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)(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, 816, and 800 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850(a)(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, BILL C. BURNSIDE

Name of the Holding Company Director and Official

CHAIRMAN OF UCC BOARD OF DIRECTORS

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.

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.

Signature of Holding Company Director and Official

03/29/2018

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

RSSDID 20872532

C.I. __________________

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

Month / Day / Year

549300HVGB1UTW5KC005

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

Reporter's Name, Street, and Mailing Address

UWHARRIE CAPITAL CORP

PO BOX 338

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

ALBEMARLE North Carolina 28002-0338

City State Zip Code

132 NORTH FIRST STREET, ALBEMARLE, NC 28001

Physical Location (if different from mailing address)


Person to whom questions about this report should be directed:

HEATHER H. ALMOND VP/CONTROLLER

Name Title

704-991-1255

Area Code / Phone Number / Extension

704-983-6462

Area Code / FAX Number

HALMONG@UWHARRIE.COM

E-mail Address

WWW.UWHARRIECAPITALCORP.COM

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

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes 0

In accordance with the General Instructions for the 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.

03/2018
Report Item 2a.

Uwharrie Capital Corp

Uwharrie Capital Corp
(549300HVGB1UTW5KC005)
(UCC) Albemarle, NC
Bank Holding Company
Incorporated in NC

Uwharrie Bank
(5493001LHLY2EBPHUL18)
(UB) Albemarle, NC
Bank Subsidiary of UCC
UCC owns 100% of UB
Incorporated in NC

Uwharrie Investment Advisors, Inc.*
(UIA) Albemarle, NC
Asset Management Company
UCC owns 95% of UIA
Incorporated in NC

The Strategic Alliance Corporation*
(TSAC) Albemarle, NC
Non-banking Subsidiary of UB
UB owns 100% of TSAC
Incorporated in NC

BOS Agency, Inc.*
(UB) Albemarle, NC
Non-banking Subsidiary of UB
UB owns 100% of BOS Agency
Incorporated in NC

Gateway Mortgage, Inc.*
(UB) Albemarle, NC
Mortgage Origination Company
UB owns 100% of Gateway Mortgage, Inc.
Incorporated in NC

Uwharrie Mortgage, Inc.*
(UB) Albemarle, NC
Trustee for Deeds of Trust
UB owns 100% of Uwharrie Mortgage, Inc.
Incorporated in NC

*UB N/A for all companies excluding Uwharrie Bank and Uwharrie Capital Corp
Re: UWHARRIE BANK (ID RSSD: 590220)

This depository institution is held by UWHARRIE CAPITAL, Inc. (Corporate ID: 0002532) of WINTERHUR, NE.

Data are as of 1/1/2017. Data reflects information that was received and processed through 01/04/2018.

**Recall and Verification Steps**

1. In the Data Action column of each branch row, enter one or more of the codes specified below. If required, enter the date in the Effective Date column.
2. **OK:** If the branch information is correct, enter 'OK' in the Data Action column.
3. **Change:** If required, enter the change in the Data Action column.
4. **Delete:** If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.
5. **Add:** If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column. Initially open ending acquisition date in the Effective Date column.

**Limitations**

- 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 Guidelines**

- 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.

To satisfy the FR Y-5 reporting requirements, you must submit FR Y-5 Domestic Branch Schedule for each branch with a Data Action of Change, Close, Delete, or Add.

The FR Y-5 report may be submitted in a hardcopy format or via the FR Y-10 Online application - https://y10online.federalreserve.gov.

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

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<th>State</th>
<th>Zip-Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC Insurance</th>
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<th>Need Office</th>
<th>Final Office_ID_RSSD</th>
<th>Comments</th>
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Securities Holders

Uwharrie Capital Corp does not have any reportable securities holders to report for Report Item 3
<table>
<thead>
<tr>
<th>Name, City, State, County</th>
<th>RT</th>
<th>Percentage of Voting Shares Held by Company</th>
<th>Title</th>
<th>Percentage of Voting Shares Held by Company</th>
<th>Name</th>
<th>Percentage of Voting Shares Held by Company</th>
<th>Title</th>
<th>Percentage of Voting Shares Held by Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>AAG Capital Advisors, Inc.</td>
<td>NY</td>
<td>0.55%</td>
<td>President &amp; Chief Executive Officer</td>
<td>0.55%</td>
<td>AAG Capital Advisors, Inc.</td>
<td>0.55%</td>
<td>President &amp; Chief Executive Officer</td>
<td>0.55%</td>
</tr>
<tr>
<td>ABC Corporation, Inc.</td>
<td>NY</td>
<td>0.45%</td>
<td>CEO</td>
<td>0.45%</td>
<td>ABC Corporation, Inc.</td>
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<td>CEO</td>
<td>0.45%</td>
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<tr>
<td>ABCD Corporation, Inc.</td>
<td>NY</td>
<td>0.35%</td>
<td>President &amp; Chief Operating Officer</td>
<td>0.35%</td>
<td>ABCD Corporation, Inc.</td>
<td>0.35%</td>
<td>President &amp; Chief Operating Officer</td>
<td>0.35%</td>
</tr>
<tr>
<td>EFGH Corporation, Inc.</td>
<td>NY</td>
<td>0.25%</td>
<td>CFO</td>
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<td>EFGH Corporation, Inc.</td>
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<td>CFO</td>
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<tr>
<td>IJKL Corporation, Inc.</td>
<td>NY</td>
<td>0.15%</td>
<td>General Counsel</td>
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<td>MNOP Corporation, Inc.</td>
<td>NY</td>
<td>0.05%</td>
<td>Secretary</td>
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<td>MNOP Corporation, Inc.</td>
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<tr>
<td>QRST Corporation, Inc.</td>
<td>NY</td>
<td>0.95%</td>
<td>Chairman of the Board</td>
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<td>QRST Corporation, Inc.</td>
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<td>UVWX Corporation, Inc.</td>
<td>NY</td>
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<td>President &amp; Chief Financial Officer</td>
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<tr>
<td>YZAB Corporation, Inc.</td>
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<td>YZAB Corporation, Inc.</td>
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</table>

Unanimous action of directors or shareholders (if any) (0% is a proxy of voting shares held).
<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>Title/Position with Other Businesses (if any)</th>
<th>Title &amp; Position with Bank Holding Company</th>
<th>Title &amp; Position with Omnibus Capital Group (if any)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jeffrey L. Maybrook</td>
<td>President, CEO</td>
<td>Chairman of the Board, CEO, President, Director</td>
<td>Chairman, CEO and President</td>
<td>Chairman of the Board, CEO, President, Director</td>
</tr>
<tr>
<td>Hugh A. Johnson</td>
<td>CEO</td>
<td>CEO and President</td>
<td>President, CEO and Director</td>
<td>President, CEO and Director</td>
</tr>
<tr>
<td>Andrew J. Tuller</td>
<td>COO</td>
<td>COO and Executive Vice President</td>
<td>COO and Executive Vice President</td>
<td>COO and Executive Vice President</td>
</tr>
<tr>
<td>Julie E. Herda</td>
<td>CFO</td>
<td>CFO and Executive Vice President</td>
<td>CFO and Executive Vice President</td>
<td>CFO and Executive Vice President</td>
</tr>
</tbody>
</table>

**EXECUTIVE OFFICERS**

- **White Oak,** NC
- **2010 E. 9th Ave,** #8, Durham, NC 27703
- **Phone:** 919-251-2200

- **President:** Jeffrey L. Maybrook
- **CEO:** Hugh A. Johnson
- **COO:** Andrew J. Tuller
- **CFO:** Julie E. Herda

**INCOME STATEMENT**

- **Revenue:** $1,234,567
- **Cost of Goods Sold:** $456,789
- **Gross Profit:** $778,778
- **Operating Expenses:** $543,456
- **Net Income:** $235,322

**BALANCE SHEET**

- **Assets:** $1,567,890
- **Liabilities:** $876,543
- **Stockholders' Equity:** $691,347

**STATEMENT OF CASH FLOWS**

- **Net Cash Provided by Operating Activities:** $235,322
- **Net Cash Used in Investing Activities:** $456,789
- **Net Cash Provided by Financing Activities:** $543,456
- **Net Increase in Cash:** $321,919

**NOTES TO FINANCIAL STATEMENTS**

- **Notes:** 1. 2. 3. 4. 5.

**SUBSIDIARIES AND AFFILIATES**

- **Corporate Headquarters:** 2010 E. 9th Ave, #8, Durham, NC 27703
- **Employees:** 123
- **Revenue:** $1,234,567
- **Gross Profit:** $778,778
- **Operating Expenses:** $543,456
- **Net Income:** $235,322

**DIRECTOR AND BOARD COMMITTEE**

- **Directors:** Jeffrey L. Maybrook, Hugh A. Johnson
- **Audit Committee:** Jeffrey L. Maybrook, Hugh A. Johnson, Andrew J. Tuller
- **Compensation Committee:** Jeffrey L. Maybrook, Hugh A. Johnson, Julie E. Herda

**STOCKHOLDERS' RIGHTS**

- **Right to Vote:** Each share of common stock is entitled to one vote per share.

**CONSOLIDATION AGREEMENT**

- **Effective Date:** February 1, 2017
- **Parties:** White Oak Capital Corp and Affiliates

**SURVEY RESULTS**

- **Survey Question:** Are you satisfied with the current level of customer service?
- **Survey Response:** Yes (90%), No (10%)