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FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
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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):

12/31/2013
Month / Day / Year

1. Jennifer M. Champagne
Name of the Holding Company Director and Official
Chief Financial Officer
Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Cornerstone Bancorp
Legal Title of Holding Company

PO Box 428
(Mailing Address of the Holding Company) Street / P.O. Box

Easley SC 29641
City State Zip Code

1670 East Main St. Easley SC 29640
Physical location (if different from mailing address)

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:

Jennifer Champagne CFO
Name Title

864-306-7009
Area Code / Phone Number / Extension

864-306-1473
Area Code / FAX Number

jchampagne@cornerstone.natlbank.com
E-mail Address

www.cornerstone.natlbank.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.

Jennifer M. Champagne
Signature of Holding Company Director and Official

3-19-14
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 2834460
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

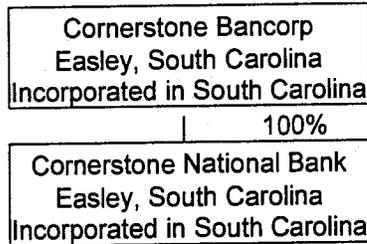
Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments 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.

Form FR Y-6

**Cornerstone Bancorp
Easley, South Carolina
Fiscal Year Ending December 31, 2013**

Report item

- 1: Cornerstone Bancorp prepares an annual report for its securities holders and is not registered with the Securities and Exchange Commission. As specified by the Federal Reserve Bank of Richmond, 2 copies are enclosed.
- 2a: Organizational Chart



2b: Submitted early via email on 3-3-14.

3:	(1)(a)	(1)(b)	(1)(c)
	<u>Name</u>	<u>Country of Citizenship or Incorporation</u>	<u>Number & Percentage of Each Class of Voting Securities</u>
	George I. Wike, Jr. Tigerville, South Carolina	USA	215,159-9.35% Common Stock (includes 9,131-vested options of Common Stock)
	Jan Childress Easley, South Carolina	USA	214,215-9.30% Common Stock
	J. Rodger Anthony Liberty, South Carolina	USA	124,973-5.43% Common Stock (includes 18,267-vested Options of Common Stock)

3: (2) None

FORM FR Y-6
December 31, 2013

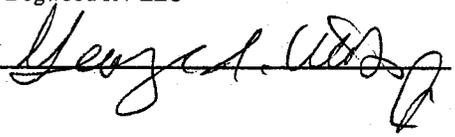
Report Item 4: Directors and Officers

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names)	(4)(a) % of Voting Shares in Bank Holding Company	(4)(b) % of Voting Shares in Subsidiaries (include names)	(4)(c) List names of other companies
J. Rodger Anthony Liberty, SC	None	Director, President, & CEO	Director, Chairman, & CEO Comerstone Nat'l	N/A	5.43%	None	N/A
Jennifer M. Champagne Greenville, SC	None	Director & Chief Financial Officer	Director & Chief Financial Officer Comerstone Nat'l	N/A	0.76%	None	N/A
J. Bruce Gaston Easley, SC	Certified Public Accountant	Director	Director Comerstone Nat'l	Investor	2.82%	None	D&K Rentals(50%) SDB Partnership(33%) Lathem Road LLC (33%) SDR Properties, LLC (50%) Motion Pro, LLC (50%)
S. Ervin Hendricks, Jr. Easley, SC	Nu-Life Environmental, Inc.	Director	Director Comerstone Nat'l	President & Co-owner- Nu-Life Environmental, Inc.; President & Owner, Advance Machine Works	2.79%	None	Nu-Life Environ.(50%) Rent-A-Can Inc.(100%) Advance Machine Wrks(85%) SEPP, LLC (100%) SEHP_123, LLC (100%) SEHP_2266, LLC (100%)
Joe E. Hooper Easley, SC	Pride Mechanical, Inc.	Director	Director Comerstone Nat'l	President-Pride Mechanical, Inc.	3.37%	None	Pride Mechanical(67%) Joe R/E Rentals(50%)
Susan Jolly Easley, SC	None	Director & Secretary	Director & Senior Vice President Comerstone Nat'l	N/A	1.21%	None	N/A
Ronnie Smith Easley, SC	Attorney of Counsel	Director	Director Comerstone Nat'l	Attorney of Counsel- Smith, Jordan, Lavery, & Lee, P.A.	0.21%	None	CEP, LLC (33%)
John M. Warren Jr. Seneca, SC	Physician	Director	Director Comerstone Nat'l	Physician and Co- founder-Easley OB-GYN Associates, P.A.	1.80%	None	R&W Ventures (50%) CRW Partnership (33.30%) JM&JA Ventures LLC (50%) Curly Hunt Clubs LLC (100%)
George I. Wike, Jr. Tigerville, SC	Investor	Director & Chairman	Director Comerstone Nat'l	Investor	9.35%	None	See attachment
Sam Cox Easley, SC	Videomatic Amusements, Inc.	Director	Director Comerstone Nat'l	President-Videomatic Amusements, Inc.	0.05%	None	See attachment

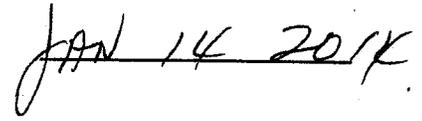
George Wike

<u>Name</u>	<u>Business Name</u>	<u>Percent Ownership</u>	<u>Position/ Title</u>
George Wike	T&G Properties	50%	President
	Pointe Properties	50%	President
	Gold Smith/VFW	50%	President
	VFW Partnership	50%	President
	WH Real Estate Ventures, LLC	50%	President
	Wike, Yeager LLC	50%	President
	Goodwin Bridge LLC	25%	
	Dogwood RV LLC	60%	President

Signature



Date



Sam Cox

<u>Name</u>	<u>Business Name</u>	<u>Percent Ownership</u>	<u>Position/Title</u>
Sam Cox	P+C Trees Unlimited	50%	OWNER
	J&C Cox Investments LLC	100%	Pres. + owner
	Videomatic Amusement Inc	100%	Pres + owner
	Palmetto subs LLC	100%	? owner

Signature Sam Cox Date 3-11-14

↖
25% ownership in entities
Partnerships
LLC

Results: A list of branches for your depository institution: CORNERSTONE NATIONAL BANK (ID_RSSD: 2834179).
 This depository institution is held by CORNERSTONE BANCORP (2834160) of EASLEY, 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.

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)	2834179	CORNERSTONE NATIONAL BANK	1670 EAST MAIN STREET	EASLEY	SC	29640	PICKENS	UNITED STATES	75652	0	CORNERSTONE NATIONAL BANK	2834179	
OK		Full Service	3136281	BEREA OFFICE BRANCH	45 FARRS BRIDGE ROAD	GREENVILLE	SC	29617	GREENVILLE	UNITED STATES	419227	1	CORNERSTONE NATIONAL BANK	2834179	
OK		Full Service	3375914	POWDERSVILLE BRANCH	11000 ANDERSON ROAD	PIEDMONT	SC	29673	ANDERSON	UNITED STATES	444638	2	CORNERSTONE NATIONAL BANK	2834179	