Board of Governors of the Federal Reserve System

FRB RICHMOND

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.

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.

I, Gwen M. Thompson
Name of the Holding Company Director and Official
President & CEO
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

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, 2014
Month / Day / Year
N/A
Reporters Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters Name, Street, and Mailing Address
Clover Community Bankshares, Inc.
PO Box 69
(Mailing Address of the Holding Company) Street / P.O. Box
Clover
City
29710
SC
State
Zip Code
124 N. Main Street, Clover, SC 29710
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Lori M. Hudson
Name
VP/Controller
Title

Area Code / Phone Number / Extension
803-222-8604
803-222-8654

Area Code / FAX Number
Lhudson@clovercommunitybank.com
E-mail Address
www.clovercommunitybank.com
Address (URL) for the Holding Company's web page

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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

10/2014
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

```
Clover Community Bankshares, Inc.
   Clover, SC
   Incorporated in South Carolina

   100%

   Clover Community Bank
   Clover, SC
   Incorporated in South Carolina
```
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.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>81429</td>
<td>CLOVER COMMUNITY BANK</td>
<td>124 NORTH MAIN</td>
<td>CLOVER</td>
<td>SC</td>
<td>29710</td>
<td>YORK</td>
<td>UNITED STATES</td>
<td>36656</td>
<td>CLOVER COMMUNITY BANK</td>
<td>81429</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3156818</td>
<td>LAKE WYLIE BRANCH</td>
<td>5156 CHARLOTTE HWY</td>
<td>CLOVER</td>
<td>SC</td>
<td>29710</td>
<td>YORK</td>
<td>UNITED STATES</td>
<td>3805812</td>
<td>CLOVER COMMUNITY BANK</td>
<td>81429</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### Report Item 3: Shareholders

<table>
<thead>
<tr>
<th>(1)(a)</th>
<th>(1)(b)</th>
<th>(1)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name &amp; Address (City, State &amp; Country)</td>
<td>Country of Citizenship or Incorporation</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
</tr>
<tr>
<td>CEDE &amp; CO New York, NY USA</td>
<td>USA</td>
<td>73,060 - 8.4582% Common Stock</td>
</tr>
<tr>
<td>H. Marvin McCarter Clover, SC, USA</td>
<td>USA</td>
<td>44,708 - 5.1758% Common Stock</td>
</tr>
</tbody>
</table>

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 12-31-2014:

**NONE**
Report Item 4: Insiders

<table>
<thead>
<tr>
<th>Names &amp; Address (City, State, Country)</th>
<th>Principal Occupation / Other than with Bank Holding Company</th>
<th>Title &amp; Position with Bank Holding Company</th>
<th>Other Businesses (include names of other businesses)</th>
<th>Percentage of Voting Shares in Bank Holding Company</th>
<th>Percentage of Voting Shares in Subsidiaries</th>
<th>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)</th>
</tr>
</thead>
<tbody>
<tr>
<td>David A. Cyphers</td>
<td>Insurance Agent</td>
<td>Director</td>
<td>Director - Clover Community Bank</td>
<td>1.6604%</td>
<td>None</td>
<td>Sifford Stine Insurance Agency - 50%</td>
</tr>
<tr>
<td>James H. Owen Jr.</td>
<td>Attorney</td>
<td>Chairman</td>
<td>Director - Clover Community Bank</td>
<td>0.8335%</td>
<td>None</td>
<td>Park Place &amp; Assoc. - 25% Hseldsten &amp; Owen - 50% Hseldsten, Owen &amp; Boloyan - 38%</td>
</tr>
<tr>
<td>William D. Jackson</td>
<td>Food Service</td>
<td>Director</td>
<td>Director - Clover Community Bank</td>
<td>0.2160%</td>
<td>None</td>
<td>Jackson's Kitchen &amp; Catering - 100%</td>
</tr>
<tr>
<td>Gwen M. Thompson Smyrna</td>
<td>Banking</td>
<td>President-CEO</td>
<td>President-CEO - Clover Community Bank</td>
<td>0.1555%</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>James C. Young</td>
<td>Retired</td>
<td>Director</td>
<td>Director - Clover Community Bank</td>
<td>0.0926%</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Gerald L. Bolin</td>
<td>Banking</td>
<td>Executive VP &amp; COO</td>
<td>Executive VP &amp; COO - Clover Community Bank</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Ronald W. Montgomery Sr.</td>
<td>Real Estate Developer</td>
<td>Director</td>
<td>Director - Clover Community Bank</td>
<td>Owner, RWWC, LLC &amp; 1.2604% SPAM, LLC</td>
<td>None</td>
<td>LWMO, LLC - 50% Pinewood of LW LLC - 50% Allison Creek Partners - 50%</td>
</tr>
<tr>
<td>Paul N. Basha</td>
<td>Electric Coop</td>
<td>Director</td>
<td>Director - Clover Community Bank</td>
<td>President &amp; CEO 0.0289% York Electric Coop</td>
<td>None</td>
<td>None</td>
</tr>
</tbody>
</table>