

Board of Governors of the Federal Reserve System



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 119, 185, 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.

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.

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.

I, FRANK A. RANKIN, III

Name of the Holding Company Director and Official

CHAIR OF LCC 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

03/27/2019

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 \_\_\_\_\_

C.I. \_\_\_\_\_

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

December 31, 2018

Month / Day / Year

549300HVGB1UTW5KC005

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

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 NORTH FIRST STREET, ALBEMARLE, NC 28001

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

NICOLE GARDIN FINANCIAL ACCOUNTANT

Name Title

704-991-1271

Area Code / Phone Number / Extension

704-983-6462

Area Code / FAX Number

NGARDIN@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?  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."

## For Use By Tiered Holding Companies

*Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.*

\_\_\_\_\_  
Legal Title of Subsidiary Holding Company

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

\_\_\_\_\_  
City State Zip Code

\_\_\_\_\_  
Physical Location (if different from mailing address)

\_\_\_\_\_  
Legal Title of Subsidiary Holding Company

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

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City State Zip Code

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Physical Location (if different from mailing address)

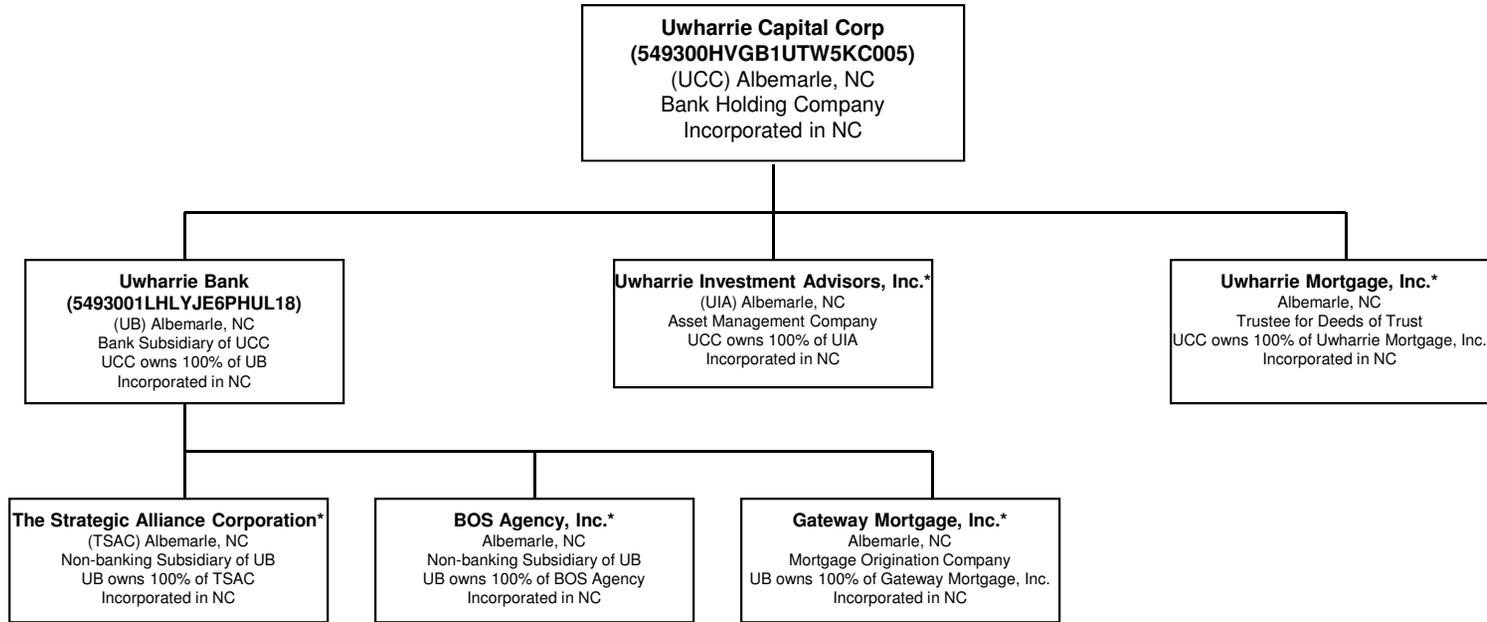
\_\_\_\_\_  
Legal Title of Subsidiary Holding Company

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

\_\_\_\_\_  
City State Zip Code

\_\_\_\_\_  
Physical Location (if different from mailing address)

# Uwharrie Capital Corp



\*LEI N/A for all companies excluding Uwharrie Bank and Uwharrie Capital Corp

**Results:** A list of branches for your depository institution: **UWHARRIE BANK (ID\_RSSD: 590220)**.  
 This depository institution is held by **UWHARRIE CAPITAL CORP (2082532) of ALBEMARLE, NC**.  
 The data are as of **12/31/2018**. Data reflects information that was received and processed through **07/07/2019**.

**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	Not Required	Not Required	UWHARRIE BANK	590220	
OK		Full Service	1224513	EAST ALBEMARLE BRANCH	800 NC 24-27 HIGHWAY	ALBEMARLE	NC	28001	STANLY	UNITED STATES	Not Required	Not Required	UWHARRIE BANK	590220	
OK		Limited Service	209027	VILLAGE BRANCH	710 NORTH FIRST STREET	ALBEMARLE	NC	28001	STANLY	UNITED STATES	Not Required	Not Required	UWHARRIE BANK	590220	
OK		Full Service	5211717	REA ROAD AT STONECREST BRANCH	5231 PIPER STATION DRIVE	CHARLOTTE	NC	28277	MECKLENBURG	UNITED STATES	Not Required	Not Required	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	Not Required	Not Required	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	Not Required	Not Required	UWHARRIE BANK	590220	
OK		Full Service	2438326	OAKBORO BRANCH	624 NORTH MAIN STREET	OAKBORO	NC	28129	STANLY	UNITED STATES	Not Required	Not Required	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	

## **Securities Holders**

Uwharrie Capital Corp does not have any reportable securities holders to report for Report Item 3

**Form FR Y-6**  
**Uwharrie Capital Corp**  
**Fiscal Year Ending December 31, 2018**

**Report Item 4: Insiders**  
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(Final 3-26-18 tlowder)

(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 * Footnote 1	(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)
<b>DIRECTORS</b> 1 Dean M. Bowers Albemarle, NC USA	Regional Sales Manager & Co-Owner Farm equipment retail business selling John Deere farm equipment - Quality Equipment, LLC	Director	Director - Uwharrie Bank	Regional Sales Manager & Co-Owner - Quality Equipment, LLC (2%) Bowers Implement Company, Inc. Millingport Farms, LLC Bowers Realty, LLC ADS Capital, LLC Member - Main Street Medical Properties, LLC (MSMP) (0.61 %) BEHHM Holdings, LLC (Indirect)	0.08% 6,003	0%	Bowers Implement Company, Inc. 30% Millingport Farms, LLC 25% Bowers Realty, LLC 25% ADS Capital, LLC 33.3%
2 Joe S. Brooks Albemarle, NC USA	Owner and Manager Tool and die machine shop operation - Brothers Precision Tool Co.	Director	Director - Uwharrie Bank	Owner & Manager - Brothers Precision Tool Co. (Partnership) Member - Main Street Medical Properties, LLC (MSMP) (1.94%) Stanly Heritage Properties, LLC (12.236%) Griffin Stafford Lodging One, LLC (1.5299%) Weddington Partners, LLC (10.9880%) Mebane Lodging One, LLC (1.4768%)	0.46% 32,919	0%	Brothers Precision Tool Co. 90%
3 James O. Campbell Concord, NC USA	Vice President of Construction Sales, AvidXchange, Inc. Provider of on-demand accounts payable management and automated payment solutions	Director	Director - Uwharrie Bank	Bellview Investors, LLC Dogwood and Pines, LLC	0.04% 2,711	0%	Bellview Investors, LLC 50% Dogwood and Pines, LLC 100%
4 Raymond R. Cranford, Jr. Norwood, NC USA	Owner & Vice President of Sales Crook Motor Co., Inc.	Director	Director - Uwharrie Bank	Owner & Vice President (Sales) - Crook Motor Co., Inc. (Corporation) RACH Properties, LLC	0.08% 5,723	0%	Crook Motor Co., Inc. 33% RACH Properties, LLC 25%
5 Tara G. Eudy Peachland, NC USA	President & Treasurer Carolina Title Company, Inc.	Director - Vice Chair of Board	Director - Vice Chair of Board - Uwharrie Bank	President & Treasurer - Carolina Title Company, Inc. Turner & Eudy (Corporation) Redfeam Farm, LLC Member - Main Street Medical Properties, LLC (MSMP) (0.98%) Redfeam Rentals, LLC	0.02% 1,491	0%	Carolina Title Company, Inc. 50% Turner & Eudy (Corporation) 33% Redfeam Farm, LLC 25% Redfeam Rentals, LLC 50%
6 Allen K. Furr New London, NC USA	Secretary & Treasurer PEJA, Inc. DBA East Albemarle Xpress Lube	Director	Director - Uwharrie Bank	Secretary & Treasurer - PEJA, Inc. DBA East Albemarle Xpress Lube (0%) (S-Corp)	0.08% 5,424	0%	N/A
7 Thomas M. Hearne, Jr. Albemarle, NC USA	Retired - Geopavement Engineer North Carolina Department of Transportation	Director	Director - Uwharrie Bank	N/A	0.30% 21,110	0%	N/A
8 Harvey H. Leavitt, III Wadesboro, NC USA	Owner/Operator Leavitt Funeral Home	Director	Director - Uwharrie Bank	Owner - Leavitt Funeral Home (Sole Proprietorship) President - Anson Memorial Park (Corporation) President - Highland Ridge Properties, LLC President - L-B Timber Group, LLC President - Pekin Properties, LLC Member - Main Street Medical Properties, LLC (MSMP) (0.61% - Harvey and Spouse)	0.05% 3,704	0%	Owner - Leavitt Funeral Home 100% President - Anson Memorial Park 100% President - Highland Ridge Properties, LLC 50% President - L-B Timber Group, LLC 75% President - Pekin Properties, LLC 50%
9 Samuel M. Leder Concord, NC USA	CPA/Partner Potter & Company, PA	Director	Director - Uwharrie Bank	Potter & Company, PA (offices in Monroe, Mooresville & Charlotte) Potter & Company, PA, Investment P/S (Partnership) Potter Office- Mooresville, LLC Potter Charlotte Offices, LLC Flacker Stock Club-Partnership (17.50%) Potter Monroe Offices, LLC Potter Copperfield Offices, LLC	0.03% 1,971	0%	Potter & Company, PA 47.50% Potter & Company, PA, Investment P/S 49% Potter Office-Mooresville, LLC 34.299% Potter Charlotte Offices, LLC 26.929.% Potter Monroe Offices, LLC 33.3339.% Potter Copperfield Offices, LLC 33.3349.%
10 W. Chester Lowder Norwood, NC USA	Director of Livestock Program, Public Policy Division - NC Farm Bureau Federation, Inc.	Director	Director - Uwharrie Bank	Director of Livestock Program, Public Policy Division - NC Farm Bureau Federation, Inc. President - Fork L Farm, Inc. Vice President - Roberts Loop, LLC Member - Fork L Enterprises, LLC	0.05% 3,902	0%	Fork L Farm, Inc. 82% Roberts Loop, LLC 51% Fork L Enterprises, LLC 49%
11 Wesley A. Morgan New London, NC USA	General Manager Cotton Ginning Operation - Rolling Hills Gin, LLC	Director	Director - Uwharrie Bank	General Manager - Rolling Hills Gin, LLC (12.5%) Vice President - Poppin' John's Homemade Ice Cream, Inc.	0.05% 3,559	0%	Vice President - Poppin' John's Homemade Ice Cream, Inc. 50%
12 Cynthia L. Mynatt Concord, NC	President, Ben Mynatt Buick-GMC Auto Dealerships, Ben Mynatt	Director	Director - Uwharrie Bank	President - Ben Mynatt Buick-GMC Truck, Inc. (S Corp) President - Ben Mynatt Chevrolet-Cadillac (S Corp)	0.05% 3,326	0%	Ben Mynatt Buick-GMC Truck, Inc. 100% Ben Mynatt Chevrolet-Cadillac 88.6%

**Form FR Y-6**  
**Uwharrie Capital Corp**  
**Fiscal Year Ending December 31, 2018**

**Report Item 4: Insiders**  
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(Final 3-26-18 tlowder)

(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 * Footnote 1	(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)
USA	Buick-GMC Truck, Inc.; Ben Mynatt Chevrolet-Cadillac; Ben Mynatt Pre-Owned, Inc.; BM PreOwned, LLC; Ben Mynatt PreOwned Vehicles, LLC; Bear Investors, LLC DBA Ben Mynatt Nissan			President - Ben Mynatt Pre-Owned, Inc. (S Corp) Owner - Bear Investors, LLC DBA Ben Mynatt Nissan Owner - Mynatt Properties, LLC Owner - BM PreOwned, LLC Owner - BFM Properties, LLC (15.85%) Trustee - Benjamin F. and Grace M. Mynatt Irrevocable Trust Trustee - Grace M. Mynatt Irrevocable Trust Owner & Controlling Influence - 629 Jake Alexander Blvd, LLC Trustee - Cynthia L. Mynatt Descendants Trust Owner - Ben Mynatt PreOwned Vehicles, LLC Owner - Mynatt Insurance Agency, LLC Chairman of the Board - Ben Mynatt Children's Foundation President - The Ben Mynatt Family of Dealerships, LLC President - Mynatt Alliance Reinsurance Ltd. President - Bear Investors Reinsurance Co, Ltd.			Ben Mynatt Pre-Owned, Inc. 51% Bear Investors, LLC DBA Ben Mynatt Nissan 84.15% Mynatt Properties, LLC 70.5% BM PreOwned, LLC 51% Benjamin F. and Grace M. Mynatt Irrevocable Trust 50% Grace M. Mynatt Irrevocable Trust 100% control 629 Jake Alexander Blvd, LLC 1% owner; 100% controlling influence Cynthia L. Mynatt Descendants Trust 100% controlling interest Ben Mynatt PreOwned Vehicles, LLC 51% Mynatt Insurance Agency, LLC 68% The Ben Mynatt Family of Dealerships, LLC 51% Mynatt Alliance Reinsurance Ltd. 50% Bear Investors Reinsurance Co, Ltd. 51%
13 James E. Nance Albemarle, NC USA	Founder and Managing Member North State Acquisitions, LLC Real estate firm specializing in highway and municipal right of way negotiations, acquisitions and claim settlements	Director	Director - Uwharrie Bank	Founder & Managing Member - North State Acquisitions, LLC (S Corp) Member - Main Street Medical Properties, LLC (MSMP) (3.93%)	0.60% 42,820	0%	North State Acquisitions, LLC 100%
14 Frank A. Rankin, III Concord, NC USA	Chair, Board of Directors Concord Engineering & Surveying, Inc. (CESI)	Director - Chair of Board	Director & Chair of Board - Uwharrie Bank	Chair, Board of Directors - CESI, Inc. (Concord Engineering & Surveying, Inc.) (0%) CESI, LLC Rankin Family Farm, LLC Hermitage Mountain, LLC Member - 390 Business Blvd, LLC (8.27%) Member - Metcalfe, PLLC Member - 4540 Fortune Ave LLC (15.0793%) Treasurer - Forward Cabarrus (527 Political Action Committee) Treasurer - Cabarrus Patriot Alliance, Inc. (501(c)4)	0.30% 21,042	0%	CESI, LLC 100% Rankin Family Farm, LLC 100% with wife Hermitage Mountain, LLC 50% with Flake Brantley Metcalfe, PLLC 25%
15 Randy T. Russell Charlotte, NC USA	President - Sports Med Properties, LLC Full -service commercial real estate company	Director	Director - Uwharrie Bank	President - Sports Med Properties, LLC Grubb Healthcare, LLC (17.649395%) Park Investment Holdings, LLC SMP Steele Creek, LLC (18.4116%) Member - Main Street Medical Properties, LLC (MSMP) (.332181%) Four Corners P1, LLC	0.01% 918	0%	Sports Med Properties, LLC 100% Park Investment Holdings, LLC 100% Four Corners P1, LLC 50%
16 S. Todd Swaringen Norwood, NC USA	Certified Public Accountant/Partner Beane Swaringen & Company, PLLC	Director - Chair of Audit Committee	Director - Uwharrie Bank; Chair of Audit Committee	Partner - Beane Swaringen & Company, PLLC Member - SBM Holdings, LLC Member - Main Street Medical Properties, LLC (MSMP) (1.23%); Beane Swaringen & Company, PLLC serves as the LLC Manager.	0.02% 1,654	0%	Beane Swaringen & Company, PLLC 50% SBM Holdings, LLC 33%

**EXECUTIVE OFFICERS**

1 R. David Beaver, III Albemarle, NC USA	-	Chief Financial Officer - Uwharrie Capital Corp	Chief Financial Officer - Uwharrie Bank; and Treasurer - Uwharrie Mortgage, Inc.	Member - Main Street Medical Properties, LLC (MSMP) (1.23%)	0.25% 17,818 ** Footnote 2	0%	N/A
2 Roger L. Dick Albemarle, NC USA	-	President & Chief Executive Officer; Advisory Director - Uwharrie Capital Corp	Cashier & Director - Uwharrie Bank	Investor - Griffin Stafford Lodging One, LLC (0.8102%) Investor - One Building At A Time, LLC Investor - Windy Beach, LLC Member - Main Street Medical Properties, LLC (MSMP) (2.46%)	0.98% 69,651 ** Footnote 2	0%	One Building At A Time, LLC 33.3% Windy Beach, LLC 50%
3 Brendan P. Duffey Harrisburg, NC USA	-	Chief Operating Officer, Chief Risk Officer & Advisory Director - Uwharrie Capital Corp	President & CEO - Uwharrie Bank  Director & Board Chairman - Uwharrie Mortgage, Inc.	Member - Main Street Medical Properties, LLC (MSMP) (1.11%)	0.21% 14,904 ** Footnote 2	0%	N/A

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**Fiscal Year Ending December 31, 2018**

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**Footnotes:**

\*(1) 7,126,541 Issued & Outstanding Shares at 12-31-2018

\*(1) 7,126,541 Number used for calculating percentage of voting shares (column (4)(a)).

\*\* (2) Stock total does not include Supplemental Executive Retirement Plan (SERP) shares.