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. §§ 245(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b)(1) 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.

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, Lorraine L. Brisell
Name of the Holding Company Director and Official
President and Director
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
May 12, 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 3217537
C.I.

Date of Report: December 31, 2014
Month/Day/Year

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

N/A

FAO

Name

Title

304-873-3618
Area Code / Phone Number / Extension

304-873-2427
Area Code / FAX Number

Jsee@cornerstonebankwv.com
E-mail Address

N/A

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

10/2014
Report Item

1: The bank holding company does prepare an annual report for its shareholders. Three copies are enclosed.

2a: Organization Chart

[Diagram]

2b: Resubmitted via email on May 5, 2015.
### Data and Action

<table>
<thead>
<tr>
<th>Date Added</th>
<th>Branch Brand</th>
<th>Location</th>
<th>Status</th>
<th>Action</th>
<th>Date Effective</th>
<th>EOD</th>
<th>Job Code</th>
<th>Processing Unit</th>
<th>Result</th>
<th>Error Description</th>
</tr>
</thead>
</table>

*NEW* 4/9/99-9/30/99, office opening, and EOD columns were for reference only. Appraisals of these locations not requested.
## Report Item 3: Shareholders

### Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-13

<table>
<thead>
<tr>
<th>Name &amp; Address (City, State, County)</th>
<th>Country of Citizenship</th>
<th>Percentage of Ownership</th>
<th>Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Craig G. Phillips Belington, WV</td>
<td>USA</td>
<td>8.7% common stock</td>
<td>None</td>
</tr>
<tr>
<td>Rhonda M. Rossetti Bridgeport, WV 26330</td>
<td>USA</td>
<td>13.9% common stock</td>
<td>499 - 10.0% as co-trustee (with Ronald B. Spencer) of Hugh K. Spencer Credit Trust 546 - 10.9% as co-trustee (with Ronald B. Spencer) of Hugh K. Spencer Marital Trust A.</td>
</tr>
<tr>
<td>Eurdeen Spencer West Union, WV</td>
<td>USA</td>
<td>5.5% common stock</td>
<td></td>
</tr>
<tr>
<td>Ronald B. Spencer Smithburg, WV</td>
<td>USA</td>
<td>14.3% common stock</td>
<td>499 - 10.0% as co-trustee (with Rhonda M. Rossetti) of Hugh K. Spencer Credit Trust 546 - 10.9% as co-trustee (with Rhonda M. Rossetti) of Hugh K. Spencer Marital Trust A.</td>
</tr>
</tbody>
</table>

### 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

<table>
<thead>
<tr>
<th>Name &amp; Address (City, State, County)</th>
<th>Country of Citizenship</th>
<th>Percentage of Ownership</th>
<th>Securities</th>
</tr>
</thead>
</table>
### Report Item 4: Insiders

**Cornerstone Financial Services, Inc.**

**December 31, 2014**

<table>
<thead>
<tr>
<th>Names &amp; Address (City, State, Country)</th>
<th>Principal Occupation if other than with Bank Holding Company</th>
<th>Title &amp; Position with Bank Holding Company</th>
<th>Title &amp; Position with Subsidiaries (Include names of subsidiaries)</th>
<th>Title &amp; Position with Other Businesses (Include names of other businesses)</th>
<th>Percentage of voting shares in Bank Holding Company</th>
<th>Percentage of voting shares in subsidiaries (include names of subsidiaries)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ronald B. Spencer Smithburg, WV USA</td>
<td>President - Mid Atlantic of West Virginia</td>
<td>Director &amp; Chairman</td>
<td>Manager - Spencer Enterprises</td>
<td>35.2% - (1)</td>
<td>None</td>
<td>Spencer Enterprises (50.0%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>None</td>
<td>Mid Atlantic of West Virginia (37.5%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>None</td>
<td>Ron and Ronda LLC (50%)</td>
</tr>
<tr>
<td>Michael T. Hall Ellinboro, WV USA</td>
<td>President - Hall Drilling LLC</td>
<td>Director &amp; Vice President</td>
<td>President and Owner - Halls WV Welding</td>
<td>2.8%</td>
<td>None</td>
<td>Hall Drilling LLC (50%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>None</td>
<td>Halls WV Welding (100%)</td>
</tr>
<tr>
<td>Lorraine L. Brisell West Union, WV USA</td>
<td>N/A</td>
<td>Director &amp; President</td>
<td>President, CEO and Director</td>
<td>.6%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Rhonda M. Rossetti Bridgeport, WV USA</td>
<td>Retired</td>
<td>Director</td>
<td>Director (Cornerstone Bank, Inc.)</td>
<td>34.8% - (1)</td>
<td>None</td>
<td>Spencer Enterprises (50.0%)</td>
</tr>
<tr>
<td>James R. Burton Parkersburg, WV USA</td>
<td>Co-owner - Wincore Windows</td>
<td>Director</td>
<td>Director (Cornerstone Bank, Inc.)</td>
<td>(2)</td>
<td>None</td>
<td>Wincore Windows (33.3%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>None</td>
<td>WV Potato Chip Co. (32%)</td>
</tr>
</tbody>
</table>

(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.