Annual Report of Holding Companies—FR Y-6

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

This report is required by law. Section 5(c)(15)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(15)(A)); sections 6(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 26A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 169, 312, 616, and 619 of the Dodd-Frank Act (12 U.S.C. §§ 5561, 5365, 5412, 1850b(1)(t), and 5468(b)(1)) Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

Roger Plemens
Name of the Holding Company Director and Official President and Director
Tidal Federal 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 accordance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

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 sensitive information regarding an individual.

3/29/2018
Date of Signature

For holding companies not registered with the SEC—Include status of Affiliated Shareholders:
☐ is included with the FR Y-6 report
☐ will be sent under separate cover
☐ is not prepared

For Federal Reserve Bank Use Only

RJSS ID:
C:

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate 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.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2017

5493001GTAG32XKCT006
Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Entegra Financial Corp.
Legal Title of Holding Company
P.O.Box 1559
Mailing Address of the holding company (Street)/P.O. Box
Franklin NC 28744
City State Zip Code

14 One Center Court, Franklin, NC 28734
Physical Location (if different from mailing address)

Lisa Marinelli
Name Title
SVP & Controller

Lisa Code FAX Number
marinelli@entegrabank.com

Address URL for the Holding Company's website

Is confidential treatment requested for any portion of this report submission?
☐ Yes ☐ No

In accordance with the General Instructions for this report (check only one):
1. a letter justifying this request is being provided along with the report.
2. a letter justifying this request has been provided separately.

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential.

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.56 hours per response, including time to gather and maintain data relevant to the information collection. Should comments regarding the burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
### Report Item 1: Annual Report to Shareholders

The Bank Holding Company mails its Form 10-K in lieu of an annual report to shareholders. This document can be found at [www.sec.gov](http://www.sec.gov).

### Report Item 2a: Organization Chart

See attached Organizational Chart.

### Report Item 2b: Domestic Branch Listing

See attached Domestic Branch Listing.

### Report Item 3: Shareholders

- **3.1** See attached listing of 5% or more securities holders.
- **3.2** None.

### Report Item 4: Insiders

See attached Directors and Executive Officers list.
Entegra Financial Corp's only business is to own Entegra Bank.
Entegra Bank is a wholly owned subsidiary of Entegra Financial Corp as shown in the organization chart above. Macon Capital Trust I is a subsidiary of Entegra Financial Corp created to issue Trust Preferred Securities. Entegra Financial Corp owns 100% of 433 shares of common stock issued by the Trust. 14,000 shares of Preferred Stock issued by the Trust are owned by outside interests.
### Report Item 2a - Organizational Chart

**Organization Chart for:**
**ENTEGRA FINANCIAL CORP (FRANKLIN, NC) - ID_RSSD 2427665**  
Structure as of 12/31/2017

**Selection Rules for Chart:**
- FR Y-10 Regulated Companies
- No Branches Included

Chart created by Lisa Marinelli on 03/28/2018

**Notes:**
- Institutions Matching Selection Rule
- For purposes of Regulation Y, the top-tier reporter’s ownership level in this banking organization does not meet the definition of "control"; however, the ownership level does meet the the FR Y-10 reportability criteria as this banking relationship is regulated by the Federal Reserve.
- Although this relationship is not governed by U.S. banking statues, it is included because it is of interest to the Federal Reserve.
- Parent Seq Num represents the hierarchical level where the company in Sequence Num 1 is level 0, its offspring are level 1, and its indirect offspring are 2 or higher.
- Primary Activity Code, Primary Activity Description, Legal Authority Code, Relationship Basis, and Equity Percentage are only applicable for companies.

<table>
<thead>
<tr>
<th>As Of Date</th>
<th>Sequence Num</th>
<th>Parent Seq Num</th>
<th>ID_RSSD</th>
<th>Legal/Popular Name</th>
<th>City</th>
<th>State/Province</th>
<th>State Abbreviation</th>
<th>Country Name</th>
<th>State/Country Inc</th>
<th>Entity Type</th>
<th>Entity Type Description</th>
<th>Primary Activity Code**</th>
<th>Primary Activity Description**</th>
<th>Legal Authority Code(s)**</th>
<th>Voting Equity Percentage**</th>
<th>Other Relationship Basis</th>
<th>Other Interest Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>12/31/2017</td>
<td>1</td>
<td></td>
<td>2427665</td>
<td>ENTEGRA FINANCIAL CORP*</td>
<td>FRANKLIN</td>
<td>NORTH CAROLINA</td>
<td>NC</td>
<td>UNITED STATES</td>
<td>NORTH CAROLINA</td>
<td>BHC</td>
<td>BANK HOLDING COMPANY</td>
<td>551111</td>
<td>OFFICES OF BANK HOLDING COMPANIES</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>12/31/2017</td>
<td>2</td>
<td>1</td>
<td>239275</td>
<td>ENTEGRA BANK*</td>
<td>FRANKLIN</td>
<td>NORTH CAROLINA</td>
<td>NC</td>
<td>UNITED STATES</td>
<td>NORTH CAROLINA</td>
<td>SSB</td>
<td>STATE SAVINGS BANK</td>
<td>52211</td>
<td>COMMERCIAL BANKING</td>
<td>7</td>
<td>100</td>
<td></td>
<td></td>
</tr>
<tr>
<td>12/31/2017</td>
<td>3</td>
<td>1</td>
<td>3234217</td>
<td>MACON CAPITAL TRUST I*</td>
<td>FRANKLIN</td>
<td>NORTH CAROLINA</td>
<td>NC</td>
<td>UNITED STATES</td>
<td>DELAWARE</td>
<td>OEO</td>
<td>DOMESTIC ENTITY OTHER</td>
<td>52509</td>
<td>OTHER FINANCIAL VEHICLES</td>
<td>17</td>
<td>100</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Total Number of Entities in the Tree:** 3
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.

** 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:**

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.

If the branch information is correct, enter 'OK' in the Data Action column.

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.

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 a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action 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.

If the branch information is incorrect, enter 'OK' in the Data Action column.

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.

The data are as of 12/31/2017. Data reflects information that was received and processed through 01/04/2018.

** 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 **

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.

Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.

** Note:**

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.

The data are as of 12/31/2017. Data reflects information that was received and processed through 01/04/2018.

** Results:** A list of branches for your depository institution: ENTEGRA BANK (ID_RSSD: 239275).

This depository institution is held by ENTEGRA FINANCIAL CORP. (2427665) of FRANKLIN, NC.

The data are as of 12/31/2017. Data reflects information that was received and processed through 01/04/2018.
Report Item 3: Securities Holders
(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of year ending 12/31/17:

<table>
<thead>
<tr>
<th>(1)(a)</th>
<th>(1)(b)</th>
<th>(1)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name</td>
<td>City, State, Country</td>
<td>Country of citizenship or Incorporation</td>
</tr>
<tr>
<td>EJF Capital LLC</td>
<td>Arlington, VA, USA</td>
<td>USA</td>
</tr>
<tr>
<td>FMR LLC</td>
<td>Boston, MA, USA</td>
<td>USA</td>
</tr>
</tbody>
</table>

Securities holders not listed in 3(1)(a) through 3(1)c that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/17:

<table>
<thead>
<tr>
<th>(2)(a)</th>
<th>(2)(b)</th>
<th>(2)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name</td>
<td>City, State, Country</td>
<td>Country of citizenship or Incorporation</td>
</tr>
<tr>
<td>None</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Name and Address</td>
<td>Principal Occupation</td>
<td>Title/Position with Holding Company</td>
</tr>
<tr>
<td>-----------------</td>
<td>----------------------</td>
<td>-------------------------------------</td>
</tr>
<tr>
<td>Stan Jeffress Franklin, NC, USA</td>
<td>Retired</td>
<td>Vice Chairman of Board</td>
</tr>
<tr>
<td>Roger P�mends Franklin, NC, USA</td>
<td>N/A</td>
<td>President/Director</td>
</tr>
<tr>
<td>Ronald D. Beale Franklin, NC, USA</td>
<td>General Contractor</td>
<td>Director</td>
</tr>
<tr>
<td>Fred H. Jones Franklin, NC, USA</td>
<td>Attorney</td>
<td>Chairman</td>
</tr>
<tr>
<td>Jim Garner Franklin, NC, USA</td>
<td>Insurance Consultant</td>
<td>Director</td>
</tr>
<tr>
<td>Carolyn Huscusson Franklin, NC, USA</td>
<td>Executive Vice President</td>
<td>Executive Vice President/CRBO</td>
</tr>
<tr>
<td>Beverly Mason Franklin, NC, USA</td>
<td>Realtor</td>
<td>Director</td>
</tr>
<tr>
<td>Ryan Staggs Bryson City, NC, USA</td>
<td>N/A</td>
<td>Executive Vice President</td>
</tr>
<tr>
<td>Adam Burrell Franklin, NC, USA</td>
<td>Physician</td>
<td>Director</td>
</tr>
<tr>
<td>Louis Buck Travellers Rest, SC, USA</td>
<td>Retired</td>
<td>Director</td>
</tr>
<tr>
<td>Charles M. Edwards Hendersonville, NC, USA</td>
<td>Business Owner</td>
<td>Director</td>
</tr>
<tr>
<td>David Bright Hendersonville, NC, USA</td>
<td>N/A</td>
<td>Executive Vice President &amp; Treasurer</td>
</tr>
<tr>
<td>Laura Clark Franklin, NC, USA</td>
<td>N/A</td>
<td>Executive Vice President</td>
</tr>
<tr>
<td>Bobby D. Sanders II Franklin, NC, USA</td>
<td>N/A</td>
<td>Executive Vice President</td>
</tr>
<tr>
<td>R. Matt Dunbar Greenville, SC, USA</td>
<td>Managing Director of South Carolina Angel Network</td>
<td>Director</td>
</tr>
<tr>
<td>Charles Umbarger Biltmore Lake, NC, USA</td>
<td>N/A</td>
<td>Executive Vice President</td>
</tr>
<tr>
<td>Craig A. Fowler Columbia, NC, USA</td>
<td>Chief Information Officer</td>
<td>Director</td>
</tr>
<tr>
<td>Douglas W. Krisko Greenville, SC, USA</td>
<td>Retired</td>
<td>Director</td>
</tr>
</tbody>
</table>

(*)Any other business company in which the person is a director, trustee, partner, or executive officer.