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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), 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 as an LLC, see the General Instructions for the authorized individual who must sign the report.

I. C. Kyle Thomas
Name of the Holding Company Director and Official
President, CEO & Director
Title of the Holding Company Director and Official

I 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.

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 281, that the Reporter and individual consent to public release of all details in the report concerning that individual.

C. Kyle Thomas
Signature of Holding Company Director and Official
03/12/2018

For holding companies not registered with the SEC—Indicate status of Annual Report to Shareholders:

☑ The FR Y-6 report will be sent under separate cover
☐ No report will be submitted
☐ The FR Y-6 report is not prepared

For Federal Reserve Bank Use Only

RSSD ID
C.I.

Date of Report
December 31, 2017

Blue Ridge Financial Corporation
Legal Title of Holding Company
PO Box 889
Walhalla SC 29691
City State Zip Code

Physical Location (if different from mailing address)
100 E. Main St., Walhalla, SC 29691

Person to whom questions about this report should be directed:
Danielle R. Leeper
SVP & CFO
Name
Title

864-888-2298
Area Code / Phone Number / Extension
864-888-2417
Area Code / Fax Number
d.leeper@blueridge.bank
E-mail Address

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

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

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 5.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this 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.
2. Organizational Chart

Blue Ridge Financial Corporation
Walhalla, South Carolina
State of Incorporation: SC
No LEI

100%

Blue Ridge Bank
Walhalla, South Carolina
State of Incorporation: SC
549300HOJEG7WXFB2S62
**Results:** A list of branches for your depository institution: BLUE RIDGE BANK (ID_RSSD: 174321).

This depository institution is held by BLUE RIDGE FINANCIAL CORPORATION (3614668) of WALHALLA, SC.

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**

**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.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>174321</td>
<td>BLUE RIDGE BANK</td>
<td>100 EAST MAIN STREET</td>
<td>WALHALLA</td>
<td>SC</td>
<td>29691</td>
<td>OCONEE</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>BLUE RIDGE BANK</td>
<td>174321</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>4039549</td>
<td>BOUNTYLAND BRANCH</td>
<td>118 BOUNTYLAND ROAD</td>
<td>SENECA</td>
<td>SC</td>
<td>29672</td>
<td>OCONEE</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>BLUE RIDGE BANK</td>
<td>174321</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>173829</td>
<td>WALHALLA BRANCH</td>
<td>100 NORTH JOHN ST</td>
<td>WALHALLA</td>
<td>SC</td>
<td>29691</td>
<td>OCONEE</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>BLUE RIDGE BANK</td>
<td>174321</td>
<td></td>
</tr>
</tbody>
</table>
Report Item 3: Securities holders (1)(a)(b)(c) and (2)(a)(b)(c)

<table>
<thead>
<tr>
<th>(1)(a) Name &amp; Address (City, State, Country)</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
<th>(2)(a) Name &amp; Address (City, State, Country)</th>
<th>(2)(b) Country of Citizenship or Incorporation</th>
<th>(2)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>CEDE &amp; Co. New York, NY</td>
<td>USA</td>
<td>26,044 - 6.3584% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>James M. Mays Family Trust</td>
<td>USA</td>
<td>21,664 - 5.2890% Common Stock</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Paula J. Grafe, Co-Trustee</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Middleton, WI</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

Shareholders 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 12/31/2017
| Names & Address (City, State, Country) | Principal Occupation if other than with Bank Holding/Co. | Title & Position with Bank Holding Co. | Title & Position with Subsidiaries (include names of subsidiaries) | Percentage of Voting Shares in Bank Holding Co. | Percentages of Voting Shares in Subsidiaries (include names of subsidiaries) | List names of other companies (includes partnerships) if 25% or more of voting securities are held |
|--------------------------------------|---------------------------------------------------------|----------------------------------------|---------------------------------------------------------------|-----------------------------------------------|----------------------------------------------------------------------------------------------|
| Jo Ann A. Bryson                     | Director                                                | N/A                                    | N/A                                                          | 0.8054                                       | N/A                                                            | Albertson Rentals, LLC 33.3%                                                                       |
| C. Kyle Thomas                       | Director                                                | President & CEO                        | N/A                                                          | 0.5722                                       | N/A                                                            |                                                                                                  |
| Jesse C. Neville                     | Merchant                                                | Chairman of the Board                  | N/A                                                          | 2.6880                                       | N/A                                                            | Neville Properties LLC 50% Neville Hardware, LLC 50% Neville St Properties LLC 33%               |
| James D. Edwards                     | Car Dealer                                              | Director                               | N/A                                                          | 2.0996                                       | N/A                                                            | Edwards Auto Sales Co. 26% JH Edwards Rentals 50% Blue Ridge Automotive 33%                    |
| Wayne A. Smalley                     | Retail Sales                                            | Director                               | N/A                                                          | 1.6137                                       | N/A                                                            |                                                                                                  |
| Thomas V. Moxley                     | Owner                                                   | Director                               | N/A                                                          | 0.0986                                       | N/A                                                            | Pines Pet Services LLC 50% Mountain Rest Lake Corp 34.87% TVM Excavating INC 100%            |
| Thomas C. Alexander                  | Business Owner                                          | Director                               | N/A                                                          | 0.2968                                       | N/A                                                            | Alexander's Office Supply 100% Oconee Office Supply, Inc. 100% Cleveland Gospel Supply 100%   |
| Sammy W. Dickson III                 | Manager                                                 | Director                               | N/A                                                          | 0.1233                                       | N/A                                                            |                                                                                                |