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FR Y-6
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Board of Governors of the Federal Reserve System

MAR 31 2014



Annual Report of Holding Companies ~~FAB~~ RICHMOND

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

W. Chester Lowder

Name of the Holding Company Director and Official

Uwharrie Capital Corp Director & Board Chair

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Reporter's Name, Street, and Mailing Address

Uwharrie Capital Corp

Legal Title of Holding Company

PO Box 338

(Mailing Address of the Holding Company) Street / P.O. Box

Albemarle

NC

28002-0338

City

State

Zip Code

132 N. 1st Street, Albemarle, NC

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Sarah G. Bivins

AVP, Accounting Manager

Name

Title

704-991-1265 or 704-983-6181 ext 1265

Area Code / Phone Number / Extension

704-983-6462

Area Code / FAX Number

sbivins@uwharrie.com

E-mail Address

www.uwharriecapitalcorp.com

Address (URL) for the Holding Company's web page

W. Chester Lowder

Signature of Holding Company Director and Official

March 28, 2014

Date of Signature

For holding companies not registered with the SEC-

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID 2082532
C.I. _____

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Annual Report of Bank Holding Companies - FR Y-6
Reporting Form FR Y-6
December 31, 2013

Uwharrie Capital Corp
P.O. Box 338
Albemarle, NC 28002-0338

Report Item 1: Annual Report to Shareholders

Form 10-K filed with the Securities and Exchange Commission by 02/27/2013
Exhibit I (a) Parent Balance Sheets - December 31, 2013 and 2012
Exhibit I (b) Parent Income Statements - 2013 & 2012

Report Item 2a: Organization Chart

Report Item 2b: Domestic Branch Listing

Report Item 3: Security Holders

a. Shareholders of 5% or more at year end:

The holding company had one 5% beneficial owner at 12/31/2013:
Uwharrie Capital Corp Employee Stock Ownership Plan and Trust
Albemarle, NC
USA
740,530 Shares with a 9.95% owned

b. Shareholders of 5% or more during 2013 but not at year end:

None

Report Item 4: Insiders

revised 03/15/2012

Report Item 1.A.
Exhibit I (b)

UWHARRIE CAPITAL CORP
Parent Income Statement
December 31, 2013 and 2012

	2013	2012
INCOME		
Management Fee Income	4,347,183.97	6,936,771.10
Earnings of Uwharrie Bank	1,684,082.94	1,268,911.19
Earnings (Loss) of Anson Bank & Trust Co.	-	(600,880.84)
Earnings (Loss) of Cabarrus Bank & Trust Company	-	451,220.36
Earnings of Strategic Investment Advisors	(17,681.55)	(18,879.73)
Other Income (Loss)	83,505.05	73,984.60
Other Income - ESOP Plan	51,700.96	53,384.60
Gain on Fixed/Other Assets	31,124.50	(25,475.00)
Interest Income	20,811.58	40,889.43
Total Income	<u>6,200,727.45</u>	<u>8,179,925.71</u>
EXPENSES		
Personnel Costs	3,619,816.65	5,752,966.46
Directors' Costs	37,555.41	63,986.00
Occupancy	135,857.58	191,827.13
Furniture & Equipment	111,762.77	166,037.74
Shareholder Expenses	153,074.85	174,840.05
Professional Fees	269,603.03	330,715.11
Stationery, Printing & Supplies	19,279.31	31,729.78
Other Taxes	30,175.00	34,215.00
Interest Expense	658,751.91	670,205.78
Other Expenses	504,474.65	681,505.10
Total Expenses	<u>5,540,351.16</u>	<u>8,098,028.15</u>
Net Income B/F Income Taxes	660,376.29	81,897.56
Income Tax Benefit	294,211.00	322,131.92
NET INCOME	<u>954,587.29</u>	<u>404,029.48</u>

Report Item 1.A.
Exhibit I (a)

UWHARRIE CAPITAL CORP
Parent Balance Sheets
December 31, 2013 and 2012

	2013	2012
<u>ASSETS</u>		
Cash in bank	1,857,621.18	299,744.82
Due from banks - time	3,998,480.16	6,217,388.16
Total cash & due from banks	<u>5,856,101.34</u>	<u>6,517,132.98</u>
Fixed assets	-	418,770.24
Investment in Uwharrie Bank	39,652,680.27	32,485,106.27
Investment in Anson Bank & Trust Co.	-	6,138,045.29
Investment in Cabarrus Bank & Trust Company	-	12,054,057.35
Investment in Strategic Investment Advisors	617,833.20	635,514.75
Investment in Uwharrie Loan Pool 1 LLC	-	200,000.00
Investment in Uwharrie Mortgage	100.00	100.00
Investment in Stanly Heritage	4,600.00	4,600.00
Investment in Cardinal Title Center	20,540.00	20,540.00
Accounts receivable	5,700.00	64,592.53
Other assets	1,198,736.28	2,728,451.38
TOTAL ASSETS	<u>47,356,291.09</u>	<u>61,266,910.79</u>
 <u>LIABILITIES</u>		
Master Notes	3,998,480.16	5,451,225.99
Notes Payable	-	-
Jr. Subordinated Debt Securities	11,127,000.00	11,127,000.00
Total borrowings	<u>15,125,480.16</u>	<u>16,578,225.99</u>
Reserves for expenditures	116,534.10	148,424.28
Deferred compensation - directors	-	-
Accrued Interest	161,277.70	159,397.75
Accrued dividends payable - CPP	-	68,124.96
Miscellaneous Liabilities	1,508,720.56	1,584,164.46
TOTAL LIABILITIES	<u>16,912,012.52</u>	<u>18,538,337.44</u>
 <u>STOCKHOLDERS' EQUITY</u>		
Common stock	9,307,413.75	9,378,120.00
Preferred stock	-	10,399,999.88
Additional paid in capital	11,921,945.06	12,200,691.35
Unearned ESOP compensation	(989,728.42)	(874,619.41)
Undivided profits	10,766,499.76	10,137,356.28
Unrealized gain(loss)-securities AFS	(561,851.58)	1,487,025.29
TOTAL EQUITY	<u>30,444,278.57</u>	<u>42,728,573.39</u>
 TOTAL LIABILITIES AND EQUITY	 <u>47,356,291.09</u>	 <u>61,266,910.83</u>

Results: A list of branches for your holding company: UWHARRIE CAPITAL CORP (2082532) of ALBEMARLE, NC.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 04/07/2014.

Reconciliation and Verification Steps

1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the Effective Date column.

Actions

OK: If the branch information is correct, enter 'OK' in the Data Action column.
 Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.
 Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.
 Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.
 Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
 If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:
 To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
ok		Full Service (Head Office)	590220	UWHARRIE BANK	167 NORTH SECOND STREET	ALBEMARLE	NC	28001	STANLY	UNITED STATES	17273		0 UWHARRIE BANK	590220	
ok		Full Service	1224513	EAST ALBEMARLE BRANCH	800 NC 24-27 HIGHWAY	ALBEMARLE	NC	28001	STANLY	UNITED STATES	260061		3 UWHARRIE BANK	590220	
ok		Limited Service	209027	VILLAGE BRANCH	710 NORTH FIRST STREET	ALBEMARLE	NC	28001	STANLY	UNITED STATES	257729		1 UWHARRIE BANK	590220	
ok		Full Service	3166729	CONCORD BRANCH	25 PALASIDE DRIVE NE	CONCORD	NC	28025	CABARRUS	UNITED STATES	Not Required	Not Required	UWHARRIE BANK	590220	
ok		Full Service	3549489	WEST STANLY BRANCH	416 WEST MAIN STREET	LOCUST	NC	28097	STANLY	UNITED STATES	457660		7 UWHARRIE BANK	590220	
ok		Full Service	3184237	MT PLEASANT BRANCH	1490 SOUTH MAIN ST	MOUNT PLEASANT	NC	28124	CABARRUS	UNITED STATES	Not Required	Not Required	UWHARRIE BANK	590220	
ok		Full Service	1357318	NORWOOD BRANCH	107 SOUTH MAIN STREET	NORWOOD	NC	28128	STANLY	UNITED STATES	257730		2 UWHARRIE BANK	590220	
ok		Full Service	2438326	OAKBORO BRANCH	624 NORTH MAIN STREET	OAKBORO	NC	28129	STANLY	UNITED STATES	257731		4 UWHARRIE BANK	590220	
ok		Full Service	802174	WADESBORO BRANCH	211 SOUTH GREENE STREET	WADESBORO	NC	28170	ANSON	UNITED STATES	Not Required	Not Required	UWHARRIE BANK	590220	

Form FR Y-6
Uwharrie Capital Corp
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(Rev. 3-26-2014 tms)

(1) Name, City, State, Country	(2) Principal Occupation if other than w/ Bank Holding Company	(3)(a) Title & Position with Bank Holding Company (Uwharrie Capital Corp)	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (Includes partnerships if 25 % or more of voting securities are held (List names of companies and percentage of voting securities held)
Board of Directors							
1 W. Stephen Aldridge, III Albemarle, NC USA	Lead funeral director & funeral home manager - Stanly Funeral Home, Inc.	Director	N/A	President/Funeral Director - Stanly Funeral Home, Inc. (S-Corp) Member/Manager - Uwharrie Casket Company, LLC Member/Manager - Uwharrie Pet Cremation Service, LLC Vice President - Cornerstone Consulting, Inc. (S-Corp)	0.197% (14,829 shares)	0%	Stanly Funeral Home, Inc. - 25% Uwharrie Casket Company, LLC - 50% Uwharrie Pet Cremation Service, LLC - 90% Cornerstone Consulting, Inc. - 50%
2 Joe S. Brooks Albemarle, NC USA	Tool and die machine shop operation - Brothers Precision Tool Co.	Director & Vice Chairman of Board	Director & Vice Chairman of Board - Uwharrie Bank	Owner & Manager - Brothers Precision Tool Co. (Partnership)	0.320% (24,066 shares)	0%	Brothers Precision Tool Co. - 90%
3 Ronald T. Burleson Richfield, NC USA	Farming operation - Thurman Burleson & Sons Farm	Director	N/A	Partner - Thurman Burleson & Sons Farm (General Partnership) Shareholder - RTB Associates, LLC Shareholder - Rolling Hills Gin, LLC	0.251% (18,864 shares)	0%	Thurman Burleson & Sons Farm - 25% RTB Associates, LLC; - 54%
4 Bill C. Burnside Albemarle, NC USA	Retired - General Dentist Bill C. Burnside, DDS	Director	N/A	N/A	0.171% (12,875 shares)	0%	N/A
5 Charles ("Tad") F. Geschickter, III Stanfield, NC USA	Motorsports racing operation JTG Racing, Inc. ST Motorsports, Inc.	Director	N/A	President & CEO - JTG Racing, Inc. and ST Motorsports, Inc. Managing Member - Pecan Hill Real Estate, LLC	0.018% (1,365 shares)	0%	JTG Racing, Inc. - 45% ST Motorsports, Inc. - 45% Pecan Hill Real Estate, LLC - 50%
6 Charles D. Horne Wadesboro, NC USA	Textile manufacturing Hornwood, Inc.	Director	Director - Uwharrie Bank	President and Director - Hornwood, Inc	0.018% (1,363 shares)	0%	Hornwood, Inc. - 100%
7 W. Kenneth Huntley Wadesboro, NC USA	Distributor of petroleum products Huntley Oil & Gas Co., Inc.	Director	N/A	Owner and President - Huntley Oil & Gas Co., Inc.	0.051% (3,835 shares)	0%	Huntley Oil & Gas Co., Inc. - 100%
8 Joseph R. Klutz, Jr. Albemarle, NC USA	Retired - Previously insurance agency Albemarle Insurance Agency, Inc.	Director	N/A	Retired, previously Secretary and Treasurer - Albemarle Insurance Agency, Inc.	0.098% (7,390 shares)	0%	N/A
9 Lee Roy Lookabill, Jr. Wadesboro, NC USA	Real esate and insurance agency Anson Real Estate and Insurance Company, Inc.	Director	N/A	President - Anson Real Estate and Insurance Company, Inc. General Partner - Live Oak Farms General Partner - LMC Properties (20%)	0.109% (8,173 shares)	0%	Anson Real Estate and Insurance Company, Inc. - 65% Live Oak Farms - 25%
10 W. Chester Lowder Norwood, NC USA	Director of Livestock Program, Public Policy Division - NC Farm Bureau Federation, Inc.	Director & Chairman of Board	Director & Chairman of Board - Uwharrie Bank	Director of Livestock Program, Public Policy Division - NC Farm Bureau Federation, Inc. President - Fork L Farm, Inc. Vice President - Roberts Loop, LLC	0.047% (3,541 shares)	0%	Fork L Farm, Inc. - 82% Roberts Loop, LLC - 51%
11 Barry S. Moose Mount Pleasant, NC USA	Vice President SEPI Engineering and Construction	Director	N/A	Vice President SEPI Engineering and Construction (1.5%)	0.018% (1,353 shares)	0%	N/A
12 Cynthia L. Mynatt Concord, NC USA	Auto Dealerships, Ben Mynatt Pontiac-Buick-GMC Truck, Inc.; Ben Mynatt Chevrolet-Cadillac; and Ben Mynatt Pre-Owned, Inc.	Director	N/A	President - Ben Mynatt Pontiac-Buick-GMC Truck, Inc. President - Ben Mynatt Chevrolet-Cadillac President - Ben Mynatt Pre-Owned, Inc. Owner - Bear Investors, LLC DBA Ben Mynatt Nissan Owner - Mynatt Properties, LLC Owner - BFM Properties, LLC (15.252%) Owner - BM PreOwned, LLC Trustee - Benjamin F. and Grace M. Mynatt Irrevocable Trust Trustee - Grace M. Mynatt Irrevocable Trust Controlling Influence - 629 Jake Alexander Blvd, LLC Trustee - Cynthia L. Mynatt Descendants Trust Member - 700 Church Street, LLC (1.45%) Owner - Ben Mynatt PreOwned Vehicles, LLC	0.040% (3,015 shares)	0%	Ben Mynatt Pontiac-Buick-GMC Truck, Inc. - 100% Ben Mynatt Chevrolet-Cadillac - 51% Ben Mynatt Pre-Owned, Inc. - 51% Bear Investors, LLC DBA Ben Mynatt Nissan - 89% Mynatt Properties, LLC - 74.5% BM PreOwned, LLC - 51% Benjamin F. and Grace M. Mynatt Irrevocable Trust - 50% Grace M. Mynatt Irrevocable Trust - 100% Cynthia L. Mynatt Descendants Trust - 100% controlling interest 629 Jake Alexander Blvd, LLC - 1% owner; 100% controlling influence Ben Mynatt PreOwned Vehicles, LLC - 51%

Form FR Y-6
Uwharrie Capital Corp
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(Rev. 3-26-2014 trs)

(1) Name, City, State, Country	(2) Principal Occupation if other than w/ Bank Holding Company	(3)(a) Title & Position with Bank Holding Company (Uwharrie Capital Corp)	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (Includes partnerships) if 25 % or more of voting securities are held (List names of companies and percentage of voting securities held)
13 Susan J. Rourke Harrisburg, NC USA	Property management and construction U.S. Land Management Co.	Director	N/A	President and Owner - U.S. Land Management Co. (S-Corp)	0.041% (3,092 shares)	0%	U.S. Land Management Co. - 100%
14 S. Todd Swaringen Norwood, NC USA	Certified Public Accountant Beane Swaringen & Company, PLLC	Director	Director - Uwharrie Bank	Partner - Beane Swaringen & Company, PLLC Member - SBM Holdings, LLC	0.020% (1,500 shares)	0%	Beane Swaringen & Company, PLLC - 50% SBM Holdings, LLC - 33%
15 Edward B. Tyson Kannapolis, NC USA	Retired - Previously Superintendent of Kannapolis City Schools	Director	N/A	N/A	0.091% (6,869 shares)	0%	N/A

Executive Officers

1 R. David Beaver, III Albemarle, NC USA	Chief Financial Officer - Uwharrie Bank	Chief Financial Officer	Chief Financial Officer - Uwharrie Bank; and Treasurer - Uwharrie Mortgage, Inc.	N/A	0.046% (3,427.192 shares) (2)	0%	N/A
2 Roger L. Dick Albemarle, NC USA	Chief Executive Officer - Uwharrie Bank	President & Chief Executive Officer	Chief Executive Officer & Director - Uwharrie Bank	Investor - 700 Church Street, LLC (1.8882%) Investor - Albemarle Improvement, LLC (4.878%) Investor - Griffin Stafford Lodging One, LLC (0.8102%)	1.439% (108,321.174 shares) (2)	0%	N/A
3 Brendan P. Duffey Harrisburg, NC USA	President Uwharrie Bank	Chief Operating Officer & Chief Risk Officer & Executive Vice President	President - Uwharrie Bank Director & Board Chairman - Uwharrie Mortgage, Inc.	Investor - 700 Church Street, LLC (1.4524%)	1.224% (92,108.774 shares) (1) (2)	0%	N/A

7,445,931 Issued & Outstanding Shares at 12/31/2012

80,133 Plus incentive stock options that can be exercised within 60 days.

7,526,064 Number used for calculating percentage of voting shares (column (4)(a)).

***Notes:**

(1) Executive Officers' shares do include exercisable incentive stock options.

(2) Executive Officers' shares held through the Employee Stock Ownership Plan are included in their numbers of shares. The ESOP data is as of 12-31-2012, the most recent available.