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ANNUAL AUDITED REPORT FORM X-17A-5 PART III

SEC FILE NUMBER 8- 46341

FACING PAGE Information Required of Brokers and Dealers Pursuant to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING 01/01/2009 AND ENDING 12/31/2009 MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: The Strategic Alliance Corporation

OFFICIAL USE ONLY FIRM I.D. NO.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

132 North First Street

(No. and Street)

Albemarle

NC

28001

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

Martha O'Brien

704-983-5959

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

SEC Mail Processing Section

Dixon Hughes PLLC

MAR 01 2010

(Name - if individual, state last, first, middle name)

P.O. Box 1655

Southern Pines

Washington, DC North Carolina 28388

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

- [X] Certified Public Accountant [ ] Public Accountant [ ] Accountant not resident in United States or any of its possessions.

FOR OFFICIAL USE ONLY

\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

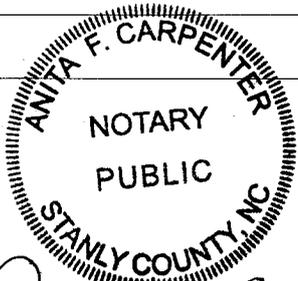
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OATH OR AFFIRMATION

I, Christy D. Stoner, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of The Strategic Alliance Corporation, as of December 31, 2009, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:



Christy D. Stoner  
Signature  
CEO/President  
Title

Anita F. Carpenter  
Notary Public  
Anita F. Carpenter **MY COMMISSION EXPIRES JULY 1, 2013**

This report \*\* contains (check all applicable boxes):

- (a) Facing Page.
- (b) Statement of Financial Condition.
- (c) Statement of Income (Loss).
- (d) Statement of Changes in Financial Condition.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- (g) Computation of Net Capital.
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- (l) An Oath or Affirmation.
- (m) A copy of the SIPC Supplemental Report.
- (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

\*\*For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

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**DIXON HUGHES** PLLC

Certified Public Accountants and Advisors

***INDEPENDENT AUDITORS' REPORT***

To the Examining Committee  
Uwharrie Capital Corp  
Re: The Strategic Alliance Corporation  
Albemarle, North Carolina

We have audited the accompanying statements of financial condition of The Strategic Alliance Corporation (a wholly-owned subsidiary of Bank of Stanly) as of December 31, 2009 and 2008, and the related statements of operations, changes in stockholder's equity and cash flows for the years then ended that you are filing pursuant to Rule 17a-5 under the Securities Exchange Act of 1934. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The Strategic Alliance Corporation as of December 31, 2009 and 2008 the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Schedule 1 is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by Rule 17a-5 under the Securities Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

*Dixon Hughes PLLC*

Southern Pines, North Carolina  
February 25, 2010

**THE STRATEGIC ALLIANCE CORPORATION**  
**STATEMENTS OF FINANCIAL CONDITION**  
**December 31, 2009 and 2008**

	<u>2009</u>	<u>2008</u>
<b>ASSETS</b>		
Cash and cash equivalents	\$ 323,360	\$ 316,286
Other receivables	17,624	23,737
Due from affiliates (Note D)	14,044	14,921
Investments not readily marketable (Note C)	4,276	4,993
Cash surrender value of life insurance (Note E)	483,549	468,718
Prepaid expenses	7,381	11,964
Furniture, equipment, and leasehold improvements, Net of accumulated depreciation of \$298,334 and \$284,018, respectively	23,690	37,675
Other assets	<u>44,796</u>	<u>32,682</u>
Total assets	<u>\$ 918,720</u>	<u>\$ 910,976</u>
<b>LIABILITIES</b>		
Accounts payable and accrued liabilities	\$ 211,571	\$ 161,969
Due to affiliates (Note D)	<u>18,208</u>	<u>19,448</u>
Total liabilities	<u>229,779</u>	<u>181,417</u>
<b>STOCKHOLDERS' EQUITY</b>		
Common stock, \$1 par value: 10,000,000 shares authorized; shares issued and outstanding 1,084,561 shares in 2009 and 2008	1,084,561	1,084,561
Additional paid-in capital	945,439	945,439
Accumulated deficit	<u>(1,341,059)</u>	<u>(1,300,441)</u>
Total stockholders' equity	<u>688,941</u>	<u>729,559</u>
Total liabilities and stockholders' equity	<u>\$ 918,720</u>	<u>\$ 910,976</u>

See accompanying notes.

**THE STRATEGIC ALLIANCE CORPORATION**  
**STATEMENTS OF OPERATIONS**  
**Years Ended December 31, 2009 and 2008**

	<u>2009</u>	<u>2008</u>
<b>Revenues</b>		
Commission income	\$ 725	\$ 645
Revenue share income	220,348	269,249
Underwriting advisory fees	-	125,320
Management fee income (Note D)	155,605	121,219
Other income	<u>8,626</u>	<u>11,165</u>
Total revenue	<u>385,304</u>	<u>527,598</u>
<b>Expenses</b>		
Salaries and commissions	137,876	134,466
General and administrative	<u>324,165</u>	<u>330,693</u>
Total expenses	<u>462,041</u>	<u>465,159</u>
Operating income	<u>(76,737)</u>	<u>62,439</u>
<b>Other Revenues</b>		
Interest income	888	3,905
Other	<u>14,831</u>	<u>17,402</u>
Total other revenue	<u>15,719</u>	<u>21,307</u>
Income (loss) before income tax	(61,018)	83,746
Income tax expense (benefit)	<u>(20,400)</u>	<u>28,400</u>
<b>Net Income (Loss)</b>	<u>\$ (40,618)</u>	<u>\$ 55,346</u>

See accompanying notes.

**THE STRATEGIC ALLIANCE CORPORATION**  
**STATEMENTS OF CHANGES IN STOCKHOLDER'S EQUITY**  
**Years Ended December 31, 2009 and 2008**

	<u>Common stock</u>		<u>Additional paid-in capital</u>	<u>Accumulated deficit</u>	<u>Total stockholder's equity</u>
	<u>Shares</u>	<u>Amount</u>			
Balance, December 31, 2007	1,084,561	\$1,084,561	\$1,145,439	\$(1,344,164)	\$ 885,836
Net income	-	-	-	55,346	55,346
Dividend to parent	-	-	(200,000)	-	(200,000)
Adjustment to initially apply EITF 06-4	-	-	-	(11,623)	(11,623)
Balance, December 31, 2008	1,084,561	1,084,561	945,439	(1,300,441)	729,559
Net income	-	-	-	(40,618)	(40,618)
Balance, December 31, 2009	<u>1,084,561</u>	<u>\$1,084,561</u>	<u>\$ 945,439</u>	<u>\$(1,341,059)</u>	<u>\$ 688,941</u>

See accompanying notes.

**THE STRATEGIC ALLIANCE CORPORATION**  
**STATEMENTS OF CASH FLOWS**  
**Years Ended December 31, 2009 and 2008**

	<u>2009</u>	<u>2008</u>
<b>Cash flows from operating activities</b>		
Net income (loss)	\$ (40,618)	\$ 55,346
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation and amortization	15,202	15,111
Increase in cash surrender value of life insurance	(14,831)	(17,402)
Change in assets and liabilities:		
Increase in other receivables	6,113	5,505
(Increase)decrease in due from affiliates	877	(4,337)
Decrease in investments not readily marketable	717	495
(Increase)decrease in prepaid expenses	4,583	7,442
Increase (decrease) in other assets	(12,114)	(5,283)
Increase in accrued expenses and withheld amounts	49,602	44,405
Increase in due to affiliates	<u>(1,240)</u>	<u>(5,115)</u>
Net cash provided by operating activities	<u>8,291</u>	<u>96,167</u>
<b>Cash flows from investing activities</b>		
Purchase of furniture and equipment	<u>(1,217)</u>	<u>(40,767)</u>
Net cash used by investing activities	(1,217)	(40,767)
<b>Cash flows from financing activities</b>		
Dividend paid to parent	<u>-</u>	<u>(200,000)</u>
Net cash used by financing activities	-	(200,000)
<b>Net increase (decrease) in cash and cash equivalents</b>	<u>7,074</u>	<u>(144,600)</u>
<b>Cash and cash equivalents, beginning of period</b>	316,286	460,886
<b>Cash and cash equivalents, end of period</b>	<u>\$ 323,360</u>	<u>\$ 316,286</u>

See accompanying notes.

**THE STRATEGIC ALLIANCE CORPORATION**  
**NOTES TO FINANCIAL STATEMENTS**

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**NOTE A - NATURE OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES**

**Nature of Business**

The Strategic Alliance Corporation (the Company) is a North Carolina corporation formed on May 1, 1989 for the purpose of conducting business as a broker/dealer in securities. On June 24, 1993, the Company's application for broker/dealer status was granted by the Securities and Exchange Commission. The Company was granted broker/dealer status by the NASD on October 25, 1993. The Company serves primarily individual and institutional customers throughout the State of North Carolina.

The company operates under the provisions of Paragraph (k)(2)(i) of Rule 15c3-3 of the Securities and Exchange Commission and, accordingly is exempt from the remaining provisions of that rule. Essentially, the requirements of Paragraph (k)(2)(i) provide that the Company will open a Special Account for the Exclusive Benefit of Customers in the event that the Company receives customer funds. The Company is considered a non-clearing firm because effective April 6, 2005, the Company began outsourcing substantially all of its brokerage services to UVEST Financial Services Group, Inc. (UVEST), a broker-dealer registered with the Securities and Exchange Commission.

A summary of the Company's significant accounting policies follows:

**Revenue and Expense Recognition**

Commission and revenue share income and related expenses are recorded on a trade-date basis. Revenue share income represents the Company's share of commissions received by UVEST.

**Cash Equivalents**

For purposes of the statement of financial condition, the Company defines cash equivalents as short-term, highly liquid debt instruments purchased with a maturity of three months or less. Cash equivalents are carried at cost which approximates fair value.

**Investments Not Readily Marketable**

Investments not readily marketable include investment securities for which there is no market on a securities exchange or no independent publicly quoted market.

**Furniture and Equipment**

Furniture and equipment are stated at cost, net of accumulated depreciation. Depreciation is computed by the straight-line method over estimated useful lives of three to seven years.

**Income Taxes**

The Company is a member of a group that files a consolidated tax return for federal income tax purposes. The Company files a separate unconsolidated tax return for state income tax purposes. The members of the consolidated group allocate payments to any member of the group for the income tax reduction resulting from the member's inclusion in the consolidated return, or the member makes payments for its allocated share of the consolidated income tax liability. This allocation approximates the increase or decrease in consolidated income taxes resulting from

**THE STRATEGIC ALLIANCE CORPORATION**  
**NOTES TO FINANCIAL STATEMENTS**

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**NOTE A - NATURE OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES**  
**(Continued)**

each member's taxable income or loss, computed at the effective tax rate of the consolidated group.

**ASC 740**

Recent accounting guidance from the Financial Accounting Standards Board (the "FASB") clarified the accounting for uncertainty in income taxes recognized in financial statements and required the impact of a tax position be recognized in the financial statements if that position is more likely than not of being sustained by the taxing authority. The adoption of the guidance did not have a material effect on the consolidated financial position or results of operations and unrecognized tax benefits as of December 31, 2009. The Corporation classifies interest and penalties related to income tax assessments, if any, in income tax expense in the consolidated statement of operations and interest and penalties recognized in 2009 and 2008 were immaterial. Fiscal years ending on or after December 31, 2006 are subject to examination by federal and state tax authorities.

**Fair Value Measurements**

The Company adopted the provisions of Accounting Standards Codification (ASC) 820 *Fair Value Measurements* on January 1, 2008.

ASC 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. ASC 820 does not require any new fair value measurements, but clarifies and standardizes some divergent practices that have emerged since prior guidance was issued. ASC 820 creates a three-level hierarchy under which individual fair value estimates are to be ranked based on the relative reliability of the inputs used in the valuation.

ASC 820 defines fair value as the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities, the Company considers the principal or most advantageous market in which those assets or liabilities are sold and considers assumptions that market participants would use when pricing those assets or liabilities. Fair values determined using Level 1 inputs rely on active and observable markets to price identical assets or liabilities. In situations where identical assets and liabilities are not traded in active markets, fair values may be determined based on Level 2 inputs, which exist when observable data exists for similar assets and liabilities. Fair values for assets and liabilities for which identical or similar assets and liabilities are not actively traded in observable markets are based on Level 3 inputs, which are considered to be unobservable.

The adoption of ASC 820 has had no material impact on the financial condition, results of operations or cash flows of the Company but resulted in certain additional disclosures reflected in Note F.

**Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the

**THE STRATEGIC ALLIANCE CORPORATION**  
**NOTES TO FINANCIAL STATEMENTS**

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**NOTE A - NATURE OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES**  
**(Continued)**

date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Subsequent Events**

The Company evaluated the effect subsequent events would have on the financial statements through February 25, 2010, which is the date the financial statements were available to be issued

**NOTE B - NET CAPITAL REQUIREMENTS**

The Company is subject to the Securities and Exchange Commission uniform net capital rule (Rule 15c3-1) which requires the maintenance of a minimum amount of net capital and that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1. Rule 15c3-1 also provides that equity capital may not be withdrawn or cash dividends paid if the resulting net capital ratio would exceed 10 to 1. At December 31, 2009, the Company had net capital and minimum net capital requirements of \$493,248 and \$15,319, respectively. At December 31, 2008, the Company had net capital and minimum net capital requirements of \$534,460 and \$12,094, respectively.

**NOTE C - INVESTMENTS NOT READILY MARKETABLE**

The Company has an ownership interest in Uwharrie Heritage, LLC ("Uwharrie Heritage"), a North Carolina limited liability company. Uwharrie Heritage was formed on February 27, 1998 to purchase tracts of land with significant historic and/or scenic value in the Uwharrie Lakes Region of North Carolina. There is no market on a securities exchange and no independent publicly quoted market for this investment and, accordingly, its fair value is not readily determinable. The Company's ownership interest in Uwharrie Heritage was approximately 2.1% at December 31, 2009 and 2008. Accordingly, the Company accounts for its investment using the cost method. As of December 31, 2009 and 2008, the carrying value of the Company's investment in Uwharrie Heritage was \$4,276 and \$5,488, respectively.

**NOTE D - TRANSACTIONS WITH AFFILIATES**

The Company provides management and administrative support services to an insurance agency and a registered investment advisor affiliated through common ownership. The Company receives management fees in exchange for these services. Management fee income amounted to \$155,605 and \$121,219 for the years ended December 31, 2009 and 2008, respectively.

The Company also receives management and administrative support services from Uwharrie Capital Corp which wholly owns the Company's sole stockholder, Bank of Stanly and from a registered investment advisor affiliated through common ownership. The Company pays management fees in exchange for these services. Management fee expense amounted to \$141,257 and \$142,474 in 2009 and 2008, respectively, and is included in the caption "General and administrative" in the accompanying statements of operations.

The Company pays commissions to Bank of Stanly and two other banks affiliated through common ownership for trade commissions generated by sales representatives in these banks. Total commissions paid to the banks in 2009 and 2008 amounted to \$92,878 and \$88,127,

**THE STRATEGIC ALLIANCE CORPORATION**  
**NOTES TO FINANCIAL STATEMENTS**

respectively, and are included in the caption "Salaries and commissions" in the accompanying statements of operations.

**NOTE D - TRANSACTIONS WITH AFFILIATES (Continued)**

During 2006, the Company outsourced virtually all of its brokerage services to UVEST. As part of this change, the Company now collects from UVEST, on a monthly basis, managed-account fees on behalf of a registered investment advisor affiliated through common ownership. These fees are remitted each month by the Company to the registered investment advisor. At December 31, 2008, the amount of managed-account fees received from UVEST and held on behalf of the registered investment advisor amounted to \$408. At December 31, 2009 there were no fees received.

**NOTE E - SUPPLEMENTAL RETIREMENT PLAN**

The Company implemented in 2002 a non-qualifying deferred compensation plan for its chief executive officer. The Company has purchased a life insurance policy in order to provide future funding of benefit payments. Effective July 1, 2007, this plan was amended and restated to comply with Section 409A of the Internal Revenue Code. The plan is structured as a defined contribution plan and the Company's expected annual funding contribution for the participant has been calculated through the participant's expected retirement date. Under terms of the agreement, the Company has reserved the absolute right, at its sole discretion, to either fund or refrain from funding the plan. The plan also provides for payment of death benefits and for payment of disability benefits in the event the officer becomes permanently disabled prior to attainment of retirement age.

For both 2009 and 2008, provisions of \$43,300 were expensed for future benefits to be provided under the plan.

**NOTE F – FAIR VALUE OF FINANCIAL INSTRUMENTS**

Cash equivalents include investments in money market funds, whose prices are based on transacted values and are categorized as Level 1.

The following tables set forth by level within the fair value hierarchy the Company's assets and liabilities accounted for at the fair value on a recurring basis as of December 31, 2009 and 2008. Assets and liabilities are classified in their entirety based on the lowest level on input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels.

	December 31, 2009			
	(dollars in thousands)			
	Total	Level 1	Level 2	Level 3
Money market funds	\$ 186	\$ 186	\$ -	\$ -
Total assets at fair value	\$ 186	\$ 186	\$ -	\$ -
Total liabilities at fair value	\$ -	\$ -	\$ -	\$ -

**THE STRATEGIC ALLIANCE CORPORATION**  
**NOTES TO FINANCIAL STATEMENTS**

**NOTE F – FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)**

	December 31, 2008			
	Total	(dollars in thousands)		
Level 1		Level 2	Level 3	
Money market funds	\$ 186	\$ 186	\$ -	\$ -
Total assets at fair value	\$ 186	\$ 186	\$ -	\$ -
Total liabilities at fair value	\$ -	\$ -	\$ -	\$ -

**SUPPLEMENTARY INFORMATION**

**Schedule 1**

**THE STRATEGIC ALLIANCE CORPORATION**  
**COMPUTATION OF AGGREGATE INDEBTEDNESS AND NET CAPITAL UNDER RULE**  
**15c3-1**  
**Years Ended December 31, 2009 and 2008**

	2009	2008
<b>Aggregate indebtedness</b>		
Items included in statement of financial condition		
Accounts payable, accrued expenses and amounts due to affiliates	\$ <u>229,779</u>	\$ <u>181,417</u>
<b>Minimum required net capital</b>	\$ <u>15,319</u>	\$ <u>12,094</u>
<b>Net capital</b>		
Stockholder's equity	\$ 688,941	\$ 729,559
Deductions:		
Other receivables	14,861	15,444
Investments owned, not readily marketable	4,276	4,993
Other assets	149,141	133,262
Furniture and equipment	23,690	37,675
Haircut on securities owned	<u>3,725</u>	<u>3,725</u>
Net capital	<u>493,248</u>	<u>534,460</u>
<b>Minimum required net capital</b>	<u>15,319</u>	<u>12,094</u>
Capital in excess of minimum requirement	\$ <u>477,929</u>	\$ <u>522,366</u>
<b>Ratio of aggregate indebtedness to net capital</b>	<u>.46 to 1</u>	<u>.34 to 1</u>

The above computations do not differ materially from the Company's computations, as shown in its FOCUS Reports Form X-17A5, Part II-A, dated December 31, 2009 and 2008.



**DIXON HUGHES** PLLC

Certified Public Accountants and Advisors

***INDEPENDENT AUDITORS' REPORT ON  
INTERNAL CONTROL REQUIRED BY SEC RULE 17a-5***

To the Examining Committee  
Uwharrie Capital Corp  
Re: The Strategic Alliance Corporation  
Albemarle, North Carolina

In planning and performing our audit of the financial statements of The Strategic Alliance Corporation (a wholly-owned subsidiary of Bank of Stanly) (the Company), as of and for the year ended December 31, 2009 in accordance with auditing standards generally accepted in the United States of America, we considered the Company's internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we do not express an opinion on the effectiveness of the Company's internal control.

Also, as required by Rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company, including consideration of control activities for safeguarding securities. This study included tests of such practices and procedures that we considered relevant to the objectives stated in Rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under Rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of Rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

- (1) Making quarterly securities examinations, counts, verifications, and comparisons and recordation of differences required by Rule 17a-13.
- (2) Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System.

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs controls and of the practices and procedures referred to in the preceding paragraph, and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in conformity with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

To the Examining Committee  
Uwharrie Capital Corp  
Page 2

Because of inherent limitations in internal control and the practices and procedures referred to above, error or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

A control deficiency exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects the entity's ability to initiate, authorize, record, process, or report financial data reliably in accordance with generally accepted accounting principles such that there is more than a remote likelihood that a misstatement of the entity's financial statements that is more than inconsequential will not be prevented or detected by the entity's internal control.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the entity's internal control.

Our consideration of internal control was for the limited purpose described in the first and second paragraphs and would not necessarily identify all deficiencies in internal control that might be material weaknesses. We did not identify any deficiencies in internal control and control activities for safeguarding securities that we consider to be material weaknesses, as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures, as described in the second paragraph of this report, were adequate at December 31, 2009, to meet the SEC's objectives.

This report is intended solely for the information and use of the Company's Board of Directors, management, the SEC, the National Association of Securities Dealers, and other regulatory agencies that rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

*Dixon Hughes PLLC*

Southern Pines, North Carolina  
February 25, 2010

**THE STRATEGIC ALLIANCE CORPORATION**

**FINANCIAL REPORT**

**Years Ended December 31 2009 and 2008**