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FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
Page 1 of 2

Board of Governors of the Federal Reserve System



FRB RICHMOND 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):

December 31, 2014

Month / Day / Year

NA

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, Jim Engel

Name of the Holding Company Director and Official

President and Chief Executive Officer

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Aquesta Financial Holdings, Inc.

Legal Title of Holding Company

PO Box 700

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

Cornelius

NC

28031

City

State

Zip Code

19510 Jetton Road, Cornelius, NC 28031

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.

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:

Kristin Couch

CFO

Name

Title

704-439-4324

Area Code / Phone Number / Extension

704-439-1401

Area Code / FAX Number

kcouch@questabank.com

E-mail Address

www.questabank.com

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

Signature of Holding Company Director and Official

04/14/2015

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

C.I.

4566232

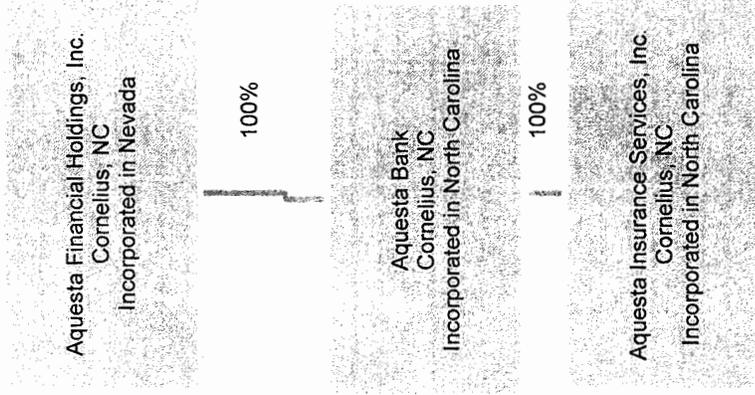
Does the reporter request confidential treatment for any portion of this submission?

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

Aquesta Financial Holdings, Inc.



Results: A list of branches for your holding company: AQUESTA FINANCIAL HOLDINGS, INC. (4566232) of CORNELIUS, NC.
The data are as of 12/31/2014. Data reflects information that was received and processed through 04/06/2015.

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.

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)	3446636	AQUESTA BANK	19510 JETTON ROAD	CORNELIUS	NC	28031	MECKLENBURG	UNITED STATES	445616	0	AQUESTA BANK	3446636	
OK		Full Service	4760254	DOWNTOWN CORNELIUS BRANCH	20121 NORTH MAIN STREET, SUITE A	CORNELIUS	NC	28031	MECKLENBURG	UNITED STATES	Not Required	Not Required	AQUESTA BANK	3446636	
OK		Full Service	4392507	DAVIDSON BRANCH	568 JETTON STREET, SUITE 100	DAVIDSON	NC	28036	MECKLENBURG	UNITED STATES	470785	1	AQUESTA BANK	3446636	
OK		Full Service	4760263	NORTHCROSS BRANCH	9906 KNOCKANDO LANE	HUNTERSVILLE	NC	28078	MECKLENBURG	UNITED STATES	Not Required	Not Required	AQUESTA BANK	3446636	
OK		Full Service	4392525	BRAWLEY SCHOOL ROAD BRANCH	1078 BRAWLEY SCHOOL ROAD	MOORESVILLE	NC	28117	IREDELL	UNITED STATES	521465	3	AQUESTA BANK	3446636	
OK		Full Service	4392516	WILLIAMSON ROAD BRANCH	837 WILLIAMSON ROAD	MOORESVILLE	NC	28117	IREDELL	UNITED STATES	502036	2	AQUESTA BANK	3446636	

FRY-6

Report Item 3: Security Holders

(1)(a)(b)(c) and (2)(a)(b)©

Certain security holdings with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending December 31, 2014:

<u>(1)(a) Name City, State, Country</u>	<u>(1)(b) County of Citizenship or Incorporation</u>	<u>Number of Each Class of Voting</u>	<u>(1)© Percentage of Each Class of Voting</u>
Jim Engel Cornelius, NC USA	USA	214,000	8.35% of Common Stock

Security holders not listed in 3(1)(a) through 3 (1)© that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ended December 31, 2014:

None

FRY-6

Report Item 4: Insiders

(1) (2) (3)(a)(b)Ⓞ and (4) (a)(b)Ⓞ

(1) Name City, State Country	(2) Principal Occupation if Other than Holding Co	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with subsidiaries (include name of subsidiaries)	(3)Ⓞ Title & Position with other businesses (include name of other businesses)	(4) (a) Percentage of Voting Shares in Holding Company	(4) (b) Percentage of Voting Shares in Subsidiaries (incl names of subs)	(4)Ⓞ List of names of other companies if 25% or more of voting securities are held (list names of cos and % of voting securities held)
Jim Engel Cornelius, NC USA	n/a	Director & President & CEO	Director - Aquesta Bank President & CEO - Aquesta Bank Director - Aquesta Insurance Services	n/a	8.35%	none	none
Paul Dougovito Marblehead, MA USA	Bank Consultant	Director	Director - AquestaBank	Home Loan Investment Bank - Director	2.66%	none	none
Brian Fletcher Mooreville, NC USA	Private Investor	Director	Director - Aquesta Insurance Services	Abaci Capital Adviors LLC - Manager Fletcher Investment Group - Manager Troutman Gateway LLC - Manager Abaci CP I Advisors LLC - Manager	0.31%	none	Abaci Capital Adviors LLC - 25% Fletcher Investment Group - 100% Troutman Gateway LLC - 25% Abaci CP I Advisors LLC - 25%
Charles Knox Cornelius, NC USA	Commercial Real Estate Broker & Developer	Director	Director - AquestaBank	Knox Group, Inc. - President Knox Group Industrial #2, LLC - Member/Manager A.I. Industrial Properties, LLC - Member/Manager KCK South Main, LLC - Member/Manager KM-PPK, LLC - Member/Manager Fox Partners, LLC - Member/Manager	0.47%	none	Knox Group, Inc. - 100% Knox Group Industrial #2, LLC - 40% KM-PPK, LLC - 50% 1213 West Morehead Street, LLC - 33.3%
Ginger Griffin Cornelius, NC USA	Marketing Firm Owner	Director	Director - Aquesta Insurance Services	Ginger Griffin Marketing & Design - Owner	1.69%	none	Ginger Griffin Marketing & Design - 100%
Craig Larsen Mooreville, NC USA	Owner Anti-Aging Center	Director (Chairman)	Director - Aquesta Bank	Revita Holdings LLC - CEO	0.56%	none	Revita Holdings LLC - 100%
Jim Borders Cornelius, NC USA	Owner AC Controls Co.	Director (Vice Chairman)	Director - Aquesta Insurance Services	AC Controls Co. - President JB Associates - Partner JBSB Holding - Partner Borders Real Propoerties - Partner JQF Properties - Partner	0.94%	none	AC Controls Co. - 50% JB Associates - 100% JBSB Holding - 100% Borders Real Propoerties - 100% JQF Properties - 100%
Kristin Couch Mooreville, NC USA	n/a	Vice President & Secretary	CFO and Director of HR - Aquesta Bank	n/a	0.13%	none	none