

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies **FRB RICHMOND 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.

I, Norman B. Osborn
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 [Signature] 3-18-14

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. _____

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2013
Month / Day / Year

Reporter's Name, Street, and Mailing Address
CB Financial Corporation
Legal Title of Holding Company
3710 Nash St. N
(Mailing Address of the Holding Company) Street / P.O. Box
Wilson NC 27896
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:
Dora E. Kicklighter Controller
Name Title
252-265-5222
Area Code / Phone Number / Extension
252-991-4522
Area Code / FAX Number
dkicklighter@thecornerstonebank.com
E-mail Address

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

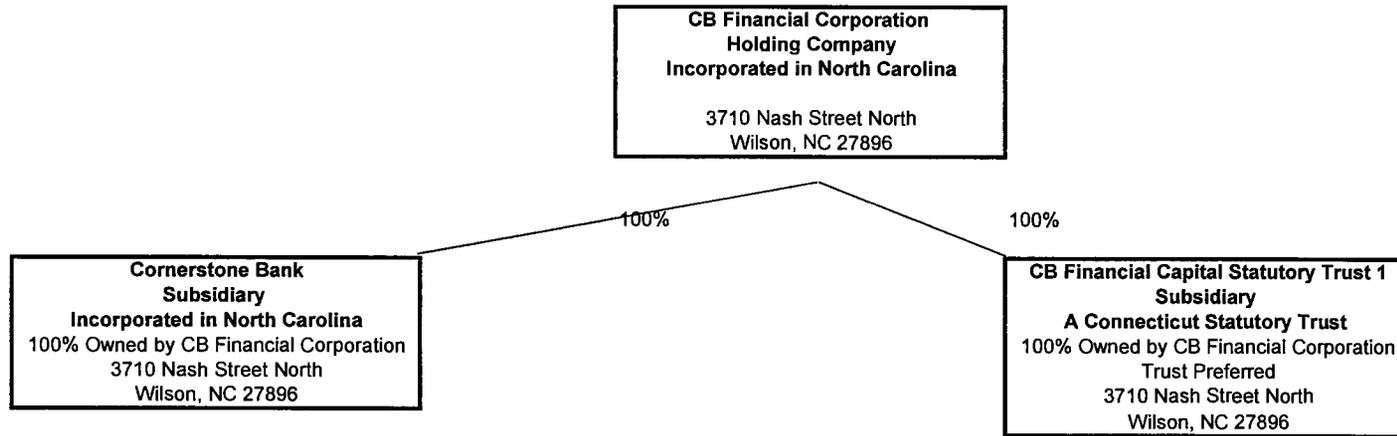
Does the reporter request confidential treatment for any portion of this submission?
 Yes Please identify the report items to which this request applies:

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

Report Item 2

1 The bank holding company prepares an annual report for its shareholders. The annual report is in the process of being completed, will mail out at a later date.
2A Organizational Chart



2B Cornerstone Bank does not have any domestic branch besides the main office.

Results: A list of branches for your depository institution: CORNERSTONE BANK (ID_RSSD: 2895835).
 This depository institution is held by CB FINANCIAL CORPORATION (3347564) of WILSON, NC.
 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)	2895835	CORNERSTONE BANK	3710 NASH STREET NORTH	WILSON	NC	27896	WILSON	UNITED STATES	77673	0	CORNERSTONE BANK	2895835	
close	8/31/2013	Full Service	3678772	WILSON MALL BRANCH	1435 WARD BLVD	WILSON	NC	27893	WILSON	UNITED STATES	458826	2	CORNERSTONE BANK	2895835	Closed the Branch, but still has an ATM located there

Report Item 3: Shareholders**Form FR Y-6
CB Financial Corporation
FYE December 31, 2013**

Current shareholders with ownership, control or holdings of 5% or more with power to vote as of FYE 12/31/2013		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of each Class of Voting Securities
Windley Family Unity Partnership Franklinton, NC	USA	408,186 - 17.82% common stock

Report Item 3.2 List of individuals/companies that held 5% or more voting securities during the year but not at the end of the year

NONE

Report Item 4: Insiders

Form FR Y-6
 CB Financial Corporation
 FYE December 31, 2013

1	2	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address	Principal Occupation if other than holding company	Title Position with holding company	Title Position with subsidiaries	Title Position with other businesses	% of voting shares with holding company	% of voting shares with subsidiaries	All Privately Held Companies
Norman B. Osborn Wilson, NC	N/A	President	President	N/A	1.61%	0%	N/A
Gregory A. Turnage Wilson, NC	Highway Contractor	Director	N/A	President and owner, PLT Construction, Inc. (50%), PLT Concrete Services, Inc. (50%), and PLT Utilities, Inc. (33%); Owner, T. & H. Electric, Inc. (50%); Member, GRECO Development Co. (50%), LCC, Pinecrest Development Co. (33%), LLC, Pinecrest Holdings Co., LLC (30%), Partner TAG Development (50%); Partner, TBPCC, LLC (25%); Pinecrest Farm Holdings LLC (33%)	2.34%	0%	President and owner, PLT Construction, Inc. (50%), PLT Concrete Services, Inc. (50%) and GETSCO (25%); Owner, T. & H. Electric, Inc. (33%); Member, GRECO Development Co. (50%), LCC, Pinecrest Development Co. (33%), LLC, Pinecrest Holdings Co., LLC (30%), Partner TAG Development (50%); Partner, Pinecrest Farm Holdings LLC (33%)
Judy A. Muirhead Wilson, NC	Contractor & Rental Properties	Assistant Secretary	N/A	Owner/Manager, JAM Properties, JAM Rentals, and JAM Investments (100%)	0.44%	0%	Owner/Manager, JAM Properties, JAM Rentals, and JAM Investments (100%)
David W. Woodard Wilson, NC	Lawyer	Secretary	N/A	Law Partner, Connor, Bunn, Rogerson & Woodard, P.L.L.C (33%)	1.19%	0%	Law Partner, Connor, Bunn, Rogerson & Woodard, P.L.L.C (33%)
John Charles Anthony, Jr., Wilson NC	CPA	Treasurer	N/A	Partner, Anthony, Moore & Tabb, P.A. (CPAs) (33%)	0.33%	0%	Partner, Anthony, Moore & Tabb, P.A. (CPAs) (33%)
Robert E. Kirkland III, Wilson NC	Auto Parts	Director	N/A	Owner/Manager, Barnes Motor & Parts Co., Inc (50%)	0.08%	0%	Owner/Manager, Barnes Motor & Parts Co., Inc (50%)
W. Coalter Paxton III Wilson NC	Warehousing	Director	N/A	President, Paxton Mini Storages, Inc. (50%) and PBS Storage, Inc. (50%); Manager, Paxton Bonded Storages, Inc. (50%); Partner, GRECO Development Co., LLC (50%), Pinecrest Development Co., LLC (33%) and Pinecrest Holdings Co., LLC (30%); Partner, TBPCC, LLC (25%); Pinecrest Farm Holdings LLC (33%)	0.37%	0%	President, Paxton Mini Storages, Inc. (50%) and PBS Storage, Inc. (50%); Manager, Paxton Bonded Storages, Inc. (50%); Partner, GRECO Development Co., LLC (50%), Pinecrest Development Co., LLC (33%) and Pinecrest Holdings Co., LLC (30%); Partner, TBPCC, LLC (25%); Pinecrest Farm Holdings LLC (33%)
S. Christopher Williford, Wilson NC	Mechanical Contracting	Director	N/A	President, Southern Piping Company, Inc (25%)	0.98%	0%	President, Southern Piping Company, Inc (25%)
Windley Family Unity Partnership	Retired Dentist	N/A	N/A	Heber Windley retired dentist is the managing Partner for Windley Family Unity Partnership	17.82%	0%	N/A