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
President & CEO
Name 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.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2015
Month / Day / Year

Name, Street, and Mailing Address
Clover Community Bankshares, Inc.

PO Box 69
(Mailing Address of the Holding Company) Street / P.O. Box
124 N. Main Street, Clover, SC 29710
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Name Title
Lori M. Hudson Sr. VP/Controller

E-mail Address
Lhudson@clovercommunitybank.com

Address (URL) for the Holding Company's web page
www.clovercommunitybank.com

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

RSSID ID 2484338
C.I.

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

12/2015
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.  No LEI
Clover, SC
Incorporated in South Carolina

100%

Clover Community Bank  No LEI
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 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

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 bar/copy format or via the FR Y-10 Online application - https://y10online.federalreserve.gov.

<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 UNNUM</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>385654</td>
<td>0</td>
<td>CLOVER COMMUNITY BANK</td>
<td>81429</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>356878</td>
<td>CLOVER FAMILY</td>
<td>5196 CHARLOTTE HWY</td>
<td>CLOVER</td>
<td>SC</td>
<td>29716</td>
<td>YORK</td>
<td>UNITED STATES</td>
<td>385852</td>
<td>1</td>
<td>CLOVER COMMUNITY BANK</td>
<td>81429</td>
<td></td>
</tr>
</tbody>
</table>
## Report Item 3: Shareholders

### Current Shareholders with ownership, controlling or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2015

<table>
<thead>
<tr>
<th>(1)(a) Name &amp; Address (City, State &amp; Country)</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
<th>(2)(a) Name &amp; Address (City, State &amp; Country)</th>
<th>(2)(b) Country of Citizenship or Incorporation</th>
<th>(2)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>CEDE &amp; CO USA New York, NY USA</td>
<td></td>
<td>71,860 - 8.3192% Common Stock</td>
<td>NONE</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Form FR-Y-6  
Clover Community Bancshares, Inc.  
Fiscal Year Ending December 31, 2016

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

<table>
<thead>
<tr>
<th>(1) Names &amp; Address (City, State, Country)</th>
<th>(2) Principal Occupation if Other than with Bank Holding Company</th>
<th>(3)(a) Title &amp; Position with Bank Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>(4)(a) Percentage of Voting Shares in Bank Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. David A. Cyphers</td>
<td>Insurance Agent</td>
<td>Director</td>
<td>Director - Clover Community Bank</td>
<td>VP Sifford Stine Insurance Agency</td>
<td>1.6604%</td>
<td>None</td>
</tr>
<tr>
<td>2. James H. Owen Jr.</td>
<td>Attorney</td>
<td>Chairman</td>
<td>Director - Clover Community Bank</td>
<td>Attorney, Haselden, Owen &amp; Boloyan</td>
<td>1.2039%</td>
<td>None</td>
</tr>
<tr>
<td>3. William D. Jackson</td>
<td>Retired</td>
<td>Director</td>
<td>Director - Clover Community Bank</td>
<td>None</td>
<td>0.2160%</td>
<td>None</td>
</tr>
<tr>
<td>4. Gwen M. Thompson</td>
<td>Banking</td>
<td>President-CEO</td>
<td>President-CEO</td>
<td>None</td>
<td>0.1586%</td>
<td>None</td>
</tr>
<tr>
<td>5. James C. Young</td>
<td>Retired</td>
<td>Director</td>
<td>Director - Clover Community Bank</td>
<td>Consultant</td>
<td>0.0926%</td>
<td>None</td>
</tr>
<tr>
<td>6. Gerald L. Bollin</td>
<td>Banking</td>
<td>Executive VP &amp; COO</td>
<td>Executive VP &amp; COO</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>7. Ronald W. Montgomery Sr.</td>
<td>Real Estate Developer</td>
<td>Director</td>
<td>Director - Clover Community Bank</td>
<td>Owner, RWWC, LLC &amp; SPAM, LLC</td>
<td>1.2804%</td>
<td>None</td>
</tr>
<tr>
<td>8. Paul N. Basha</td>
<td>Electric Coop</td>
<td>Director</td>
<td>Director - Clover Community Bank</td>
<td>President &amp; CEO</td>
<td>0.0289%</td>
<td>None</td>
</tr>
<tr>
<td>9. Rose B. Cummings</td>
<td>Communications</td>
<td>Director</td>
<td>Director - Clover Community Bank</td>
<td>Owner</td>
<td>0.0029%</td>
<td>None</td>
</tr>
</tbody>
</table>

(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

- Sifford Stine Insurance Agency - 50%
- Park Place & Assoc. - 25%
- Haselden, Owen & Boloyan - 30%
- LWMO, LLC - 50%
- Allison Creek Partners - 50%
- RBC Utilities - 100%
- Cummins Communications - 55%

4.6508%