

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, Robert L. McDonald, Sr.

Reporter's Name, Street, and Mailing Address

CedarStone Financial, Inc.

Legal Title of Holding Company

P.O. Box 724

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

Lebanon TN 37088

City State Zip Code

900 W. Main St., Lebanon, TN 37087

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Ken Mattox

SVP & CFO

Name

Title

615-547-5600

Area Code / Phone Number / Extension

615-547-5599

Area Code / FAX Number

kmattox@cedarstonebank.com

E-mail Address

www.cedarstonebank.com

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

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

03/02/2014

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 4463126
 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

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
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City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)

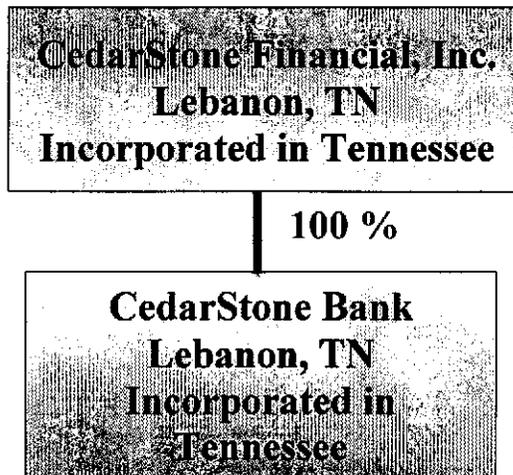
Form FR Y-6

**CedarStone Financial, Inc.
Lebanon, Tennessee
Fiscal Year Ending December 31, 2013**

Report Item:

1: The bank holding company prepares an annual report for its securities holders and is not registered with the SEC. As specified by the appropriate Reserve Bank, one original and four copies are enclosed.

2a: Organizational Chart



2b: Domestic branch listing provided to the Federal Reserve Bank.

3: Securities Holders, of record, that directly or indirectly owns, controls or holds power to vote 5% or more:

Jacqueline W. Cowden
Lebanon, Tennessee
United States Citizen
Percentage of shares: 6.6%

Results: A list of branches for your depository institution: CEDARSTONE BANK (ID_RSSD: 3262788). This depository institution is held by CEDARSTONE FINANCIAL, INC. (4463126) of LEBANON, TN. The data are as of 12/31/2013. Data reflects information that was received and processed through 04/07/2014.

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 Procedures

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.

Branch Action	Effective Date	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		3262788	CEDARSTONE BANK	900 WEST MAIN STREET	LEBANON	TN	37087	WILSON	UNITED STATES	419627	0	CEDARSTONE BANK	3262788	
OK		3262787	MOUNT JULIET BRANCH	4140 NORTH MOUNT JULIET ROAD	MOUNT JULIET	TN	37122	WILSON	UNITED STATES	487487	3	CEDARSTONE BANK	3262788	
OK		3492683	DONELSON BRANCH	2390 LEBANON ROAD	NASHVILLE	TN	37214	DAVIDSON	UNITED STATES	449793	2	CEDARSTONE BANK	3262788	

4: Directors and executive officers of holding company and subsidiary:

Name & Address	Principal Occupation	Title/Position with Holding Co. & Subsidiary*	Percentage of Shares
Kevin D. Bay Lebanon, TN USA	VP/CFO of Bread Manufacturer	Director	3.5%
Jacqueline W. Cowden Lebanon, TN USA	CEO of Corrugated Display & Package Manufacturer	Director	6.6%
Robert L. McDonald Sr. Old Hickory, TN USA	N/A	Director/President/CEO	3.0%
Donald E. Moser Murfreesboro, TN USA	Retired Banker	Director	0.4%
Bancroft O'Quinn, Jr. Lebanon, TN USA	Medical Doctor / Real Estate Investor	Director	3.3%
Nelson Steed Lebanon, TN USA	Retired General Contractor	Director/Chairman	2.6%
Paul B. Vantrease, Jr. Lebanon, TN USA	CPA	Director	3.7%
Kenneth K. Mattox Mt. Juliet, TN USA	N/A	SVP & CFO	0.8%
William H. Stuart Brentwood, TN USA	N/A	EVP & Sr. Credit Officer	1.0%
Tina M. Winfree Watertown, TN USA	N/A	SVP & Operations Manager	0.5%

*All directors and executive officers hold the same position with both the holding company, CedarStone Financial and the subsidiary, CedarStone Bank