

COPY

RECEIVED

Approval expires December 31, 2015
Page 1 of 2

MAR 31 2014

Board of Governors of the Federal Reserve System

FILE ROOM



SUPERVISION, REGULATION
& CREDIT DEPARTMENT

Annual Report of Holding Companies—FR Y-6

FEDERAL RESERVE BANK OF RICHMOND

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, Lorraine L. Brisell

Reporter's Name, Street, and Mailing Address

Cornerstone Financial Services, Inc

Name of the Holding Company Director and Official

Legal Title of Holding Company

President and Director

PO Box 249

Title of the Holding Company Director and Official

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

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.

West Union WV 26456
City State Zip Code

101 West Main Street, West Union, WV 26456

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:

Lorraine L. Brisell President & Director

Name Title

304-873-2401

Area Code / Phone Number / Extension

304-873-2427

Area Code / FAX Number

L.Brisell@cornerstonebankwv.com

E-mail Address

Signature of Holding Company Director and Official

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

03/27/2014

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 3217537
C.I.

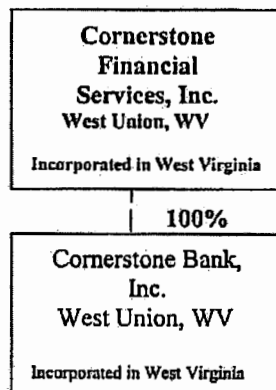
Does the reporter request confidential treatment for any portion of this submission?
 Yes Please identify the report items to which this request applies:
 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."
 No

Form FR Y-6

**Cornerstone Financial Services, Inc.
West Union, West Virginia
Fiscal Year Ending December 31, 2013**

Report Item

- 1: The bank holding company does prepare an annual report for its shareholders.
Three copies are enclosed.
- 2a: Organization Chart



- 2b: Submitted via email on March 26, 2014.

Results: A list of branches for your depository institution: CORNERSTONE BANK, INC. (ID_RSSD: 978239).
 This depository institution is held by CORNERSTONE FINANCIAL SERVICES, INC. (3217537) of WEST UNION, WV.
 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)	978239	CORNERSTONE BANK, INC.	101 W. MAIN STREET	WEST UNION	WV	26456	DODDRIDGE	UNITED STATES	6420	0	CORNERSTONE BANK, INC.	978239	
OK		Full Service	2051659	PENNSBORO BRANCH	4377 LAMBERTON ROAD	PENNSBORO	WV	26415	RITCHIE	UNITED STATES	221737	2	CORNERSTONE BANK, INC.	978239	
OK		Full Service	854931	SALEM BRANCH	150 EAST MAIN ST	SALEM	WV	26426	HARRISON	UNITED STATES	221736	1	CORNERSTONE BANK, INC.	978239	

**Cornerstone Financial Services, Inc.
Fiscal Year Ending December 31, 2013**

Report Item 3: Shareholders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current Shareholders with ownership, control or holdings of 5% or more With power to vote as of 12-31-13			Shareholders not listed in (3)(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-13		
(1)(a) Name & Address (City, State, County)	(1)(b) Country of Citizenship Or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, County)	(2)(b) Country of Citizenship Or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Craig G. Phillips Belington, WV	USA	435 – 8.7% common stock	None		
Rhonda M. Rossetti Bridgeport, WV 26330	USA	693 – 13.9% common stock 499 – 10.0% common stock as co-trustee (with Ronald B. Spencer) of Hugh K. Spencer Credit Trust 546 – 10.9% common stock as co-trustee (with Ronald B. Spencer) of Hugh K. Spencer Marital Trust A.			
Earldean Spencer West Union, WV	USA	274 – 5.5% common stock			
Ronald B. Spencer Smithburg, WV	USA	714 – 14.3% common stock 499 – 10.0% common stock as co-trustee (with Rhonda M. Rossetti) of Hugh K. Spencer Credit Trust 546 – 10.9% common stock as co-trustee (with Rhonda M. Rossetti) of Hugh K. Spencer Marital Trust A.			

Form FR Y-6
Cornerstone Financial Services, Inc.
December 31, 2013

Report Item 4: Insiders

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(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 of other businesses)	(4)(a) Percentage of voting shares in Bank Holding Company	(4)(b) Percentage of voting shares in subsidiaries (include names of subsidiaries)	(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)
Ronald B. Spencer Smithburg, WV USA	President – Mid Atlantic of West Virginia	Director & Chairman	Director & Chairman (Cornerstone Bank, Inc.)	Manager – Spencer Enterprises	35.2% - (1)	None	Spencer Enterprises (50.0%) Mid Atlantic of West Virginia (37.5%) Ron and Ronda LLC (50%)
Michael T. Hall Ellenboro, WV USA	President – Hall Drilling LLC	Director & Vice President	Director (Cornerstone Bank, Inc.)	President and Owner – Halls WV Welding	2.8%	None	Hall Drilling LLC (50%) Halls WV Welding (100%)
Lorraine L. Brisell West Union, WV USA	N/A	Director & President	President, CEO and Director (Cornerstone Bank, Inc.)	N/A	.6%	None	N/A
Rhonda M. Rossetti Bridgeport, WV USA	Retired	Director	Director (Cornerstone Bank, Inc.)	N/A	34.8% - (1)	None	Spencer Enterprises (50.0%)
James R. Barton Parkersburg, WV USA	Co-owner – Wincore Windows	Director	Director (Cornerstone Bank, Inc.)	N/A	(2)	None	Wincore Windows (33.3%) WV Potato Chip Co. (32%)

- (1) Ronald Blaine Spencer and Rhonda Margaret Rossetti each individually own 714 shares and 693 shares respectively, common stock of Cornerstone Financial Services, Inc. Additionally, Ronald Blaine Spencer and Rhonda Margaret Rossetti, in their capacities of Co-Trustees of Hugh K. Spencer Credit Trust and the Hugh K. Spencer Marital Trust A, jointly control the voting rights of 499 and 546, respectively.
- (2) Identified Director owns less than .5% of the authorized and outstanding common stock of Cornerstone Financial Services, Inc.