net loans and loans held for sale were \$303.1 million, or 80.7% of total assets

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at June 30, 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 \$3.7 million, or 17.6%, to \$17.3 million at June 30, 2007, from \$21.0 million at December 31, 2006. Interest bearing deposits in banks increased \$5.0 million or 92.7% from \$5.4 million at December 31, 2006 to \$10.4 million at June 30, 2007 as these FDIC insured deposits were one of the most attractive investment alternatives during the first half of 2007.

Investment securities available-for-sale increased from \$23.7 million at December 31, 2006, to \$26.7 million at June 30, 2007, a \$3.0 million, or 12.7%, 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 9.9% at June 30, 2007.

Deposits decreased \$11.0 million, or 3.4%, to \$308.9 million at June 30, 2007, from \$319.8 million at December 31, 2006, reflecting a pattern of the seasonal variation in dollars on deposit which is exacerbated by the redemption of certificates of deposit and other deposit accounts on the last day of the second quarter by municipal customers in order to comply with state law to payoff their tax anticipation notes annually. Noninterest bearing deposits decreased \$7.9 million, or 14.4%, from \$54.9 million at December 31, 2006, to \$46.9 million at June 30, 2007, while interest bearing deposits decreased \$3.0 million, or 1.1%, from \$264.9 million at December 31, 2006, to \$261.9 million at June 30, 2007. (See average balances and rates in the Yields Earned and Rates Paid tables on Page 14 and 15.) With the rise in interest rates being paid on deposits of all types over the past two years and aggressive rate competition from in-market and out-of-market financial institutions, noninterest bearing deposit accounts are harder to attract and retain.

Total borrowings increased \$4.3 million or 29.6% to \$18.9 million at June 30, 2007, from \$14.6 million at December 31, 2006 as a short term liquidity advance was taken from the FHLB of Boston late in June 2007 and paid back on the first business day of July to hedge against a liquidity crunch on the last business day of June due to the seasonal municipal activity.

Total stockholders' equity decreased \$227 thousand from December 31, 2006 to \$41.7 million at June 30, 2007, reflecting net income of \$2.7 million for the first half of 2007, less the regular cash dividends paid of \$2.5 million, the purchase of Treasury stock totaling \$243 thousand, and an increase of \$172 thousand in accumulated other comprehensive loss. (See Capital Resources section on Page 34)

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 June 30, 2007, the Company's total loan portfolio was \$306.5 million, or 81.6% of assets, down from \$317.6 million, or 83.3% of assets as of December 31, 2006, and from \$307.6 million or 84.8% of assets as of June 30, 2006. Total loans (including loans held for sale) have decreased \$11.0 million since December 31, 2006, while average loans (including loans held for sale) were \$308.4 million for the 2006 comparison period and have grown to \$308.6 million for the first half of 2007. The Company sold \$9.2 million of loans held for sale during the first half of 2007 resulting in a gain on sale of loans of \$50 thousand, compared with loan sales of \$10.9 million and related gain on sale of loans of \$119 thousand for the first half of 2006. The Company recognizes that competition for good loans is strong and has placed continued emphasis on calling on both current and prospective customers.

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The following table shows information on the composition of the Company's total loan portfolio as of June 30, 2007 and December 31, 2006:

| Loan Type ----- | June 30, 2007 | | December 31, 2006 | |
|-----------------------------------|------------------------|------------------|-------------------|------------------|
| | Amount ----- | Percent ----- | Amount ----- | Percent ----- |
| | (Dollars in thousands) | | | |
| Residential real estate | \$110,014 | 35.9 | \$114,139 | 35.9 |
| Construction real estate | 20,446 | 6.7 | 22,568 | 7.1 |
| Commercial real estate | 134,501 | 43.9 | 130,848 | 41.2 |
| Commercial | 20,159 | 6.6 | 19,253 | 6.1 |
| Consumer | 7,402 | 2.4 | 7,717 | 2.4 |
| Municipal loans | 10,860 | 3.5 | 19,297 | 6.1 |
| Loans Held for Sale | 3,166 | 1.0 | 3,750 | 1.2 |
| | ----- | ----- | ----- | ----- |
| Total loans | 306,548 | 100.0 | 317,572 | 100.0 |
| Deduct: | | | | |
| Allowance for loan losses | 3,326 | | 3,338 | |
| Unearned net loan fees | 108 | | 120 | |
| | ----- | | ----- | |
| Net loans and loans held for sale | \$303,114 | | \$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 \$199.5 million residential real estate mortgage portfolio, approximately \$89.5 million of which was serviced for unaffiliated third parties at June 30, 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 \$6.2 million of commercial and commercial real estate loans for unaffiliated third parties as of June 30, 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 \$315 thousand at June 30, 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 June 30, 2007 was \$12.7 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

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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.

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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 \$1.9 million at June 30, 2007 and \$1.3 million at December 31, 2006. Of the \$1.9 million in restructured loans at June 30, 2007, all except \$248 thousand is guaranteed by the U.S. Department of Agriculture-Rural Development or by the Vermont Economic Development Authority. At June 30, 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 in nonaccrual status totaling \$3.0 million, or 0.97% of gross loans at June 30, 2007, \$2.5 million, or 0.80%, at December 31, 2006, and \$1.2 million, or 0.38%, at June 30, 2006. The increase over the last six months is primarily due to one residential construction loan with a loan to value ratio 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 \$507 thousand of the balances in this category were covered by such guarantees at June 30, 2007. The aggregate interest income not recognized on such nonaccrual loans amounted to approximately \$464 thousand and \$274 thousand as of June 30, 2007 and 2006, respectively and \$371 thousand as of December 31, 2006.

The Company had \$554 thousand in loans past due 90 days or more and still accruing at June 30, 2007 and \$2.2 million at December 31, 2006. The decrease between periods was mainly due to three real estate loans that have subsequently been moved to nonaccrual totaling \$764 thousand, two real estate loans totaling \$292 thousand that have paid off, loans totaling \$936 thousand that have subsequently been brought current or are less than 90 days past due, partially offset by \$392 thousand of loans that have become 90 days or more past due as of June 30, 2007. Certain loans past due 90 days or more and still accruing interest are covered by guarantees of U.S. Government or state

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agencies. Approximately \$160 thousand of the balances in this category were covered by such guarantees at June 30, 2007.

At June 30, 2007, and December 31, 2006, respectively, the Company had internally classified certain loans totaling \$74 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 one or more of the following conditions makes the likelihood of collection uncertain:

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

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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 an evaluation for minor properties at the date of acquisition establishing a new carrying basis. The Company had \$3 thousand of land, \$184 thousand in residential real estate, and \$251 thousand of commercial real estate property classified as OREO at June 30, 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 a percentage by category, 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,

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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.

For the quarter ended June 30, 2007, the methodology used to determine the provision for loan losses was unchanged from the prior quarter or year. The Company's loan portfolio balance decreased \$10.4 million, or 3.3% from December 31, 2006. There was a reduction in the balance of all loan types except commercial and commercial real estate between December 31, 2006 and June 30, 2007. There was an improvement in the ratio of allowance for loan losses to nonperforming loans from 70.26% at December 31, 2006 to 94.81% at June 30, 2007. The overall reduction in the loan portfolio decreased the estimated allowance for loan losses, while a rise in nonperforming loans increased the estimated allowance for loan losses. As a result of the combined changes the Company designated no loan loss provision for the quarter ended June 30, 2007 which, together with net charge-offs after recoveries left the allowance for loan losses at \$3.3 million at June 30, 2007. There was no material change in the lending programs or terms during the quarter.

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The following table reflects activity in the allowance for loan losses for the three and six months ended June 30, 2007 and 2006:

| | Three Months Ended, June 30, | | Six Months Ended, June 30, | |
|--------------------------------|------------------------------|---------|----------------------------|---------|
| | 2007 | 2006 | 2007 | 2006 |
| | ---- | ---- | ---- | ---- |
| | (Dollars in thousands) | | | |
| Balance at beginning of period | \$3,342 | \$3,147 | \$3,338 | \$3,071 |
| Charge-offs | | | | |
| Real Estate | - | - | 30 | - |
| Commercial | - | - | - | - |
| Consumer and other | 26 | 26 | 54 | 35 |
| | ----- | ----- | ----- | ----- |
| Total charge-offs | 26 | 26 | 84 | 35 |
| | ----- | ----- | ----- | ----- |
| Recoveries | | | | |
| Real Estate | 1 | 3 | 8 | 25 |
| Commercial | 1 | - | 2 | 12 |
| Consumer and other | 8 | 6 | 17 | 12 |
| | ----- | ----- | ----- | ----- |
| Total recoveries | 10 | 9 | 27 | 49 |
| | ----- | ----- | ----- | ----- |
| Net (charge-offs) recoveries | (16) | (17) | (57) | 14 |
| | ----- | ----- | ----- | ----- |
| Provision for loan losses | - | 105 | 45 | 150 |
| | ----- | ----- | ----- | ----- |
| Balance at end of period | \$3,326 | \$3,235 | \$3,326 | \$3,235 |
| | ===== | ===== | ===== | ===== |

The following table shows the internal breakdown of the Company's allowance for

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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:

| | June 30, 2007 | | December 31, 2006 | |
|--|------------------------|---------|-------------------|---------|
| | Amount | Percent | Amount | Percent |
| | (Dollars in thousands) | | | |
| Real Estate | | | | |
| Residential | \$ 666 | 34.8 | \$ 640 | 34.8 |
| Commercial | 1,967 | 44.3 | 1,901 | 41.7 |
| Construction | 240 | 6.7 | 296 | 7.2 |
| Other Loans | | | | |
| Commercial | 316 | 6.7 | 312 | 6.1 |
| Consumer installment | 115 | 2.4 | 125 | 2.5 |
| Municipal, Other and Unallocated | 22 | 5.1 | 64 | 7.7 |
| | \$3,326 | 100.0 | \$3,338 | 100.0 |
| | ===== | ===== | ===== | ===== |
| Ratio of Net Charge Offs (Recoveries) to Average Loans not held for sale (1) | | 0.04 | | (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 nonperforming loans (2) | | 94.81 | | 70.26 |
| | | ===== | | ===== |

(1) Annualized

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

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

Management of the Company believes that the allowance for loan losses at June 30, 2007, was appropriate 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 June 30, 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 June 30, 2007, the reported value of investment securities available-for-sale was \$26.7 million or 7.1% 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 in light of decreased loan demand.

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The Company had no securities classified as held-to-maturity or trading. The reported value of investment securities available-for-sale at June 30, 2007 reflects a negative valuation adjustment of \$494 thousand. The offset of this adjustment, net of income tax effect, was a \$326 thousand loss reflected in the Company's accumulated other comprehensive loss component of stockholders' equity at June 30, 2007.

At June 30, 2007, thirty-seven securities with a fair value of \$13.7 million or 51.4% of the portfolio have been in an unrealized loss position for more than twelve months totaling \$442 thousand. These unrealized losses are attributed to the interest rate environment as there are no credit quality issues. 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.

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.

Deposits. The following table shows information concerning the Company's average deposits by account type and weighted average nominal rates at which interest was paid on such deposits for the periods ended June 30, 2007, and December 31, 2006:

| | Six Months Ended June 30, 2007 | | Year Ended December 31, 2006 | | | |
|-------------------------|-----------------------------------|---------------------------------|---------------------------------|-------------------|---------------------------------|---------------|
| | Average Amount | Percent of Total Deposits | Average Rate | Average Amount | Percent of Total Deposits | Avera Rate |
| | (Dollars in thousands) | | | | | |
| Non-time deposits: | | | | | | |
| Demand deposits | \$47,480 | 15.1 | - | \$ 49,328 | 15.9 | - |
| NOW accounts | 51,608 | 16.4 | 0.79% | 52,937 | 17.1 | 0.74 |
| Money Market accounts | 51,569 | 16.4 | 2.71% | 56,286 | 18.1 | 2.48 |
| Savings accounts | 42,647 | 13.6 | 0.63% | 46,061 | 14.8 | 0.60 |
| Total non-time deposits | 193,304 | 61.5 | 1.07% | 204,612 | 65.9 | 1.01 |
| Time deposits: | | | | | | |
| Less than \$100,000 | 76,157 | 24.2 | 4.07% | 66,982 | 21.6 | 3.34 |
| \$100,000 and over | 45,087 | 14.3 | 4.93% | 38,706 | 12.5 | 4.14 |
| Total time deposits | 121,244 | 38.5 | 4.39% | 105,688 | 34.1 | 3.64 |
| Total deposits | \$314,548 | 100.0 | 2.35% | \$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 \$6.4 million, or 16.5% increase in average time deposits of \$100,000 and over and the \$9.2 million, or 13.7% increase in time deposits less than \$100,000 in 2007 year to date versus 2006.

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As a participant in the Certificate of Deposit Account Registry Service (CDARS) of Promontory Interfinancial Network, LLC, there were \$4.3 million of time deposits less than \$100,000 on the balance sheet at June 30, 2007 which are considered to be "brokered" deposits. The 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.

The following table sets forth information regarding the Company's time deposits in amounts of \$100,000 and over at June 30, 2007, and December 31, 2006, that mature during the periods indicated:

| | June 30, 2007 | December 31, 2006 |
|-----------------|------------------------|-------------------|
| | ----- | ----- |
| | (Dollars in thousands) | |
| Within 3 months | \$13,495 | \$13,466 |
| 3 to 6 months | 9,610 | 17,254 |
| 6 to 12 months | 7,418 | 11,299 |
| Over 12 months | 2,797 | 2,219 |
| | ----- | ----- |
| | \$33,320 | \$44,238 |
| | ===== | ===== |

The drop in time deposits in amounts of \$100,000 and over between December 31, 2006 and June 30, 2007 is normal given the seasonality of municipal deposits with the maturity of their deposits utilized to payoff their tax anticipation notes as of June 30th as previously discussed.

Borrowings. Borrowings from the FHLB were \$18.9 million at June 30, 2007, at a weighted average rate of 5.08%, 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 second quarter 2007 is a net increase of \$4.3 million, or 29.5%, mainly due to the \$5 million one week advance that matured on July 2, 2007 that was taken to hedge against a liquidity crunch caused by municipal customer activity at quarter end generated to comply with state law.

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

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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

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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 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 June 30, 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 June 30, 2007, was 8.25%) projected the following for the six months ended June 30, 2007, compared to the actual results:

| | June 30, 2007 | | |
|---------------------|------------------------|---------|--------------------------|
| | Projected | Actual | Percentage Difference |
| | ----- | ----- | ----- |
| | (Dollars in thousands) | | |
| Net Interest Income | \$8,737 | \$8,830 | 1.1% |
| Net Income | \$2,551 | \$2,721 | 6.7% |
| Return on Assets | 1.40% | 1.44% | 2.9% |
| Return on Equity | 12.52% | 13.08% | 4.5% |

Actual net income is higher than projected mainly due to the higher actual net interest income than projected, the lower actual loan loss provision, and the gain on sales of securities and other real estate owned that had not been

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projected.

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.

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The Company generally requires collateral or other security to support financial instruments with credit risk. As of June 30, 2007 and December 31, 2006, the contract or notional amount of financial instruments whose contract or notional amount represents credit risk was as follows:

| | June 30, 2007 | December 31, 2006 |
|---|------------------------|-------------------|
| | ----- | ----- |
| | (Dollars in thousands) | |
| Commitments to originate loans | \$18,790 | \$12,176 |
| Unused lines of credit | 36,418 | 36,574 |
| Standby letters of credit | 960 | 1,046 |
| Credit Card arrangements | 1,547 | 1,457 |
| Equity investment commitment to housing limited partnership | - | 917 |
| Commitments to repurchase treasury stock | 9 | - |
| | ----- | ----- |
| Total | \$57,724 | \$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 June 30, 2007, and December 31, 2006, were as follows:

| | June 30, 2007 | December 31, 2006 |
|-----------------------------|------------------------|-------------------|
| | ----- | ----- |
| | (Dollars in thousands) | |
| Operating lease commitments | \$ 267 | \$ 316 |

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| | | |
|--|-----------|-----------|
| Maturities on borrowed funds | 18,922 | 14,596 |
| Deposits without stated maturity (1) | 197,068 | 202,997 |
| Certificates of deposit (1) | 111,797 | 116,825 |
| Pension plan contributions (2) | 635 | 700 |
| Deferred compensation payouts (3) | 488 | 551 |
| Equity in housing limited partnerships | 902 | 356 |
| Real estate and construction contracts (4) | 691 | 28 |
| | ----- | ----- |
| Total | \$330,770 | \$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 \$2.0 million. The Company also owns mutual funds.
 - (4) Contracts to purchase a new branch site and to complete renovation on one of the Morrisville administrative buildings.

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 June 30, 2007 was \$401 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 million at June 30, 2007 with the Federal Reserve Bank of Boston.

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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

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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 June 30, 2007:

| | 3 Months or Less ----- | 4 to 12 Months ----- | Cumulative repriced 1 to 3 Years ----- | 3 to 5 Years ----- |
|--|------------------------------|----------------------------|---|-----------------------------|
| (Dollars in thousands, b | | | | |
| Interest sensitive assets: | | | | |
| Federal funds sold and overnight deposits | \$ 5,064 | \$ - | \$ - | \$ - |
| Interest bearing deposits in banks | 788 | 3,457 | 4,833 | 1,000 |
| Investment securities available-for-sale (1) (3) | 609 | 6,084 | 8,872 | 4,000 |
| FHLB Stock | - | - | - | - |
| Loans and loans held for sale (2) (3) | 97,325 | 42,432 | 67,092 | 62,000 |
| | ----- | ----- | ----- | ----- |
| Total interest sensitive assets | \$103,786 | \$51,973 | \$80,797 | \$ 68,000 |
| Interest sensitive liabilities: | | | | |
| Time deposits | \$ 45,426 | \$50,308 | \$15,365 | \$ - |
| Money markets | 6,585 | - | - | - |
| Regular savings | 4,252 | - | - | - |
| NOW accounts | 21,397 | - | - | - |
| Borrowed funds | 5,202 | 621 | 1,240 | 2,000 |
| | ----- | ----- | ----- | ----- |
| Total interest sensitive liabilities | \$ 82,862 | \$50,929 | \$16,605 | \$ 3,000 |
| Net interest rate sensitivity gap | \$ 20,924 | \$ 1,044 | \$64,192 | \$ 64,000 |
| Cumulative net interest rate sensitivity gap | \$ 20,924 | \$21,968 | \$86,160 | \$150,000 |

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| | | | | |
|--|------|------|-------|----|
| Cumulative net interest rate sensitivity gap as a percentage of total assets | 5.6% | 5.8% | 22.9% | 40 |
| Cumulative net interest rate sensitivity gap as a percentage of total Interest sensitive assets | 6.0% | 6.3% | 24.6% | 43 |
| Cumulative net interest rate sensitivity gap as a percentage of total Interest sensitive liabilities | 7.5% | 7.8% | 30.7% | 53 |

- (1) Investment securities available-for-sale exclude marketable equity securities with a fair value of \$17 thousand that may be sold by the Company at any time.
- (2) Balances shown net of unearned income of \$108 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.

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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 June 30, 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 |
|---------------------|---------------|------------------------|-------------|---------------|--------------------------|--------------------------|-----------------------|
| June-08 | 11.25% | \$19,705 | 11.75 | \$6,953 | 1.79 | 16.28 | 8.8 |
| | 8.25% | \$17,633 | - | \$5,528 | 1.38 | 12.84 | 10.6 |
| | 5.25% | \$15,443 | (12.42) | \$4,024 | 0.94 | 8.97 | 12.4 |

The resulting projected cumulative effect of these estimates on net interest income and the net fair value ratio for the twelve month period ending June 30, 2008, are within approved ALCO guidelines for interest rate risk for a flat and 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

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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, June 30, 2007, the Company's ratio of average loans to average deposits was 97.5% compared to the prior year of 101.1%.

In addition, as Union Bank is a member of the FHLB of Boston, it has access to an unused line of credit up to \$1.6 million at June 30, 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 \$41.2 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 June 30, 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 June 30, 2007 or December 31, 2006 although Union had exchanged \$4.3 million and \$2.5 million, respectively, with other CDARS members as of those dates.

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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.

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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 85% over the preceding eight 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 year 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 or a decrease in the yield earned on assets and therefore adversely impact the net interest spread and margin. Management believes the Company has sufficient liquidity to meet all reasonable borrower, depositor, and creditor needs in the present economic environment. However, any projections of future cash needs and flows are subject to substantial uncertainty. 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 \$41.7 million at June 30, 2007, reflecting net income of \$2.7 million for the first six months of 2007, less cash dividends paid of \$2.5 million, the purchase of 11,330 shares of Treasury stock totaling \$243 thousand, and an increase of \$172 thousand in accumulated other comprehensive loss, compared to stockholders' equity of \$41.9 million at year end 2006.

Union Bankshares, Inc. has 7.5 million shares of \$2.00 par value common stock authorized. As of June 30, 2007, the Company had 4,918,611 shares issued, of which 4,520,647 were outstanding and 397,964 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 at the authorization date, 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 June 30, 2007 the Company had repurchased 11,330 shares under this program, for a total cost of \$243 thousand year-to-date, and 37,016 shares at a total cost of \$785 thousand since the inception of the program in November, 2005.

As of June 30, 2007, there were outstanding employee incentive stock options with respect to shares of the Company's common stock, granted pursuant to Union

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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 second 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 June 30, 2007, that both companies meet all capital adequacy requirements to which they are subject. As of June 30, 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 June 30, 2007, that management believes have changed either company's category.

Union Bank's and the Company's actual capital amounts and ratios as of June 30, 2007, are presented in the following table:

| | Actual | | Minimums For Capital Requirements | | Minimum To Be Capitalized Prompt Co Action Pr |
|--|------------------------|-------|---|-------|---|
| | Amount | Ratio | Amount | Ratio | Amount |
| | ----- | ----- | ----- | ----- | ----- |
| | (Dollars in thousands) | | | | |
| Total capital to risk weighted assets | | | | | |
| Union Bank | \$46,090 | 17.2% | \$21,437 | 8.0% | \$26,797 |
| Company | \$46,241 | 17.2% | \$21,496 | 8.0% | N/A |
| Tier I capital to risk weighted assets | | | | | |
| Union Bank | \$42,717 | 15.9% | \$10,719 | 4.0% | \$16,079 |
| Company | \$42,871 | 16.0% | \$10,745 | 4.0% | N/A |
| Tier I capital to average assets | | | | | |
| Union Bank | \$42,717 | 11.3% | \$15,081 | 4.0% | \$18,851 |
| Company | \$42,871 | 11.4% | \$15,082 | 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

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Management's Discussion and Analysis of Financial Condition and Results of Operations under the caption "OTHER FINANCIAL CONSIDERATIONS" on pages 28 through 35 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 would 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) |
|------------|-------------------------------------|---------------------------------|---|
| April 2007 | - | \$ - | - |
| May 2007 | 800 | \$21.69 | 800 |
| June 2007 | 8,967 | \$21.38 | 8,967 |

- (1) Since November 18, 2005, the Company has maintained an informal stock repurchase program pursuant to which the Company may repurchase up to \$2.15 million or 100,000 shares of common stock, or approximately 1% of the Company's outstanding shares as of the authorization date. Shares can be repurchased in the negotiated transactions. The repurchase program is open for an unspecified period of time. Through June 30, 2007, the Company had repurchased 11,330 shares under this program for a total cost of \$243 thousand. Since the inception of the program, the Company has repurchased 37,016 shares at a total cost of \$785

Item 4. Submission of Matters to a Vote of Security Holders.

The Company held its annual meeting of shareholders on May 16, 2007. Of 4,530,414 shares outstanding on the record date of the meeting (March 30, 2007) and entitled to vote, 3,883,360 shares were represented in person or by proxy. Two matters were voted on by the shareholders at the meeting; one was to fix the number of directors at eight and to elect the following individuals as directors for the ensuing year:

| Nominees | Votes For | Votes Withheld | Votes Abstained | Broker Non-votes |
|-----------------------|-----------|----------------|-----------------|------------------|
| Cynthia D. Borck | 3,865,037 | 11,802 | 6,521 | - |
| Steven J. Bourgeois | 3,875,626 | 1,213 | 6,521 | - |
| Kenneth D. Gibbons | 3,866,280 | 10,559 | 6,521 | - |
| Franklin G. Hovey, II | 3,875,636 | 1,203 | 6,521 | - |
| Richard C. Marron | 3,862,181 | 14,658 | 6,521 | - |
| Robert P. Rollins | 3,874,803 | 2,036 | 6,521 | - |
| Richard C. Sargent | 3,874,912 | 1,927 | 6,521 | - |
| John H. Steel | 3,876,836 | 3 | 6,521 | - |

The second was to approve an amendment to Section 7 of the Company's Amended and Restated Articles of Association increasing the number of authorized shares of common stock, \$2.00 par value per share, from 5,000,000 to 7,500,000 shares. There were 3,639,074 votes for, 70,109 votes withheld, 174,174 votes abstained and 3 broker nonvotes.

Item 6. Exhibits.

- 3.1 Amended and Restated Articles of Incorporation of Union Bankshares, Inc. as of May 16, 2007.
- 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.

August 13, 2007

Union Bankshares, Inc.

/s/ Kenneth D. Gibbons

 Kenneth D. Gibbons
 Director, President and
 Chief Executive Officer

/s/ Marsha A. Mongeon

 Marsha A. Mongeon

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Chief Financial Officer and Treasurer
(Principal Financial Officer)

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EXHIBIT INDEX

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