

COPY

Corrected original - 3/14
See * correct - 3/20

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)); 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, **Dwight V. Neese**

Reporter's Name, Street, and Mailing Address

Provident Community Bancshares, Inc.

Name of the Holding Company Director and Official

President, CEO & Director

Legal Title of Holding Company

2700 Celanese Road

P.O. Box 36428

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

Rock Hill

SC

29732

City

State

Zip Code

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.

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:

Wanda J. Wells

CAO/Corporate Secretary

Name

Title

864-429-1861

Area Code / Phone Number / Extension

864-429-2324

Area Code / FAX Number

wwells@providentonline.com

E-mail Address

providentonline.com

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

Signature of Holding Company Director and Official

Dwight V. Neese
3-7-14

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. _____

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

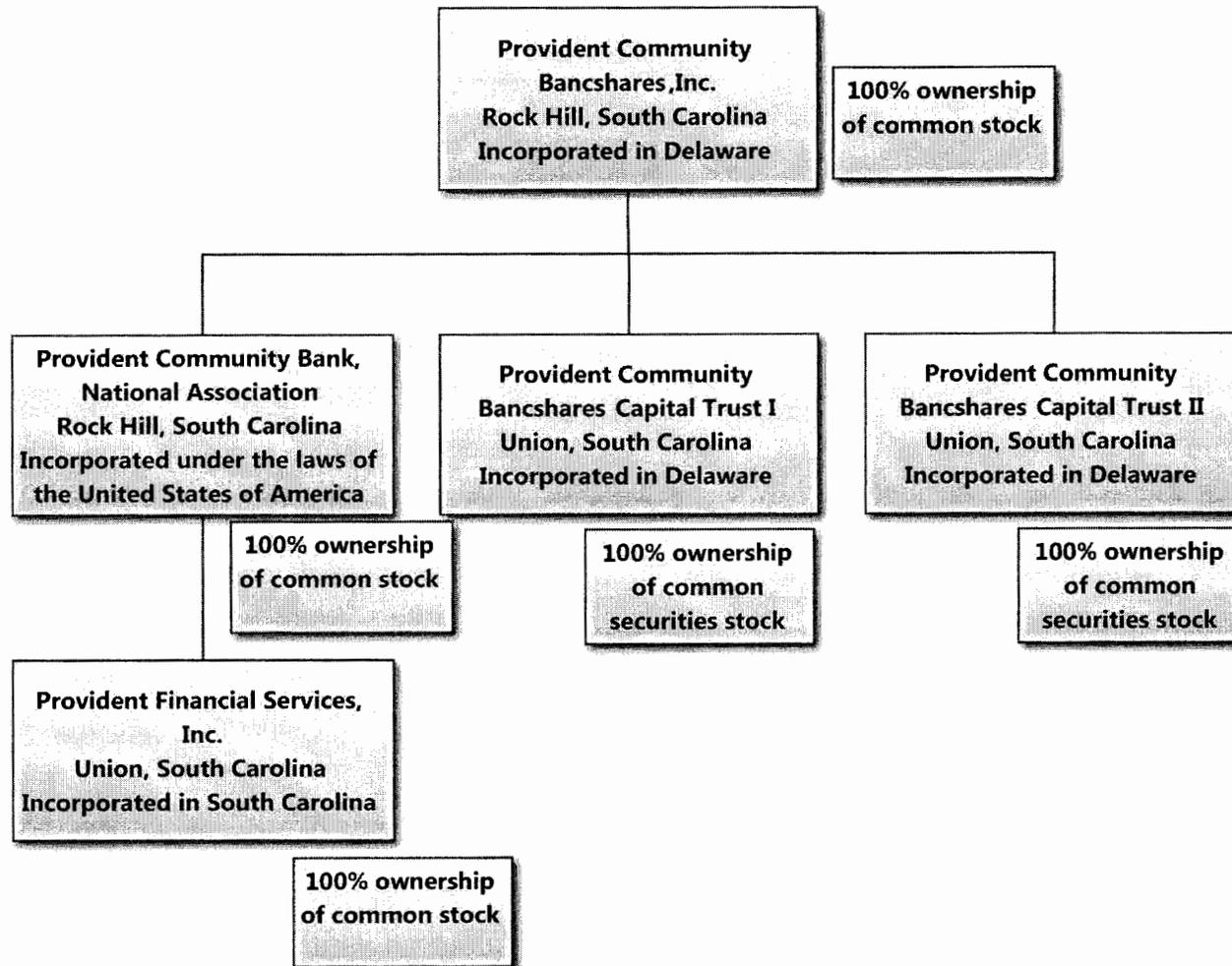
Yes Please identify the report items to which this request applies:

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

Provident Community Bancshares, Inc. Organizational Chart



Results: A list of branches for your depository institution: PROVIDENT COMMUNITY BANK, NATIONAL ASSOCIATION (ID_RSSD: 937674).
 This depository institution is held by PROVIDENT COMMUNITY BANCSHARES, INC. (3177341) of ROCK HILL, 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)	937674	PROVIDENT COMMUNITY BANK, NATIONAL ASSOCIATION	2700 CELANESE ROAD	ROCK HILL	SC	29732	YORK	UNITED STATES	41831		PROVIDENT COMMUNITY BANK, NATIONAL ASSOCIATION	937674	
OK		Full Service	3205990	JONESVILLE BRANCH	934 FOREST ST	JONESVILLE	SC	29353	UNION	UNITED STATES	272143		PROVIDENT COMMUNITY BANK, NATIONAL ASSOCIATION	937674	
OK		Full Service	3206027	LAURENS BRANCH	206 HILLCREST DR	LAURENS	SC	29360	LAURENS	UNITED STATES	245213		PROVIDENT COMMUNITY BANK, NATIONAL ASSOCIATION	937674	
OK		Full Service	3718762	MANCHESTER BRANCH	615 CROWN POINTE LANE	ROCK HILL	SC	29730	YORK	UNITED STATES	459430		PROVIDENT COMMUNITY BANK, NATIONAL ASSOCIATION	937674	
OK		Full Service	3718771	WESTMINSTER BRANCH	1330 INDIA HOOK ROAD	ROCK HILL	SC	29732	YORK	UNITED STATES	447441		PROVIDENT COMMUNITY BANK, NATIONAL ASSOCIATION	937674	
OK		Full Service	3443046	SIMPSONVILLE BRANCH	116 NORTHEAST MAIN STREET	SIMPSONVILLE	SC	29681	GREENVILLE	UNITED STATES	451979		PROVIDENT COMMUNITY BANK, NATIONAL ASSOCIATION	937674	
OK		Full Service	3205981	UNION BY-PASS BRANCH	502 NORTH DUNCAN BYPASS	UNION	SC	29379	UNION	UNITED STATES	272142		PROVIDENT COMMUNITY BANK, NATIONAL ASSOCIATION	937674	
OK		Full Service	3679715	UNION MAIN STREET BANKING CENTER	203 W MAIN STREET	UNION	SC	29379	UNION	UNITED STATES	462298		PROVIDENT COMMUNITY BANK, NATIONAL ASSOCIATION	937674	
OK		Full Service	3206018	WINNSBORO BY-PASS BRANCH	801 US HIGHWAY 321 BYPASS SOUTH	WINNSBORO	SC	29180	FAIRFIELD	UNITED STATES	272646		PROVIDENT COMMUNITY BANK, NATIONAL ASSOCIATION	937674	

FORM FR Y-6
Provident Community Bancshares, Inc.
December 31, 2013

Report Item 3: Securities holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013			Securities holders 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) Names	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of Each Class of Voting Securities	(2)(a) Names	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number & Percentage of Each Class of Voting Securities
United States Department of Treasury Washington, DC	USA	179,110 – 10% Common Stock	None		

Richard H. Flake Irmo, SC	N/A	Executive Vice President/Chief Financial Officer	Executive Vice President/Chief Financial Officer of Provident Community Bank	Trustee of Provident Community Bancshares, Inc. Capital Trust I & II And Treasurer & Director of Provident Financial Services, Inc.	2.07%	None	N/A
Wanda J. Wells Union, SC	N/A	Chief Administrative Officer & Corporate Secretary	Senior Vice President & Chief Administrative Officer of Provident Community Bank	Trustee of Provident Community Bancshares, Inc. Capital Trust I&II And Secretary & Director of Provident Financial Services, Inc.	1.22%	None	N/A
Lud W. Vaughn Rock Hill, SC	N/A	N/A	Executive Vice President & Chief Operating Officer of Provident Community Bank	N/A	.31%	None	N/A
Mark F. Pack Rock Hill, SC	N/A	N/A	Sr. Vice President & Chief Credit Officer	N/A	.41%	None	N/A
John R. Majarrez Tega Cay, SC	N/A	N/A	Sr. Vice President & Chief Risk & Regulatory Officer	N/A	.00%	None	N/A