

Edgar Filing: UNIONBANCORP INC - Form 10-Q/A

UNIONBANCORP INC  
Form 10-Q/A  
July 14, 2006

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

FORM 10-Q/A  
Amendment No. 1

QUARTERLY REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the quarterly period ended September 30, 2005  
Commission File Number: 0-28846

UnionBancorp, Inc.

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(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

36-3145350  
(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  No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes  No .

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

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 November 10, 2005 |
|--------------------------------|---|
| -----                          | -----                                   |
| Common Stock, Par Value \$1.00 | 3,855,776                               |

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Explanatory Note

UnionBancorp, Inc. (the "Company") is filing this Amendment

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No. 1 to its Quarterly Report on Form 10-Q for the quarter ended September 30, 2005 to amend Part II, Item 5 (Other Information) and to include the following material agreements of the Company as exhibits to the Form 10-Q: (1) Form of Stock Option Agreements; (2) Employment Security Agreement with Scott A. Yeoman; and (3) Employment Security Agreement with Kurt R. Stevenson. This Amendment No. 1 to Form 10-Q/A does not change or update the previously reported financial statements or any of the other disclosures included within the original Form 10-Q.

### PART II - OTHER INFORMATION

#### Item 5. Other Information

- (a) In July of 2005, the Company entered into an employment security agreement with Scott A. Yeoman, President and Chief Executive Officer of UnionBancorp, Inc. The agreement provides that if, within two years after a change in control occurs, the executive's employment is terminated without "good cause" or the executive voluntarily terminates employment with "good reason," then the executive shall receive a cash payment equal to two times the executive's salary. If, at any time during the two year period, the executive obtains employment, payments will be reduced by the amount of compensation being earned in the new position.
- (b) Not Applicable

#### Item 6. Exhibits

##### Exhibits:

- 10.1 Form of Stock Option Agreements
- 10.2 Employment Security Agreement with Scott A. Yeoman
- 10.3 Employment Security Agreement with Kurt R. Stevenson
- 31.1 Certification of Scott A. Yeoman, President and Principal Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Kurt R. Stevenson, Senior Executive Vice President and Principal Financial and Accounting Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 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.

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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: July 14, 2006

By: /s/ SCOTT A. YEOMAN

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Scott A. Yeoman  
President and Principal Executive  
Officer

Date: July 14, 2006

By: /s/ KURT R. STEVENSON

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