

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):

12/31/2014

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

1. Robert L. McDonald

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.

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)

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:

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

Signature of Holding Company Director and Official

06/16/2015

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 4463124
 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

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

City State Zip Code

Physical location (if different from mailing address)

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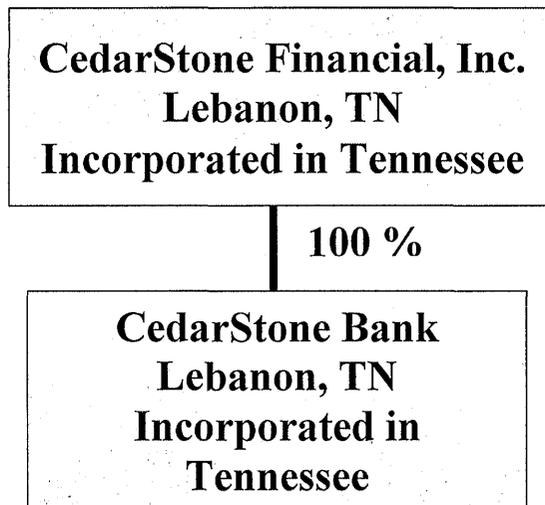
Form FR Y-6

**CedarStone Financial, Inc.
Lebanon, Tennessee
Fiscal Year Ending December 31, 2014**

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: 6.2%

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)	3262788	CEDARSTONE BANK	900 WEST MAIN STREET	LEBANON	TN	37087	WILSON	UNITED STATES	419627	0	CEDARSTONE BANK	3262788	
OK		Full Service	3262827	MOUNT JULIET BRANCH	4140 NORTH MOUNT JULIET ROAD	MOUNT JULIET	TN	37122	WILSON	UNITED STATES	487487	3	CEDARSTONE BANK	3262788	
OK		Full Service	3442683	DONELSON BRANCH	2900 LEBANON ROAD	NASHVILLE	TN	37214	DAVIDSON	UNITED STATES	449792	2	CEDARSTONE BANK	3262788	



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

1. Name & Address	2. Principal Occupation	3.a&b. Title/Position with Holding Co. & Subsidiary*	3.c. Director Positions in other Companies	4.a. % of Shares	4.b. % of Shares	4.c. 25% or more Other Companies
Kevin D. Bay Lebanon, TN USA	President of Bread Manufacturer	Director	President - Bay's Southern Bread Chief Manager - Specialty Breads LLC	3.3%	0.0%	Specialty Breads LLC – 25%
Jacqueline W. Cowden Lebanon, TN USA	CEO of Corrugated Display & Package Manufacturer	Director	CEO – Custom Packaging Partner – Westchase Partners Partner – Tristar Farms Partner – Tristar of W.C.	6.2%	0.0%	Custom Packaging – 50% Westchase Partners – 48% Tristar Farms – 25%
Robert L. McDonald Sr. Old Hickory, TN USA	N/A	Director/President/CEO	N/A	2.1%	0.0%	N/A
Donald E. Moser Murfreesboro, TN USA	Retired Banker	Director	N/A	0.3%	0.0%	N/A
Bancroft O'Quinn, Jr. Lebanon, TN USA	Medical Doctor / Real Estate Investor	Director	Owner – Bancroft O'Quinn MD	3.1%	0.0%	Bancroft O'Quinn MD – 100%
Nelson Steed Lebanon, TN USA	Retired General Contractor	Director/Chairman	Partner – Cloverdell Properties Partner – Circle S Farms Secretary/Treasurer – Thompson-Steed, LLC	2.5%	0.0%	Cloverdell Properties – 50% Circle S Farms – 25%
Paul B. Vantrease, Jr. Lebanon, TN USA	CPA	Director	Partner – Dempsey, Vantrease & Follis, PLLC Partner – Church Street Enterprises Partner – Church Street II Partner – West Main Street Properties Partner – United Investors Partner – Plain Grove Investors Partner – Pinnacle Partners Partner – Progressive Properties	3.5%	0.0%	Church Street Enterprises – 33 1/3 % West Main Properties – 25% United Investors – 50% Plain Grove Investors – 50% Progressive Partners – 33 1/3%
Kenneth K. Mattox Mt. Juliet, TN USA	N/A	SVP & CFO	N/A	0.5%	0.0%	N/A
William H. Stuart Brentwood, TN USA	N/A	EVP & Sr. Credit Officer	N/A	0.5%	0.0%	N/A
Tina M. Winfree Watertown, TN USA	N/A	SVP & Operations Manager	N/A	0.2%	0.0%	N/A

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