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. §§ 246(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.

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, Mark A. Holmes
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, 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.

Mark A Holmes 4/20/15
Signature of Holding Company Director and Official

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 3347564
C.I.

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.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2014
Month / Day / Year
N/A

Reporters' Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters' Name, Street, and Mailing Address
CB Financial Corporation
3710 Nash St. N., P.O. Box 8189 (Mailing Address of the Holding Company)
Street / P.O. Box
Wilson 27896
Cty 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
thecornerstonebank.com
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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

10/2014
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 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>2895835</td>
<td>CORNERSTONE BANK</td>
<td>3710 NASH STREET NORTH</td>
<td>WILSON</td>
<td>NC</td>
<td>27886</td>
<td>WILSON</td>
<td>UNITED STATES</td>
<td>77672</td>
<td>0</td>
<td>CORNERSTONE BANK</td>
<td>2895835</td>
<td></td>
</tr>
</tbody>
</table>
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 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

Reconciliation and Verification Steps
1. In the Date 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.

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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.

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FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.
## Report Item 3: Shareholders

### Form FR Y-6
CB Financial Corporation
FYE December 31, 2014

<table>
<thead>
<tr>
<th>Current shareholders with ownership, control or holdings of 5% or more with power to vote as of FYE 12/31/2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)(a) Name &amp; Address</td>
</tr>
<tr>
<td>Windley Family Unity Partnership</td>
</tr>
</tbody>
</table>

### 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
<table>
<thead>
<tr>
<th>Name &amp; Address</th>
<th>Principal Occupation Other Than Holding Company</th>
<th>Title with Holding Company</th>
<th>Title with Subsidiaries</th>
<th>Title with Other Businesses</th>
<th>% of Voting Shares with Holding Company</th>
<th>% of Voting Shares with Subsidiaries</th>
<th>% of Voting Shares with All Privately Held Companies</th>
</tr>
</thead>
<tbody>
<tr>
<td>Gregory A. Turnage, Wilson, NC</td>
<td>Highway Contractor</td>
<td>Director</td>
<td>N/A</td>
<td>President and owner, PLT Construction, Inc.(50%), PLT Concrete Services, Inc.(50%), and PLT Utilities, Inc.(33%); Owner, T &amp; H Electric, Inc.(33%); Member, GRECO Development Co.(50%), LLC, Pinecrest Development Co.(23%), LLC, Pinecrest Holdings Co., LLC (20%), Partner TAG Development (20%); Partner, TPBCO, LLC (25%); Pinecrest Farm Holdings LLC (37%)</td>
<td>2.34%</td>
<td>0%</td>
<td>0%</td>
</tr>
<tr>
<td>Judy A. Mathred, Wilson, NC</td>
<td>Contractor &amp; Rental Properties</td>
<td>Assistant Secretary</td>
<td>N/A</td>
<td>Owner/Manager, JAM Properties, JAM Rentals, and JAM Investments (100%).</td>
<td>0.44%</td>
<td>7%</td>
<td>0%</td>
</tr>
<tr>
<td>David W. Phoebald, Wilson, NC</td>
<td>Lawyer</td>
<td>Secretary</td>
<td>N/A</td>
<td>Law Partner, Connor, Bunn, Rogerson &amp; Woodard, P.L.L.C (33%)</td>
<td>1.19%</td>
<td>0%</td>
<td>0%</td>
</tr>
<tr>
<td>John Charles Anthony Jr., Wilson, NC</td>
<td>CPA</td>
<td>Treasurer</td>
<td>N/A</td>
<td>Partner, Anthony, Moore &amp; Tabb, P.A. (CPAs) (33%)</td>
<td>0.33%</td>
<td>0%</td>
<td>0%</td>
</tr>
<tr>
<td>Robert E. Kirkland II, Wilson, NC</td>
<td>Auto Parts</td>
<td>Director</td>
<td>N/A</td>
<td>Owner/Manager, Barnes Motor &amp; Parts Co., Inc (33%)</td>
<td>0.06%</td>
<td>0%</td>
<td>0%</td>
</tr>
<tr>
<td>W. Coalter Paxton II, Wilson, NC</td>
<td>Warehousing</td>
<td>Director</td>
<td>N/A</td>
<td>President, Paxton Mini Storage, Inc. (50%) and PBS Storage, Inc. (50%); Manager, Pinecrest Bordered Storages, Inc. (50%); Partner, GRECO Development Co., LLC (50%); Pinecrest Development Co., LLC (37%) and Pinecrest Holdings Co., LLC (20%); Partner, TPBCO, LLC (25%); Pinecrest Farm Holdings LLC (37%)</td>
<td>0.37%</td>
<td>0%</td>
<td>0%</td>
</tr>
<tr>
<td>S. Christopher Williford, Wilson, NC</td>
<td>Mechanical Contracting</td>
<td>Director</td>
<td>N/A</td>
<td>President, Southern Pipeline Company, Inc. (25%)</td>
<td>0.58%</td>
<td>0%</td>
<td>0%</td>
</tr>
<tr>
<td>Mark A. Holmes, Wilson, NC</td>
<td>President &amp; CEO and Director</td>
<td>President &amp; CEO and Director</td>
<td>N/A</td>
<td>Owner/Manager, Barnes Motor &amp; Parts Co., Inc (50%)</td>
<td>0.60%</td>
<td>0%</td>
<td>0%</td>
</tr>
<tr>
<td>Windley Family Unity Partnership, Frankfort, NC</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>17.82%</td>
<td>0%</td>
<td>N/A</td>
</tr>
</tbody>
</table>