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Approval expires December 31, 2015  
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Board of Governors of the Federal Reserve System

MAR 24 2014



Annual Report of Holding Companies—FR Y-6 **FRB RICHMOND**

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)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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 and top-tier savings and loan 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.

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

**December 31, 2013**

Month / Day / Year

I, **Gwen M. Thompson**

Reporter's Name, Street, and Mailing Address

**Clover Community Bankshares, Inc.**

Name of the Holding Company Director and Official

Legal Title of Holding Company

**President & CEO**

PO Box 69

Title of the Holding Company Director and Official

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

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.

**Clover SC 29710**

City State Zip Code

**124 N. Main Street, Clover, SC 29710**

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

**Lori M Hudson VPI/Controller**

Name Title

**803-222-8604**

Area Code / Phone Number / Extension

**803-222-3129**

Area Code / FAX Number

**Lhudson@clovercommunitybank.com**

E-mail Address

**www.clovercommunitybank.com**

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

Signature of Holding Company Director and Official

Date of Signature

**3/19/14**

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 **2684338**  
C.I. \_\_\_\_\_

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

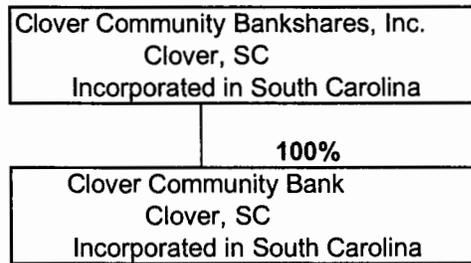
Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments 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, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

**Form FR Y-6**  
**Clover Community Bankshares, Inc.**  
**Clover, SC**  
**Fiscal Year ending December 31, 2013**

Report Item:

1: Three copies of the annual report to shareholders are enclosed with this report. .  
Three copies of our annual audited financial statements will be sent when complete.

2a: Organizational Chart



**Form FR Y-6**  
**Clover Community Bankshares, Inc.**  
**Fiscal Year Ending December 31, 2013**

**Report Item 3: Shareholders**

**(1)(a)(b)(c) and (2)(a)(b)(c)**

Current Shareholders with ownership , controlling or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013

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 12-31-2013

(1)(a) Name & Address (City, State & Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State & Country)	(2)(b) Country of Citizenship	(2)(c) Number and Percentage of Each Class of Voting Securities
CEDE & CO New York, NY USA	USA	69,733 - 8.0730% Common Stock	<b>NONE</b>		
H. Marvin McCarter Clover, SC, USA	USA	44,708 - 5.1758% Common Stock			

Form FR Y-6  
Clover Community Bankshares, Inc.  
Fiscal Year Ending December 31, 2013

**Report Item 4: Insiders**

(1),(2),(3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if Other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include name s of other businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(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)
Herb Kirsch Clover, SC	Retired	Director -Emeritus	Director Emeritus- Clover Community Bank	Retired	2.8131%	None	None
David A. Cyphers Clover, SC	Insurance Agent	Director	Director - Clover Community Bank	VP Sifford Stine Insurance Agency	1.5427%	None	Sifford Stine Insurance Agency - 50%
James H. Owen Jr. Clover, SC	Attorney	Chairman	Director - Clover Community Bank	Attorney, Haselden Owen & Boloyan	0.8335%	None	Park Place & Assoc. - 25% Haselden & Owen - 50% Haselden, Owen & Boloyan - 38%
William D. Jackson Clover, SC	Food Service	Director	Director - Clover Community Bank	Owner Jackson's Kitchen & Catering	0.2160%	None	Jackson' Kitchen & Catering - 100%
Gwen M. Thompson Smyrna, SC	Banking	President-CEO Director	President-CEO Director - Clover Community Bank	None	0.1555%	None	None
James C. Young Clover, SC	Retired	Director	Director - Clover Community Bank	Consultant	0.0926%	None	None
Gerald L. Bolin Gastonia, NC	Banking	Executive VP & COO	Executive VP & COO Clover Community Bank	None	None	None	None
Ronald W. Montgomery Sr. York, SC	Real Estate Developer	Director	Director - Clover Community Bank	Owner, RWWC, LLC & SPAM, LLC	1.2604%	None	LWMO, LLC - 50% Pinewood of LW LLC - 50% Allison Creek Partners - 50%
Paul N. Basha Fort Mill, SC	Electric Coop	Director	Director - Clover Community Bank	President & CEO York Electric Coop	0.0289%	None	None

6.9427%

**Results:** A list of branches for your depository institution: CLOVER COMMUNITY BANK (ID\_RSSD: 81429).  
 This depository institution is held by CLOVER COMMUNITY BANKSHARES, INC. (2684338) of CLOVER, SC.  
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

**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)	81429	CLOVER COMMUNITY BANK	124 NORTH MAIN	CLOVER	SC	29710	YORK	UNITED STATES	38654	0	CLOVER COMMUNITY BANK	81429	
Ok		Full Service	3156878	LAKE WYLIE BRANCH	5196 CHARLOTTE HWY	CLOVER	SC	29710	YORK	UNITED STATES	365852	1	CLOVER COMMUNITY BANK	81429	