UNIONBANCORP INC
Form 10-Q
May 12, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

QUARTERLY REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended March 31, 2006
Commission File Number: 0-28846

UnionBancorp, Inc.
(Exact name of Registrant as specified in its charter)

Delaware	36-3145350
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

122 West Madison Street Ottawa, Illinois 61350
(Address of principal executive offices including zip code)

(815) 431-2720
(Registrant's telephone number, including area code)

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

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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Shares outstanding at May 12, 2006
Common Stock, Par Value $1.00	3,742,751

UnionBancorp, Inc.
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March 31, 2006

UNIONBANCORP, INC. AND SUBSIDIARY
UNAUDITED CONSOLIDATED BALANCE SHEETS
March 31, 2006 and December 31, 2005 (In Thousands, Except Share Data)

	March 31, 2006	De
ASSETS		
Cash and cash equivalents	$ 15,751	$
Securities available-for-sale	201,195	
Loans	406,617	
Allowance for loan losses	(7,506)	
Net loans	399,111	
Cash surrender value of life insurance	15,638	

Mortgage servicing rights		2,454
Premises and equipment, net		13,778
Goodwill		6,963
Intangible assets, net		489
Other real estate		536
Other assets		5,792
Total assets	$	661,707
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities		
Deposits		
Non-interest-bearing	$	54,353
Interest-bearing		476,575
Total deposits		530,928
Federal funds purchased and securities sold under agreements to repurchase		1,515
Advances from the Federal Home Loan Bank		47,300
Notes payable		10,846
Series B mandatory redeemable preferred stock		831
Other liabilities		4,918
Total liabilities		596,338
Stockholders' equity		
Preferred stock; 200,000 shares authorized; none issued		--
Series A convertible preferred stock; 2,765 shares authorized, 2,762.24 shares outstanding (aggregate liquidation preference of $2,762)		500
Series C preferred stock; 4,500 shares authorized; none issued		--
Common stock, $1 par value; 10,000,000 shares authorized; 4,697,793 shares issued at March 31, 2006 and 4,684,393 shares issued at December 31, 2005		4,698
Additional paid-in capital		23,296
Retained earnings		49,982
Accumulated other comprehensive income		(261)
		78,215
Treasury stock, at cost; 955,142 shares at March 31, 2006 and 877,517 at December 31, 2005		(12,846)
Total stockholders' equity		65,369
Total liabilities and stockholders' equity	$	661,707

See Accompanying Notes to Unaudited Financial Statements

1.

UNIONBANCORP, INC. AND SUBSIDIARY
UNAUDITED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
Three Months Ended March 31, 2006 and 2005 (In Thousands, Except Per Share Data)

Three Months Ended

	March 31, 2006	March 31, 2005
Interest income		
Loans	$ 7,155	$ 6,450
Securities		
Taxable	1,995	1,425
Exempt from federal income taxes	216	258
Federal funds sold and other	17	9
Total interest income	9,383	8,142
Interest expense		
Deposits	3,479	2,319
Federal funds purchased and securities sold under agreements to repurchase	72	74
Advances from the Federal Home Loan Bank	482	583
Series B mandatory redeemable preferred stock	12	12
Notes payable	155	69
Total interest expense	4,200	3,057
Net interest income	5,183	5,085
Provision for loan losses	(800)	100
Net interest income after provision for loan losses	5,983	4,985
Noninterest income		
Service charges	440	483
Trust income	219	215
Mortgage banking income	246	340
Insurance commissions and fees	379	421
Banked owned life insurance	140	134
Gain on sale of assets, net	--	2
Other income	336	255
	1,760	1,850
Noninterest expenses		
Salaries and employee benefits	3,314	3,476
Occupancy expense, net	443	394
Furniture and equipment expense	512	424
Marketing	111	96
Supplies and printing	97	77
Telephone	117	107
Other real estate owned expense	6	--
Amortization of intangible assets	44	44
Other expenses	690	928
	5,334	5,546
Income before income taxes	2,409	1,289
Income taxes	763	325
Net income	1,646	964
Preferred stock dividends	52	52
Net income for common stockholders	$ 1,594	$ 912
Basic earnings per common share	$ 0.42	$ 0.23
Diluted earnings per common share	$ 0.42	$ 0.22

Total comprehensive income	$ 1,290	$ 539

See Accompanying Notes to Unaudited Financial Statements

UNIONBANCORP, INC. AND SUBSIDIARY
UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS
Three Months Ended March 31, 2006 and 2005 (In Thousands)

	Three Months Ended March 31,	
	2006	200
Cash flows from operating activities		
Net income	$ 1,646	$
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	464	
Amortization of intangible assets	44	
Amortization of mortgage servicing rights	79	
Amortization of bond premiums, net	132	
Stock Option Expense	35	
Federal Home Loan Bank stock dividend	(46)	
Provision for loan losses	(800)	
Provision for deferred income taxes	--	
Net change in BOLI	(140)	
Net change in OREO	(380)	
Gain on sale of assets	--	
Gain on sale of loans	(154)	
Gain on sale of real estate acquired in settlement of loans	1	
Proceeds from sales of loans held for sale	11,158	1
Origination of loans held for sale	(11,352)	(
Change in assets and liabilities		
Decrease in other assets	788	
Increase (decrease) in other liabilities	(240)	
Net cash provided by operating activities	1,235	
Cash flows from investing activities		
Securities available-for-sale		
Proceeds from maturities and paydowns	9,687	1
Proceeds from sales	--	
Purchases	(15,103)	(
Purchase of loans	--	(
Net decrease in loans	11,202	
Purchase of premises and equipment	(265)	
Sale of branch	(6,054)	
Proceeds from sale of real estate acquired in settlement of loans	46	
Net cash provided by (used in) investing activities	(487)	
Cash flows from financing activities		
Net decrease in deposits	(6,905)	(
Net increase in federal funds purchased and securities sold under agreements to repurchase	903	

Payments on notes payable	(22)	
Proceeds from notes payable	1,400	
Net increase (decrease) in other borrowed funds	--	
Net increase (decrease) in advances from the Federal Home Loan Bank	(2,700)	(
Dividends on common stock	(449)	
Dividends on preferred stock	(52)	
Proceeds from exercise of stock options	108	
Purchase of treasury stock	(1,638)	
Net cash provided by financing activities	(9,355)	(
Net decrease in cash and cash equivalents	(8,607)	(
Cash and cash equivalents		
Beginning of period	24,358	2
End of period	$ 15,751	$ 1
Supplemental disclosures of cash flow information		
Cash payments for		
Interest	$ 4,575	$
Income taxes	0	

See Accompanying Notes to Unaudited Financial Statements

3.

UNIONBANCORP, INC. AND SUBSIDIARY
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(In Thousands, Except Per Share Data)

Note 1. Summary of Significant Accounting Policies

The accompanying unaudited interim consolidated financial statements of UnionBancorp, Inc. (the "Company") have been prepared in accordance with U.S. generally accepted accounting principles and with the rules and regulations of the Securities and Exchange Commission for interim financial reporting. Accordingly, they do not include all of the information and footnotes required for complete financial statements. In the opinion of management, all normal and recurring adjustments which are necessary to fairly present the results for the interim periods presented have been included. The preparation of financial statements requires management to make estimates and assumptions that affect the recorded amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates. For further information with respect to significant accounting policies followed by the Company in the preparation of its consolidated financial statements, refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2005. The annualized results of operations during the three months ended March 31, 2006 are not necessarily indicative of the results expected for the year ending December 31, 2006. All financial information is in thousands (000's), except per share data.

Note 2. Earnings Per Share

Basic earnings per share for the three months ended March 31, 2006 and 2005 were computed by dividing net income by the weighted average number of shares outstanding. Diluted earnings per share for the three months ended March 31, 2006 and 2005 were computed by dividing net income by the weighted average number of shares outstanding, adjusted for the dilutive effect of the stock options. Computations for basic and diluted earnings per share are provided below:

(In Thousands, Except Per Share Data)

Basic Earnings Per Common Share

	Three Months Ended March 31, 2006	Three Months Ended March 31, 2005
Net income available to common shareholders	$ 1,594	$ 912
Weighted average common shares outstanding	3,787	4,050
Basic Earnings Per Common Share	$ 0.42	$ 0.23

Diluted Earnings Per Common Share

	2006	2005
Weighted average common shares outstanding	3,787	4,050
Add: dilutive effect of assumed exercised stock options	51	66
Weighted average common and dilutive Potential shares outstanding	3,838	4,116
Diluted Earnings Per Common Share	$ 0.42	$ 0.22

There were approximately 60,000 and 40,000 options outstanding at March 31, 2006 and 2005, respectively, that were not included in the computation of diluted earnings per share because the options' exercise prices were greater than the average market price of the common stock and were, therefore, antidilutive.

Note 3. Securities

The Company's consolidated securities portfolio, which represented 32.4% of the Company's 2006 first quarter average earning asset base, is managed to minimize interest rate risk, maintain sufficient liquidity, and maximize return. The portfolio includes several callable agency debentures, adjustable rate mortgage pass-throughs, and collateralized mortgage obligations. Corporate bonds consist of investment grade obligations of public corporations. Equity securities consist of Federal Reserve stock, Federal Home Loan Bank stock, and trust preferred stock. Securities classified as available-for-sale, carried at fair value, were $201,621 at March 31, 2006 compared to $196,440 at December 31, 2005. The Company does not have any securities classified as trading or held-to-maturity.

The following table describes the fair value, gross unrealized gains and losses of securities available-for-sale at March 31, 2006 and December 31, 2005, respectively:

(In Thousands, Except Per Share Data)

	March 31, 2006		
	Fair Value	Gross Unrealized Gains	Gross Unrealized Losses
U.S. government agencies	$ 36,715	$ --	$ (489)
States and political subdivisions	18,934	362	(54)
U.S. government mortgage-backed securities	95,922	736	(776)
Collateralized mortgage obligations	24,301	--	(320)
Equity securities	18,462	102	(8)
Corporate	6,861	38	(17)
	$ 201,195	$ 1,238	$ (1,664)

	December 31, 2005		
	Fair Value	Gross Unrealized Gains	Gross Unrealized Losses
U.S. government agencies	30,857	8	(364)
States and political subdivisions	18,400	424	(16)
U.S. government mortgage-backed securities	101,022	854	(675)
Collateralized mortgage obligations	20,938	21	(157)
Equity securities	18,316	54	(49)
Corporate	6,907	62	(7)
	$ 196,440	$ 1,423	$ (1,268)

Note 4. Loans

The Company offers a broad range of products, including agribusiness, commercial, residential, and installment loans, designed to meet the credit needs of its borrowers. The Company concentrates its lending activity in the geographic market areas that it serves, generally lending to consumers and small to mid-sized businesses from which deposits are garnered in the same market areas. As a result, the Company strives to maintain a loan portfolio that is diverse in terms of loan type, industry, borrower and geographic concentrations. The following table describes the composition of loans by major categories outstanding as of March 31, 2006 and December 31, 2005, respectively:

	March 31, 2006		December 31, 2005	
	$	%	$	%

Commercial	$ 92,665	22.79%	$ 91,537	21.92%
Agricultural	21,090	5.19	26,694	6.39
Real estate:				
Commercial mortgages	121,038	29.77	126,503	30.31
Construction	75,724	18.62	68,508	16.41
Agricultural	29,150	7.17	33,033	7.91
1-4 family mortgages	55,875	13.74	57,920	13.87
Installment	10,686	2.63	12,747	3.05
Other	389	0.09	583	0.14
Total loans	406,617	100.00%	417,525	100.00%
Allowance for loan losses	(7,506)		(8,362)	
Loans, net	$ 399,111		$ 409,163	

The following table presents data on impaired loans:

	March 31, 2006	December 31, 2005
Impaired loans for which an allowance has been provided	$ 7,847	$ 12,585
Impaired loans for which no allowance has been provided	3,009	563
Total loans determined to be impaired	$ 10,856	$ 13,148
Allowance for loan loss for impaired loans included in the allowance for loan losses	$ 3,158	$ 3,913

Note 5. Allowance For Loan Losses

In originating loans, the Company recognizes that credit losses will be experienced and the risk of loss will vary with, among other things, current economic conditions; the type of loan being made; the creditworthiness of the borrower over the term of the loan; and in the case of a collateralized loan, the quality of the collateral for such loan. The allowance for loan losses represents the Company's estimate of the allowance necessary to provide for probable incurred losses in the loan portfolio. In making this determination, the Company analyzes the ultimate collectibility of the loans in its portfolio, incorporating feedback provided by internal loan staff, the independent loan review function and information provided by examinations performed by regulatory agencies. The Company makes an ongoing evaluation as to the adequacy of the allowance for loan losses. Transactions in the allowance for loan losses for the three months ended March 31, 2006 and 2005 are summarized below:

Note 5. Allowance For Loan Losses (Continued)

	Three Months Ended March 31, 2006	Three Months Ended March 31, 2005
Beginning balance	$ 8,362	$ 9,732
Charge-offs:		
Commercial	20	--
Real estate mortgages	68	6
Installment and other loans	39	197
Total charge-offs	127	203
Recoveries:		
Commercial	15	292
Real estate mortgages	41	16
Installment and other loans	15	11
Total recoveries	71	319
Net charge-offs	56	(116)
Provision for loan losses	(800)	100
Ending balance	$ 7,506	$ 9,948
Period end total loans, net of unearned interest	$ 406,617	$ 421,523
Average loans	$ 414,237	$ 417,549
Ratio of net charge-offs to average loans	0.01%	(0.03%)
Ratio of provision for loan losses to average loans	(0.19)%	0.02%
Ratio of allowance for loan losses to ending total loans	1.85%	2.36%
Ratio of allowance for loan losses to total nonperforming loans	223.93%	198.09%
Ratio of allowance at end of period to average loans	1.81%	2.38%

Note 6. Stock Option Plans

In April 1993, the Company adopted the UnionBancorp 1993 Stock Option Plan ("the 1993 Option Plan"). A total of 490,206 shares were issued pursuant to stock options issued to employees and outside directors under this plan. The 1993 Stock Option Plan was terminated on April 12, 2003.

(In Thousands, Except Per Share Data)

In 1999, the Company adopted the UnionBancorp, Inc. Non-qualified Stock Option Plan ("the 1999 Option Plan"). Under the 1999 Option Plan, nonqualified options may be granted to employees and eligible directors of the Company and its subsidiaries to purchase the Company's common stock at 100% of the fair market value on the date the option is granted. The Company has authorized 50,000 shares for

Note 6. Stock Option Plans (Continued)

issuance under the 1999 Option Plan. During 1999, 40,750 of these shares were granted and are 100% fully vested. The options have an exercise period of ten years from the date of grant. There are 9,250 shares available to grant under this plan.

In April 2003, the Company adopted the UnionBancorp 2003 Stock Option Plan ("the 2003 Option Plan"). Under the 2003 Option Plan, nonqualified options, incentive stock options, and/or stock appreciation rights may be granted to employees and outside directors of the Company and its subsidiaries to purchase the Company's common stock at an exercise price to be determined by the 2003 Option Plan's administrative committee. Pursuant to the 2003 Option Plan, 200,000 shares of the Company's unissued common stock have been reserved and are available for issuance upon the exercise of options and rights granted under the 2003 Option Plan. The options have an exercise period of ten years from the date of grant. There are 110,000 shares available to grant under this plan.

A summary of the status of the option plans as of March 31, 2006, and changes during the quarter ended on those dates is presented below:

	March 31, 2006	
	Shares	Weighted-Average Exercise Price
Outstanding at beginning of quarter	301,675	$ 15.74
Granted	--	--
Exercised	(13,400)	8.03
Forfeited	--	--
Outstanding at end of quarter	288,625	$ 16.10
Options exercisable at quarter end	188,740	$ 14.13
Weighted-average fair value of options granted during the quarter		$ --

UNIONBANCORP, INC. AND SUBSIDIARY
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(In Thousands, Except Per Share Data)

Note 6. Stock Option Plans (Continued)

Options outstanding at March 31, 2006 and December 31, 2005 were as follows:

	March 31, 2006			
	Outstanding		Exercisable	
Range of Exercise Prices	Number	Weighted Average Remaining Contractual Life	Number	Weighted Average Exercise Price
$ 7.25 - $ 9.75	9,000	0.9 years	9,000	$ 9.75
11.25 - 13.00	62,681	4.2 years	62,081	11.64
13.88 - 18.50	126,594	4.7 years	105,659	14.98
20.30 - 23.29	90,000	8.9 years	12,000	22.78
	288,275	5.8 years	188,740	$ 14.13

	December 31, 2005			
	Outstanding		Exercisable	
Range of Exercise Prices	Number	Weighted Average Remaining Contractual Life	Number	Weighted Average Exercise Price
$ 7.25 - $ 9.75	22,300	0.7 years	22,300	$ 8.69
11.25 - 13.00	62,681	4.5 years	54,855	11.63
13.88 - 18.50	126,694	5.0 years	98,356	15.04
20.30 - 23.29	90,000	9.2 years	12,000	22.78
	301,675	5.8 years	187,511	$ 13.78

The intrinsic value for stock options is calculated based on the exercise price of the underlying awards and the market price of our common stock as of the reporting date. The intrinsic value of options exercised during the first quarter of 2006 and 2005 was $173 and $250. The company recorded $34 in stock compensation expense during the three months ended March 31, 2006 to salaries and employee benefits.

(In Thousands, Except Per Share Data)

The fair value of each stock option granted is estimated using the Black-Scholes based stock option valuation model. This model requires the input of subjective assumptions that will usually have a significant impact on the fair value estimate. Expected volatilities are based on historical volatility of the Company's stock, and other factors. Expected dividends are based on dividend trends and the market price of the Company's stock price at grant. The Company uses historical data to estimate option exercises and employee terminations within the valuation model. The risk-free rate for periods within the contractual life of the options is bases on the U. S. Treasury yield curves in effect at the time of grant. There were no grants during the three months ended March 31, 2006 and 2005.

The Company elected to adopt the modified prospective application method as provided by SFAS 123(R), and, accordingly the Company recorded compensation costs as the requisite service rendered for the unvested portion of previously issued awards that remain outstanding at the initial date of adoption and any awards issued, modified, repurchased, or cancelled after the effective date of SFAS 123(R).

Prior to January 1, 2006, the Company accounted for share-based compensation to employees in accordance with Accounting Principles Board Opinion (APB) No. 25, "Accounting for Stock Issued to Employees," and related interpretations. The Company also followed the disclosure requirements of SFAS 123, "Accounting for Stock-Based Compensation". No stock-based compensation was recognized on employee stock options in the consolidated statement of income before January 1, 2006. Accordingly, financial statement amounts for the prior periods presented in this Form 10-Q have not been restated to reflect the fair value method of expensing share-based compensation.

SFAS 123R requires the recognition of stock based compensation for the number of awards that are ultimately expected to vest. As a result, recognized stock option compensation expense was reduced for estimated forfeitures prior to vesting primarily based on historical annual forfeiture rates of approximately three percent. Estimated forfeitures will be reassessed in subsequent periods and may change based on new facts and circumstances. Prior to January 1, 2006, actual forfeitures were accounted for as they occurred for purposes of required pro forma stock compensation disclosures.

Unrecognized stock option compensation expense related to unvested awards (net of estimated forfeitures) for the remainder of 2006 and beyond is estimated as follows:

Year	
April, 2006 - December, 2006	$ 102
2007	67
2008	47
2009	28
Total	$ 245

The following table illustrates the effect on net income and earnings per share if expense was measured using the fair value recognition provisions of SFAS 123R as of March 31, 2005:

	Three Months Ended March 31, 2005
Net income as reported for common stockholders	$ 912
Deduct: stock-based compensation expense determined under fair value based method	24
Pro forma net income	$ 888
Basic earnings per common share as reported	$ 0.23
Pro forma basic earnings per common share	0.22
Diluted earnings per common share as reported	$ 0.22
Pro forma diluted earnings per common share	0.22

UNIONBANCORP, INC. AND SUBSIDIARY
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(In Thousands, Except Per Share Data)

Note 7. Contingent Liabilities And Other Matters

Neither the Company nor its subsidiary is involved in any pending legal proceedings other than routine legal proceedings occurring in the normal course of business, which, in the opinion of management, in the aggregate, are not material to the Company's consolidated financial condition.

Note 8. Segment Information

The reportable segments are determined by the products and services offered, primarily distinguished between retail, commercial, treasury, financial services, and operations & other. Loans, and deposits generate the revenues in the commercial segments; deposits, loans, secondary mortgage sales and servicing generates the revenue in the retail segment; investment income generates the revenue in the treasury segment; insurance, brokerage, and trust services generate the revenue in the financial services segment; and holding company services generate the revenue in the operations & other segment.

The accounting policies used with respect to segment reporting are the same as those described in the summary of significant accounting policies set forth in Note 1 on page 4. Segment performance is evaluated using net income. Information reported internally for performance assessment follows.

Three Months Ended

	March 31, 2006			
	Retail Segment	Commercial Segment	Treasury Segment	Financial Services
Net interest income (loss)	$ 1,982	$ 3,263	$ 130	$ 56
Other revenue	850	111	1	633
Other expense	1,450	644	68	664
Noncash items				
Depreciation	232	3	--	38
Provision for loan losses	125	(925)	--	--
Other intangibles	--	--	--	15
Net allocations	847	1,213	160	233
Income tax expense	57	849	(106)	(87)
Segment profit (loss)	121	1,590	9	(174)
Goodwill	2,512	2,613	--	1,820
Segment assets	97,648	327,122	213,003	3,792

	Three Months Ended			
	March 31, 2005			
	Retail Segment	Commercial Segment	Treasury Segment	Financial Services
Net interest income (loss)	$ 1,734	$ 3,133	$ 134	$ 7
Other revenue	950	114	--	633
Other expense	1,525	647	58	733
Noncash items				
Depreciation	241	3	--	44
Provision for loan losses	100	--	--	--
Other intangibles	--	--	--	15
Net allocations	784	1,346	111	157
Income tax expense	7	402	(97)	(99)
Segment profit (loss)	27	849	62	(210)
Goodwill	2,512	2,613	--	1,820
Segment assets	109,859	327,410	210,813	5,159

11.

UNIONBANCORP, INC. AND SUBSIDIARY
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
(In Thousands, Except Per Share Data)

The following discussion provides an analysis of the Company's results of operations and financial condition for the three months ended March 31, 2006 as compared to the same period in 2005. Management's discussion and analysis (MD&A) should be read in conjunction with the consolidated financial statements and accompanying notes presented elsewhere in this report as well as the Company's 2005 Annual Report on Form 10-K. Annualized results of operations during the three months ended March 31, 2006 are not necessarily indicative of results to be expected for the full year of 2006. Unless otherwise stated, all earnings per share data included in this section and throughout the remainder of this discussion are presented on a diluted basis. All financial information is in thousands (000's), except per share data.

Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995

This report contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Act of 1934 as amended. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and is including this statement for purposes of these safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe future plans, strategies, and expectations of the Company, are generally identified by the use of words such as "believe," "expect," "intend," "anticipate," "estimate," "project," "planned" or "potential" or similar expressions. The Company's ability to predict results, or the actual effect of future plans or strategies, is inherently uncertain. Factors which could have a material adverse effect on the operations and future prospects of the Company and the subsidiaries include, but are not limited to, changes in: interest rates; general economic conditions; legislative/regulatory changes; monetary and fiscal policies of the U.S. government, including policies of the U.S. Treasury and the Federal Reserve Board; the quality and composition of the loan or securities portfolios; demand for loan products; deposit flows; competition; demand for financial services in the Company's market areas; the Company's implementation of new technologies; the Company's ability to develop and maintain secure and reliable electronic systems; and accounting principles, policies, and guidelines. These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. By their nature, changes in these assumptions and estimates could significantly affect the Company's financial position or results of operations. Actual results could differ from those estimates. Discussed below are those critical accounting policies that are of particular significance to the Company.

Allowance for Loan Losses: The allowance for loan losses is a valuation allowance for probable incurred credit losses, increased by the provision for loan losses and decreased by charge-offs less recoveries. Management estimates the allowance balance required based on past loan loss experience, the nature and volume of the portfolio, information about specific borrower situations and estimated collateral values, current economic conditions, and other factors. Allocations of the allowance may be made for specific loans, but the entire allowance is available for any loan that, in management's judgment, should be charged off. Loan losses are charged against the allowance when management believes that the uncollectibility of a loan balance is confirmed.

General

UnionBancorp, Inc. is a bank holding company organized under the laws of the state of Delaware. The Company derives most of its revenues and income from the operations of its bank subsidiary, UnionBank (the "Bank"), but also derives revenue from its Financial Services Division. The Company provides a full range of services to individual and corporate customers located in the north central and central Illinois areas. These services include demand, time, and savings deposits; lending; mortgage banking; insurance products; brokerage services; asset management; and trust services. The Company is subject to competition from other financial institutions, including banks, thrifts and credits unions, as well as nonfinancial institutions providing financial services. Additionally, the Company and the Bank are subject to regulations of certain regulatory agencies and undergo periodic examinations by those regulatory agencies.

First Quarter Highlights

- Earnings per share increased 90.9% compared to the first quarter of 2005 and 133.3% compared to fourth quarter 2005 levels.

- The Company recorded a negative provision of $800 to the allowance for loan losses largely based on the pay-off of one $4,400 loan relationship that was classified as impaired as of year-end with a specific reserve allocation of $1,500. Also contributing to management's decision to make the reverse provision were continued improvements in the quality of the loan portfolio, favorable loan loss experience and management's beliefs regarding the probability and estimations of future losses inherent in the loan portfolio.

- The net interest margin decreased to 3.50% during the first quarter of 2006 as compared with 3.52% for the same period in 2005 and 3.60% in the fourth quarter of 2005.

- The loan portfolio decreased to $406,617 as compared to $417,525 at December 31, 2005. Of this $10,908 decrease in outstanding balances, approximately $6,800 or 62% was related to the pay-off of action list credits refinanced with a competitor. The remainder was due to cyclical agriculture elevator pay downs.

- The level of nonperforming loans to end of period loans totaled 0.82% as of March 31, 2006 compared to 1.19% at March 31, 2005 and 0.96% on December 31, 2005.

- Net charge-offs for the first quarter of 2006 were 0.01% of average loans as compared to (0.03%) for the same period 2005 and 0.06% for the fourth quarter of 2005.

- The Company's Board of Directors, in a continuing effort to enhance stockholder value, approved the payment of a 9.1% increase in the quarterly cash dividend to $0.12 from $0.11 on the Company's common stock during the first quarter, marking the 84th consecutive quarter of dividends paid to stockholders.

- The Company repurchased 77,625 shares at a weighted average cost of $21.10 of its common stock under the Company's stock repurchase plan.

- The Company sold $6,100 of deposits related to the divestiture of its Mendota sales and service center.

OPERATIONS
(In Thousands, Except Per Share Data)

Results of Operations

Net Income

Net income equaled $1,646 or $0.42 per diluted share for the three months ended March 31, 2006, versus $964 or $0.22 per diluted share for the same period in 2005.

The Company's quarterly results were positively impacted by a negative provision of $800 to the allowance for loan losses. This action was largely based on the pay-off of one $4,400 loan relationship that was classified as impaired as of year-end with a specific reserve of $1,500. Additionally, quarterly earnings were assisted by improved asset quality that allowed lower than anticipated funding for the provision for loan losses, management of noninterest expense levels led to decreased expense levels, and fewer FTE's drove salary and benefit costs lower. These items were partially offset by increased interest expense due to higher rates and an adverse shift in the deposit base from lower paying accounts to higher paying deposit products. Also contributing to the change in earnings were decreases in revenue generated from the mortgage banking division and insurance and brokerage product lines due to lower production volumes, and decreases in overdraft and service charge fees due to lower volume of deposit accounts and balances.

Return on average assets was 0.99% for the first quarter of 2006 compared to 0.59% for the same period in 2005. Return on average stockholders' equity was 10.14% for the first quarter of 2006 compared to 5.52% for the same period in 2005.

Net Interest Income/ Margin

Net interest income is the difference between income earned on interest-earning assets and the interest expense incurred for the funding sources used to finance these assets. Changes in net interest income generally occur due to fluctuations in the volume of earning assets and paying liabilities and the rates earned and paid, respectively, on those assets and liabilities. The net yield on total interest-earning assets, also referred to as net interest margin, represents net interest income divided by average interest-earning assets. Net interest margin measures how efficiently the Company uses its earning assets and underlying capital. The Company's long-term objective is to manage those assets and liabilities to provide the largest possible amount of income while balancing interest rate, credit, liquidity and capital risks. For purposes of this discussion, both net interest income and margin have been adjusted to a fully tax equivalent basis for certain tax-exempt securities and loans.

Net interest income, on a tax equivalent basis, was $5,314 for the three months ended March 31, 2006, compared with $5,242 earned during the same three-month period in 2005. This represented an increase of $72 or 1.4% from the prior year period. The change in net interest income is attributable to the increase in interest income earned on interest-earning assets totaling $1,215 partially offset by the increase in interest expense paid on interest bearing liabilities totaling $1,143.

The $1,215 increase in interest income resulted from increases of $30 due to volume and $1,185 due to rate. The majority of the change in interest income was related to the increases in rates experienced from the loan and investment portfolios. Additionally, the volume within the security portfolio was $14,587 higher for the first quarter of 2006 as compared to the same period in 2005. These increases were slightly offset by lower volume in the loan portfolio.

(In Thousands, Except Per Share Data)

The $1,143 increase in interest expense resulted from increases of $1,025 associated with rate and $118 associated with volume. The majority of the change was attributable to a 92 basis point increase in rates paid on time

deposits, a 105 basis point increase in rates paid on money market accounts and a 68 basis point increase in rates paid on NOW accounts.

The net interest margin decreased 2 basis points to 3.50% in the first quarter 2006 as compared with 3.52% for the same period in 2005. The expectation of a flat yield curve is likely to maintain pressure on margins for the remainder of 2006. Although the margin declined by 2 basis points, tax-equivalent net interest income increased $72 to $5,314 reported for the first quarter of 2006 as compared to $5,242 for the first quarter of 2005.

The Company's net interest income is affected by changes in the amount and mix of interest-earning assets and interest-bearing liabilities, referred to as "volume change." It is also affected by changes in yields earned on interest-earning assets and rates paid on interest-bearing deposits and other borrowed funds referred to as "rate change." The following table details each category of average amounts outstanding for interest-earning assets and interest-bearing liabilities, average rate earned on all interest-earning assets, average rate paid on all interest-bearing liabilities, and the net yield on average interest-earning assets. In addition, the table reflects the changes in net interest income stemming from changes in interest rates and from asset and liability volume, including mix. The change in interest attributable to both rate and volume has been allocated to the changes in the rate and the volume on a pro rata basis.

AVERAGE BALANCE SHEET
AND ANALYSIS OF NET INTEREST INCOME

	For the Three Months Ended March 31,					
	2006			2005		
	Average Balance	Interest Income/ Expense	Average Rate	Average Balance	Interest Income/ Expense	Average Rate
ASSETS						

Interest-earning assets						
Interest-earning deposits	$ 251	$ 4	6.46%	$ 128	$ --	--%
Securities (1)						
Taxable	181,272	1,991	4.45	162,356	1,425	3.56
Non-taxable (2)	18,026	327	7.36	22,355	391	7.09
Total securities (tax equivalent)	199,298	2,318	4.72	184,711	1,816	3.99
Federal funds sold	1,560	17	4.42	1,651	9	2.21
Loans (3)(4)						
Commercial	118,069	2,061	7.08	119,704	1,848	6.26
Real estate	283,961	4,834	6.90	277,454	4,178	6.11
Installment and other	11,992	280	9.47	20,391	448	8.91
Gross loans (tax equivalent)	414,022	7,175	7.03	417,549	6,474	6.29
Total interest-earning assets	615,131	9,514	6.27	604,039	8,299	5.57
Noninterest-earning assets						
Cash and cash equivalents	18,521			17,556		
Premises and equipment, net	13,842			13,441		
Other assets	23,967			23,859		
Total nonearning assets	56,330			54,856		
Total assets	$671,461			$658,895		
LIABILITIES AND STOCKHOLDERS' EQUITY						
Interest-bearing liabilities						
NOW accounts	$ 69,997	$ 282	1.63%	$ 70,554	$ 165	0.95%
Money market accounts	55,792	349	2.54	58,160	214	1.49
Savings deposits	38,538	54	0.57	43,290	62	0.58
Time deposits	308,206	2,794	3.68	275,901	1,878	2.76
Federal funds purchased and repurchase agreements	6,010	72	4.86	11,098	74	2.70
Advances from FHLB	49,349	482	3.96	60,210	583	3.93
Notes payable	11,052	167	6.13	7,537	81	4.36
Total interest-bearing liabilities	538,944	4,200	3.16	526,750	3,057	2.35
Noninterest-bearing liabilities						
Noninterest-bearing deposits	61,730			57,341		
Other liabilities	4,966			4,034		
Total noninterest-bearing liabilities	66,696			61,375		
Stockholders' equity	65,821			70,770		
Total liabilities and stockholders' equity	$671,461			$658,895		
Net interest income (tax equivalent)		$ 5,314			$ 5,242	

(In Thousands, Except Per Share Data)

Net interest income (tax equivalent) to total earning assets		3.50%		3.52%
Interest-bearing liabilities to earning assets	87.61%		87.20%	

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(1) Average balance and average rate on securities classified as available-for-sale is based on historical amortized cost balances.
(2) Interest income and average rate on non-taxable securities are reflected on a tax equivalent basis based upon a statutory federal income tax rate of 34%.
(3) Nonaccrual loans are included in the average balances.
(4) Overdraft loans are excluded in the average balances.

Provision for Loan Losses

The Company recorded a negative provision of $800 to the allowance for loan losses for the first quarter of 2006 which is a decrease of $900 from the $100 recorded during the same period a year ago. The decrease in the provision was primarily due to the payoff of one $4,400 loan relationship that was classified as impaired as of year-end with a specific reserve of $1,500. Also, funding of the provision has been lower than anticipated due to continued improvement in asset quality driven by a net decrease in non-performing and action/watch list loans from the first quarter of 2005 through the first quarter of 2006, as well as resolutions, either through charge-off of non-bankable assets or through successful workout strategies that have been executed. Nonperforming loans decreased $1,670 from $5,022 as of March 31, 2005 to $3,352 as of March 31, 2006. Net charge-offs for the first quarter of 2006 were $56 compared with ($116) for the comparable period in 2005. Annualized net charge-offs were 0.01% of average loans for the first quarter of 2006 compared with (0.03%) of average loans for same period in 2005. See "Nonperforming Assets" and "Other Potential Problem Loans" for further information.

The amount of the provision for loan losses is based on management's evaluations of the loan portfolio, with particular attention directed toward nonperforming, impaired and other potential problem loans. During these evaluations, consideration is also given to such factors as management's evaluation of specific loans, the level and composition of impaired loans, other nonperforming loans, other identified potential problem loans, historical loss experience, results of examinations by regulatory agencies, results of the independent asset quality review process, the market value of collateral, the estimate of discounted cash flows, the strength and availability of guarantees, concentrations of credits, and various other factors, including concentration of credit risk in various industries and current economic conditions.

Management remains watchful of credit quality issues. Should the economic climate deteriorate from current levels, borrowers may experience difficulty, and the level of nonperforming loans, charge-offs and delinquencies could rise and require further increases in the provision.

(In Thousands, Except Per Share Data)

Noninterest Income

Noninterest income consists of a wide variety of fee-based revenues from bank-related service charges on deposits and mortgage revenues. Also included in this category are revenues generated by the Company's insurance, brokerage, trust and asset management product lines as well as increases in cash surrender value on bank-owned life insurance. The following table summarizes the Company's noninterest income:

	Three Months Ended March 31, 2006	Three Months Ended March 31, 2005
Service charges	$ 440	$ 483
Trust income	219	215
Mortgage banking income	246	340
Insurance commissions and fees	379	421
Bank owned life insurance	140	134
Gain on the sale of assets	--	2
Other income	336	255
	$ 1,760	$ 1,850

Noninterest income totaled $1,760 for the three months ended March 31, 2006, compared to $1,850 for the same period in 2005. Exclusive of the gain on sale of assets for both periods, noninterest income equaled $1,760 for the three

months ended March 31, 2006, compared to $1,848 for the same period in 2005. This represented a decrease of $88 or 4.8%. The quarter-over-quarter decrease was primarily attributable to a decrease in mortgage banking income related to a slowdown in production volumes (including gains on sale and servicing income, net of non-cash amortization charges in the carrying value of the mortgage servicing rights portfolio), decreases in overdraft fees (included in service charges) and service charge fees due to volume and lower insurance and brokerage revenue due to new production shortfalls. Additionally, most other fee categories for the quarter have shown an increase as well when compared to 2005 results for the same period.

Noninterest Expense

Noninterest expense is comprised primarily of compensation and employee benefits, occupancy and other operating expense. The following table summarizes the Company's noninterest expense:

	Three Months Ended March 31, 2006	Three Months Ended March 31, 2005

Salaries and employee benefits	$ 3,314	$ 3,476
Occupancy expense, net	443	394
Furniture and equipment expense	512	424
Marketing	111	96
Supplies and printing	97	77
Telephone	117	107
Other real estate owned expense	6	--
Amortization of intangible assets	44	44
Other expenses	690	928
	$ 5,334	$ 5,546

Noninterest expense totaled $5,334 for the three months ended March 31, 2006, as compared to $5,546 for the same period in 2005. This represented a decrease of $212 or 3.8%. This improvement in noninterest expense was primarily due to lower salary and employee benefits expenses due to fewer FTE's in first quarter of 2006 and lower loan related costs (included in other expenses). These positive variances were partially offset by higher expenses in marketing, occupancy and furniture and equipment expenses. Finally, management's continued efforts to contain costs have led to decreases in many other expense categories.

Applicable Income Taxes

Income tax expense for the periods included benefits for tax-exempt income, tax-advantaged investments and general business tax credits offset by the effect of nondeductible expenses. The following table shows the Company's income before income taxes, as well as applicable income taxes and the effective tax rate for the three months ended March 31, 2006 and 2005.

	Three Months Ended March 31, 2006	2005
Income before income taxes	$ 2,409	$ 1,289
Applicable income taxes	763	325
Effective tax rates	31.7%	25.2%

The Company recorded an income tax expense of $763 and of $325 for the three months ended March 31, 2006 and 2005, respectively. Income tax expense for the periods included benefits for tax-exempt income, tax-advantaged investments and general business tax credits offset by the effect of nondeductible expenses. The Company's effective tax rate was lower than statutory rates due to the Company deriving interest income from municipal securities and loans, which are exempt from federal tax and certain U. S. government agency securities, which are exempt from Illinois State tax. Additionally, the Company has reduced tax expense through various tax planning initiatives.

For the first quarter of 2006, the Company has less of its security portfolio invested in federally tax-exempt assets than in the same period in

2005. Thus, the amount of tax exempt interest earned on the portfolio in the first quarter of 2006 is lower than the same period of 2005. This change in mix in the security portfolio increased the amount of interest that is taxable leading to the higher effective tax rate experienced during the period. Additionally, total taxable income for the first quarter of 2006 has doubled as compared to the same period in 2005 which raises the mix of taxable versus nontaxable income that drives the effective tax rate higher.

Preferred Stock Dividends

The Company paid $52 in preferred stock dividends for the three months ended March 31, 2006 and 2005, respectively.

Interest Rate Sensitivity Management

The business of the Company and the composition of its balance sheet consist of investments in interest-earning assets (primarily loans and securities) which are primarily funded by interest-bearing liabilities (deposits and borrowings). All of the financial instruments of the Company are for other than trading purposes. Such financial instruments have varying levels of sensitivity to changes in market rates of interest. The operating income and net income of the Bank depends, to a substantial extent, on "rate differentials," i.e., the differences between the income the Bank receives from loans, securities, and other earning assets and the interest expense they pay to obtain deposits and other liabilities. These rates are highly sensitive to many factors that are beyond the control of the Bank, including general economic conditions and the policies of various governmental and regulatory authorities.

The Company measures its overall interest rate sensitivity through a net interest income analysis. The net interest income analysis measures the change in net interest income in the event of hypothetical changes in interest rates. This analysis assesses the risk of changes in net interest income in the event of a sudden and sustained 100 to 200 basis point increase in market interest rates or a 100 basis point decrease in market rates. The interest rates scenarios are used for analytical purposes and do not necessarily represent management's view of future market movements. The tables below present the Company's projected changes in net interest income for the various rate shock levels at March 31, 2006 and December 31, 2005, respectively:

	March 31, 2006		
	Net Interest Income		
	Amount	Change	Change
	(Dollars in Thousands)		
+200 bp	$ 23,818	$ 890	3.88%
+100 bp	23,447	518	2.26
Base	22,929	--	--
-100 bp	22,198	(731)	(3.19)
-200 bp	20,526	(2,402)	(10.48)

Based upon the Company's model at March 31, 2006, the effect of an immediate 200 basis point increase in interest rates would increase the Company's net interest income by $890 or 3.88%. The effect of an immediate 200 basis point decrease in rates would decrease the Company's net interest income by $2,402 or 10.48%.

	December 31, 2005		
	Net Interest Income		
	Amount	Change	Change
	(Dollars in Thousands)		
+200 bp	$ 23,043	$ 959	4.34%
+100 bp	22,629	545	2.47
Base	22,084	--	--
-100 bp	21,314	(770)	(3.49)
-200 bp	19,744	(2,340)	(10.59)

Based upon the Company's model at December 31, 2005, the effect of an immediate 200 basis point increase in interest rates would increase the Company's net interest income by $959 or 4.34%. The effect of an immediate 200 basis point decrease in rates would decrease the Company's net interest income by $2,340 or 10.59%.

Financial Condition

General

As of March 31, 2006, the Company had total assets of $661,707, total gross loans of $406,617, total deposits of $530,928 and total stockholders' equity of $65,369. Total assets decreased by $14,515 or 2.1% from year-end 2005. Total gross loans decreased by $10,908 or 2.6% from year-end 2005. Total deposits declined by $12,913 or 2.4% from year-end 2005.

Nonperforming Assets

The Company's financial statements are prepared on the accrual basis of accounting, including the recognition of interest income on its loan portfolio, unless a loan is placed on nonaccrual status. Loans are placed on nonaccrual status when there are serious doubts regarding the collectibility of all principal and interest due under the terms of the loans. Amounts received on nonaccrual loans generally are applied first to principal and then to interest after all principal has been collected. It is the policy of the Company not to renegotiate the terms of a loan because of a delinquent status. Rather, a loan is generally transferred to nonaccrual status if it is not in the process of collection and is delinquent in payment of either principal or interest beyond 90 days. Loans that are 90 days delinquent but are well secured and in the process of collection are not included in nonperforming assets. Other nonperforming assets consist of real estate acquired through loan foreclosures or other workout situations and other assets acquired through repossessions.

(In Thousands, Except Per Share Data)

The classification of a loan as nonaccrual does not necessarily indicate that the principal is uncollectible, in whole or in part. The Bank makes a determination as to collectibility on a case-by-case basis. The Bank considers both the adequacy of the collateral and the other resources of the borrower in determining the steps to be taken to collect nonaccrual loans. The final determination as to the steps taken is made based upon the specific facts of each situation. Alternatives that are typically considered to collect nonaccrual loans are foreclosure, collection under guarantees, loan restructuring, or judicial collection actions.

Each of the Company's loans is assigned a rating based upon an internally developed grading system. A separate credit administration department also reviews grade assignments on an ongoing basis. Management continuously monitors nonperforming, impaired, and past due loans to prevent further deterioration of these loans. The Company has an independent loan review function which is separate from the lending function and is responsible for the review of new and existing loans.

The following table summarizes nonperforming assets and loans past due 90 days or more and still accruing for the previous five quarters.

	2006	2005		
	Mar 31,	Dec 31,	Sept 30,	Jun
Non-accrual loans	$ 2,785	$ 3,082	$ 2,397	$ 3
Loans 90 days past due and still accruing interest	567	922	1,329	
Total nonperforming loans	3,352	4,004	3,726	3
Other real estate owned	536	203	194	
Total nonperforming assets	$ 3,888	$ 4,207	$ 3,920	$ 4
Nonperforming loans to total end of period loans	0.82%	0.96%	0.92%	
Nonperforming assets to total end of period loans	0.96	1.01	0.97	
Nonperforming assets to total end of period assets	0.59	0.62	0.59	

The level of nonperforming loans at March 31, 2006 decreased to $3,352 versus the $4,004 that existed as of December 31, 2005 and from $5,022 at March 31, 2005. The level of nonperforming loans to total end of period loans was 0.82% at March 31, 2006, as compared to 0.96% at December 31, 2005 and 1.19% at March 31, 2005. The reserve coverage ratio (allowance to nonperforming loans) was reported at 223.93% as of March 31, 2006 as compared to 208.84% as of December 31, 2005 and 198.09% as of March 31, 2005.

Other Potential Problem Loans

The Company has other potential problem loans that are currently performing, but where some concerns exist as to the ability of the borrower to comply with present loan repayment terms. Excluding nonperforming loans and loans that management has classified as impaired, these other potential problem loans totaled $858 at March 31, 2006 as compared to $7,728 at March 31, 2005 and $2,879 at December 31, 2005. The classification of these loans, however, does not imply that management expects losses on each of these loans, but believes that a higher level of scrutiny and close monitoring is prudent under the circumstances. Such classifications relate to specific concerns for each individual borrower and do not relate to any concentration risk common to all loans in this group.

Allowance for Loan Losses

At March 31, 2006, the allowance for loan losses was $7,506 or 1.85% of total loans as compared to $8,362 or 2.00% at December 31, 2005, and $9,948 or 2.36% at March 31, 2005. The decrease in the allowance was primarily related to the Company recording a negative provision of $800 to the allowance for loan losses during the first quarter. This negative provision was related to the payoff of one $4,400 loan relationship that was classified as impaired as of year-end with a specific reserve of $1,500. In originating loans, the Company recognizes that credit losses will be experienced and the risk of loss will vary with, among other things, general economic conditions; the type of loan being made; the creditworthiness of the borrower over the term of the loan; and, in the case of a collateralized loan, the quality of the collateral for such a loan. The allowance for loan losses represents the Company's estimate of the allowance necessary to provide for probable incurred losses in the loan portfolio. In making this determination, the Company analyzes the ultimate collectibility of the loans in its portfolio, incorporating feedback provided by internal loan staff, the independent loan review function, and information provided by examinations performed by regulatory agencies. The Company makes an ongoing evaluation as to the adequacy of the allowance for loan losses.

On a quarterly basis, management reviews the adequacy of the allowance for loan losses. Commercial credits are graded by the loan officers and the Loan Review function validates the officers' grades. In the event that the loan review function downgrades the loan, it is included in the allowance analysis at the lower grade. The grading system is in compliance with the regulatory classifications and the allowance is allocated to the loans based on the regulatory grading, except in instances where there are known differences (i.e., collateral value is nominal, etc.). To establish the appropriate level of the allowance, a sample of loans (including impaired and nonperforming loans) are reviewed and classified as to potential loss exposure.

Based on an estimation computed pursuant to the requirements of Financial Accounting Standards Board ("FASB") Statement No. 5, "Accounting for Contingencies," and FASB Statements Nos. 114 and 118, "Accounting by Creditors for Impairment of a Loan," the analysis of the allowance for loan losses consists of three components: (i) specific credit allocation established for expected losses resulting from analysis developed through specific credit allocations on individual loans for which the recorded investment in the loan exceeds its fair value; (ii) general portfolio allocation based on historical loan loss experience for each loan category; and (iii) subjective reserves based on general economic conditions as well as specific economic factors in the markets in which the Company operates.

The specific credit allocation component of the allowance for loan losses is based on a regular analysis of loans over a fixed-dollar amount where the internal credit rating is at or below a predetermined classification. The fair value of the loan is determined based on either the present value of expected future cash flows discounted at the loan's effective interest rate, the market price of the loan, or, if the loan is collateral dependent, the fair value of the underlying collateral less cost of sale.

The general portfolio allocation component of the allowance for loan losses is determined statistically using a loss migration analysis that examines historical loan loss experience. The loss migration analysis is performed quarterly and loss factors are updated regularly based on actual experience. The general portfolio allocation element of the allowance for loan losses also includes consideration of the amounts necessary for concentrations and changes in portfolio mix and volume.

The allowance for loan losses is based on estimates, and ultimate losses will vary from current estimates. These estimates are reviewed monthly, and as adjustments, either positive or negative, become necessary, a corresponding increase or decrease is made in the provision for loan losses. The composition of the loan portfolio has not significantly changed since year-end 2004. The methodology used to determine the adequacy of the allowance for loan losses is consistent with prior years, and there were no reallocations.

Management remains watchful of credit quality issues. Should the economic climate deteriorate from current levels, borrowers may experience difficulty, and the level of nonperforming loans, charge-offs and delinquencies could rise and require further increases in the provision.

Liquidity

The Company manages its liquidity position with the objective of maintaining sufficient funds to respond to the needs of depositors and borrowers and to take advantage of earnings enhancement opportunities. In addition to the normal inflow of funds from core-deposit growth together with repayments and maturities of loans and investments, the Company utilizes other short-term funding sources such as brokered time deposits, securities sold under agreements to repurchase, overnight federal funds purchased from correspondent banks and the acceptance of short-term deposits from public entities, and Federal Home Loan Bank advances.

The Company monitors and manages its liquidity position on several bases, which vary depending upon the time period. As the time period is expanded, other data is factored in, including estimated loan funding requirements, estimated loan payoffs, investment portfolio maturities or calls, and anticipated depository buildups or runoffs.

The Company classifies all of its securities as available-for-sale, thereby maintaining significant liquidity. The Company's liquidity position is further enhanced by structuring its loan portfolio interest payments as monthly and by the significant representation of retail credit and residential mortgage loans in the Company's loan portfolio, resulting in a steady stream of loan repayments. In managing its investment portfolio, the Company provides for staggered maturities so that cash flows are provided as such investments mature.

The Company's cash flows are comprised of three classifications: cash flows from operating activities, cash flows from investing activities, and cash flows from financing activities. Cash flows used in financing activities offset by those provided by operating activities and investing activities, resulted in a net decrease in cash and cash equivalents of $8,607 from December 31, 2005 to March 31, 2006.

During the first three months of 2006, the Company experienced net cash outflows of $9,355 in financing activities primarily due to a decrease in deposits and $487 in investing activities largely due to the decrease in net loans and securities. In contrast, net cash inflows of $1,260 were provided by operating activities due to negative provision and net income.

23.

UNIONBANCORP, INC. AND SUBSIDIARY
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
(In Thousands, Except Per Share Data)

Contractual Obligations, Commitments, Contingencies, and Off-Balance Sheet Financial Instruments

The Company has entered into contractual obligations and commitments and off-balance sheet financial instruments. The following tables summarize the Company's contractual cash obligations and other commitments and off balance sheet instruments as of March 31, 2006.

	Payments Due by Period			
Contractual Obligations	Within 1 Year	1-3 Years	4-5 Years	After 5 Years
Short-term debt	$ 10,600	$ --	$ --	$ -
Long-term debt	--	246	--	-
Certificates of Deposit	239,655	53,278	13,302	3,38
Series B Mandatory redeemable Preferred stock	--	831	--	-
FHLB Advances	10,700	23,600	10,000	3,00
Total contractual cash obligations	$ 260,955	$ 77,955	$ 23,302	$ 6,38

	Amount of Commitment Expiration per Peri			
Off-Balance Sheet Financial Instruments	Within 1 Year	1-3 Years	4-5 Years	After 5 Years
Lines of credit	$ 61,014	$ 4,688	$ 996	$ 16,27
Standby letters of credit	7,687	878	--	-
Total commercial commitments	$ 68,701	$ 5,566	$ 996	$ 16,27

Capital Resources

Stockholders' Equity

(In Thousands, Except Per Share Data)

The Company is committed to managing capital for maximum shareholder benefit and maintaining strong protection for depositors and creditors. Stockholders' equity at March 31, 2006 was $65,369, a decrease of $706 or 1.1%, from December 31, 2005. The decrease in stockholders' equity was largely the result of stock repurchase activity, dividends paid to shareholders and a decrease in accumulated other comprehensive income. Average quarterly equity as a percentage of average quarterly assets was 9.80% at March 31, 2006, compared to 10.39% at December 31, 2005. Book value per common share equaled $17.33 at March 31, 2006 compared to $17.23 at December 31, 2005.

Stock Repurchase

On May 2, 2003, the Board of Directors approved a stock repurchase plan whereby the Company may repurchase from time to time up to 5% of its outstanding shares of common stock in the open market or in private transactions over an 18 month period. On September 23, 2004, the Board of Directors extended the Company's stock repurchase program through May 2, 2006. On June 16, 2005, the Board of Directors amended the repurchase plan to enable the Company to acquire an additional 5% of its outstanding shares of common stock in the open market or in private transactions. On March 16, 2006, the Board of Directors approved an additional 5% stock repurchase program that begins when the existing plan is completed. Under the revised plan, the Company can repurchase approximately 188,000 shares of its outstanding shares of common stock. Under the terms of the plan, the Company is able to repurchase, from time to time, up to 5% of its outstanding shares of common stock in the open market or in private transactions. Purchases are dependent upon market conditions and the

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availability of shares. The extension of the repurchase program enables the Company to optimize its use of capital relative to other investment alternatives and benefits both the Company and the shareholders by enhancing earnings per share and return on equity. During the current quarter, 77,625 shares were repurchased at a weighted cost of $21.10 and to date, the Company has repurchased 364,879 shares at a weighted average cost of $21.16

Capital Measurements

The Bank is expected to meet a minimum risk-based capital to risk-weighted assets ratio of 8%, of which at least one-half (or 4%) must be in the form of Tier 1 (core) capital. The remaining one-half (or 4%) may be in the form of Tier 1 (core) or Tier 2 (supplementary) capital. The amount of loan loss allowance that may be included in capital is limited to 1.25% of risk-weighted assets. The ratio of Tier 1 (core) and the combined amount of Tier 1 (core) and Tier 2 (supplementary) capital to risk-weighted assets for the Company was 12.2% and 13.5%, respectively, at March 31, 2006. The Company is currently, and expects to continue to be, in compliance with these guidelines.

The following table sets forth an analysis of the Company's capital ratios:

	March 31, 2006	December 31, 2005	December 31, 2004	Mini Capi Rati

Tier 1 risk-based capital	$ 60,223	$ 60,546	$ 63,347	
Tier 2 risk-based capital	6,165	6,266	6,067	
Total capital	66,388	66,812	69,414	
Risk-weighted assets	493,240	501,342	485,325	
Capital ratios				
Tier 1 risk-based capital	12.2%	12.1%	13.0%	4.
Tier 2 risk-based capital	13.5	13.3	14.3	8.
Leverage ratio	9.2	9.0	9.5	4.

Impact of Inflation, Changing Prices, and Monetary Policies

The financial statements and related financial data concerning the Company have been prepared in accordance with U.S. generally accepted accounting principles which require the measurement of financial position and operating results in terms of historical dollars without considering changes in the relative purchasing power of money over time due to inflation. The primary effect of inflation on the operations of the Company is reflected in increased operating costs. Unlike most industrial companies, virtually all of the assets and liabilities of a financial institution are monetary in nature. As a result, changes in interest rates have a more significant effect on the performance of a financial institution than do the effects of changes in the general rate of inflation and changes in prices. Interest rates do not necessarily move in the same direction or in the same magnitude as the prices of goods and services. Interest rates are highly sensitive to many factors which are beyond the control of the Company, including the influence of domestic and foreign economic conditions and the monetary and fiscal policies of the United States government and federal agencies, particularly the Federal Reserve Board.

Recent Regulatory and Accounting Developments

In February, 2006, the FASB issued SFAS No. 155, "Accounting for Certain Hybrid Financial Instruments - An Amendment of FASB Statement No. 133 and 140" ("SFAS155"). SFAS 155 simplifies the accounting for certain hybrid financial instruments that contain an embedded derivative that otherwise would have required bifurcation. SFAS 155 also eliminates the interim guidance in FASB Statement No. 133, which provides that beneficial interest in securitized financial assets are not subject to the provisions of FASB Statement No. 133. SFAS 155 is effective for all financial instruments acquired or issued after the beginning of an entity's first fiscal year that begins after September 15, 2006, which for the Company will be as of the beginning of fiscal 2007. The Company does not believe that the adoption of SFAS 155 will have a significant effect on its financial statements as the Company does not have any hybrid financial instruments at this time.

In March, 2006, the FASB issued SFAS No. 156, "Accounting for Servicing of Financial Assets - An Amendment of FASB Statement No. 140" ("SFAS 156"). SFAS 156 requires that all separately recognized servicing assets and servicing liabilities be initially measured at fair value, if practicable. The statement permits, but does not require, the subsequent measurement of servicing assets and servicing liabilities at fair value. SFAS 156 is effective as of the beginning of the entity's first fiscal year that begins after September 15, 2006. The Company is currently evaluating any potential impact of the adoption of this SFAS.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The information required by this Item 3 is incorporated by reference from the discussion on pages 19 and 20 of this Form 10-Q under the caption "Interest Rate Sensitivity Management" and the discussion immediately above under the caption "Impact of Inflation, Changing Prices, and Monetary Policies."

Item 4. Controls and Procedures

As of the end of the period covered by this report, the Company carried out an evaluation under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities and Exchange Act of 1934, as amended). Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective in timely alerting them to material information relating to the Company required to be included in the Company's periodic filings with the Securities and Exchange Commission. It should be noted that in designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. The Company has designed its disclosure controls and procedures to reach a level of reasonable assurance of achieving the desired control objectives and, based on the evaluation described above, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective at reaching that level of reasonable assurance.

There was no change in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended) during the Company's most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

In the normal course of business the Company may be involved in various legal proceedings from time to time. The Company does not believe it is currently involved in any claim or action the ultimate disposition of which would have a material adverse effect on the Company's financial statements.

Item 1A. Risk Factors

The Company did not experience any material changes in the Risk Factors during the Company's most recently completed fiscal quarter. For specific information about the risks facing the Company refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2005.

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

The following table provides information about purchases of the Company's common stock by the Company during the quarter ended March 31, 2006.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	t
01/01/06 - 01/31/06	--	--	--	
02/01/06 - 02/28/06	57,400	$21.14	57,400	
03/01/06 - 03/31/06	20,225	$21.00	20,225	
Total (1) (2)	77,625	$21.10	77,625	

(1) The Company repurchased 77,625 shares at an average price per share of $21.10 of our common stock during the quarter ended March 31, 2006 pursuant to the Company's current repurchase program. The current repurchase program approved on June 16, 2005 provides for the repurchase by us of up to an aggregate of 5% of the outstanding shares of our common stock. The expiration date of this program is May 2, 2006. Unless terminated earlier by resolution of our board of directors, the program will expire on the earlier of such expiration date or when we have repurchased all shares authorized for repurchase under the program.

(2) On March 23, 2006, our board of directors approved an additional 5% stock repurchase program that will begin when the existing plan approved on June 16, 2005 is completed. Under the new plan, the Company will repurchase over an 18-month period up to approximately 188,000 shares of its outstanding shares of common stock in the open market or in private transactions.

Item 3. Defaults Upon Senior Securities

None.

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

None.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibits:

31.1 Certification of Scott A. Yeoman, President and Principal Executive Officer, required by Rule 13a - 14(a).

31.2 Certification of Kurt R. Stevenson, Senior Executive Vice President and Principal Financial and Accounting Officer required by Rule 13a - 14(a).

32.1(1) Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, from the Company's President and Principal Executive Officer.

32.2(1) Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, from the Company's Senior Executive Vice President and Principal Financial and Accounting Officer.

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(1) This certification is not "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

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.

UNIONBANCORP, INC.

Date: May 12, 2006 By: /s/ SCOTT A. YEOMAN

Scott A. Yeoman
President and Principal Executive Officer

Date: May 12, 2006 By: /s/ KURT R. STEVENSON

Kurt R. Stevenson
Senior Executive Vice President and Principal Financial and Accounting Officer