

CedarStone Bank
900 West Main Street
Lebanon, Tennessee 37087

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held May 17, 2011

Notice is hereby given that the 2011 Annual Meeting of Shareholders of CedarStone Bank will be held on Tuesday, May 17, 2011, at 1:00 p.m. Central Daylight Time, at CedarStone Bank, located at 900 West Main Street, Lebanon, Tennessee, for the following purposes:

1. To elect the eight directors named in the accompanying proxy statement to serve until the 2012 Annual Meeting of Shareholders;
2. To ratify the appointment of Rayburn, Bates & Fitzgerald, PC as CedarStone Bank's independent accountants and auditors for fiscal year 2011;
3. To approve an advisory proposal on executive compensation; and
4. To transact such other business as may properly come before the meeting or any adjournment thereof.

Shareholders of record at the close of business on April 1, 2011 are entitled to notice of and to vote at the Annual Meeting of Shareholders and any adjournment or postponement of the Annual Meeting of Shareholders.

Whether you expect to attend the meeting or not, please mark, sign, date, and return the enclosed proxy as promptly as possible in the enclosed postage paid envelope. In the event you attend the meeting, you may revoke your proxy at any time before balloting and vote your shares in person.

By Order of the Board of Directors

/s/Francis G. Moscardelli
Francis G. Moscardelli, Secretary

April 28, 2011

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CedarStone Bank
900 West Main Street
Lebanon, Tennessee 37087

PROXY STATEMENT FOR ANNUAL MEETING OF SHAREHOLDERS

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON MAY 17, 2011: THE COMPANY'S PROXY STATEMENT IS AVAILABLE AT WWW.CEDARSTONEBANK.COM/INVESTOR.HTM.

YOU CAN CONTACT US AT (615) 443-1411 TO REQUEST DIRECTIONS TO THE LOCATION OF THE ANNUAL MEETING OF SHAREHOLDERS SO THAT YOU MAY ATTEND THE MEETING AND VOTE IN PERSON.

INTRODUCTION

This Proxy Statement and accompanying proxy are being furnished to shareholders of CedarStone Bank in connection with the solicitation of proxies by its Board of Directors to be used at the 2011 Annual Meeting of Shareholders (the "Annual Meeting"). Your vote is very important. For this reason, the Board of Directors is requesting that, if you are not able to attend the Annual Meeting, you allow your common stock to be represented at the Annual Meeting by the proxies named in the enclosed proxy card. This proxy statement, notice of annual meeting and proxy will be mailed to all shareholders on or about April 28, 2011.

CedarStone Bank is a Tennessee chartered bank, headquartered in Lebanon, Tennessee. We have tried to make this proxy statement simple and easy to understand. The Securities and Exchange Commission ("SEC") and the Federal Deposit Insurance Corporation ("FDIC") encourage companies to use "plain English" and we will always try to communicate with you clearly and effectively. We will refer to CedarStone Bank throughout as "we," "us," the "bank," the "Company" or "CedarStone."

Questions and Answers About the Annual Meeting

Q: When is the Annual Meeting?

A: Tuesday, May 17, 2011 at 1:00 p.m. Central Daylight Time.

Q: Where will the Annual Meeting be held?

A: CedarStone Bank located at 900 West Main Street, Lebanon, Tennessee.

Q: What items will be voted upon at the Annual Meeting?

A: You will be voting on the following matters:

1. Election of the eight nominees for directors named in this proxy statement to serve until the 2012 Annual Meeting of Shareholders;

2. Ratification of the appointment of Rayburn, Bates & Fitzgerald, PC as the bank's independent accountants and auditors for fiscal year 2011;
3. To approve an advisory proposal on executive compensation; and
4. Transaction of such other business as may properly come before the meeting or any adjournment thereof.

Q: *Who can vote?*

A: You are entitled to vote your common stock at the Annual Meeting if our records show that you held your shares as of the close of business on April 1, 2011 (the "Record Date"). Each shareholder is entitled to one vote for each share of common stock held on the Record Date. On the Record Date, there were 1,280,776 shares of common stock outstanding and entitled to vote. The common stock is our only class of outstanding voting securities.

Q: *How do I vote by proxy?*

A: If you sign, date and return your signed proxy card before the Annual Meeting, we will vote your shares as you direct. For the election of directors, you may vote for (1) all of the nominees, (2) none of the nominees, or (3) all of the nominees except those you designate. For the ratification of the bank's auditors and for the advisory proposal on executive compensation, you may vote "for" or "against" or you may "abstain" from voting.

If you return your signed proxy card but do not specify how you want to vote your shares, we will vote them "**for**" the election of the nominees for directors, "**for**" the ratification of Rayburn, Bates & Fitzgerald, PC as the bank's auditors and "**for**" the advisory proposal on executive compensation.

The Board of Directors knows of no other business to be presented at the Annual Meeting. If any matters other than those set forth above are properly brought before the Annual Meeting, the individuals named in your proxy card may vote your shares in accordance with their best judgment.

Q: *How do I change or revoke my proxy?*

A: You can change or revoke your proxy at any time before it is voted at the Annual Meeting by:

1. submitting another proxy with a more recent date than that of the proxy first given; or
2. sending written notice of revocation to our corporate secretary, Francis G. Moscardelli, c/o CedarStone Bank, P.O. Box 724, Lebanon, Tennessee 37088; or
3. attending the Annual Meeting and voting in person, although attending the meeting will not by itself revoke your previously granted proxy.

Q: *If I plan to attend the Annual Meeting, should I still vote by proxy?*

A: Yes. Casting your vote in advance does not affect your right to attend the Annual Meeting. Written ballots will be available at the Annual Meeting for shareholders of record. If you send in your proxy card and also attend the meeting, you do not need to vote again at the meeting unless you want to change your vote.

Q: *How many votes are required?*

A: If a quorum is present at the Annual Meeting, the director nominees will be elected by a plurality of the votes cast in person or by proxy at the meeting, and the ratification of the independent auditors, the advisory proposal on executive compensation and any other matters submitted to the shareholders will require the affirmative vote of a majority of the votes cast in person or by proxy at the meeting. Our shareholders do not have cumulative voting rights with respect to the election of directors.

Q: *What constitutes a “quorum” for the Annual Meeting?*

A: A majority of the issued and outstanding shares of common stock, present or represented by proxy, constitutes a quorum. A quorum is necessary to conduct business at the Annual Meeting. You are part of the quorum if you have voted by proxy. As of the Record Date, there were 1,280,776 shares of common stock issued and outstanding, so 640,389 shares are necessary to constitute a quorum.

Q: *What is the effect of abstentions and broker non-votes?*

A: Abstentions and broker non-votes will be treated as present for purposes of determining a quorum but as unvoted shares for purposes of determining the approval of any matter submitted to the shareholders for a vote.

Q: *Who pays for the solicitation of proxies?*

A: The bank’s Board of Directors is making this solicitation of proxies on our behalf. The bank will pay the cost of preparing, printing and mailing material in connection with this solicitation of proxies. In addition to solicitation by use of the mails, proxies may be solicited personally or by telephone, facsimile, or electronic mail by officers, directors, and employees of the bank, who will receive no additional compensation for such activities. Arrangements will also be made with brokerage houses and other custodians, nominees, and fiduciaries to forward solicitation materials to the beneficial owners of shares held of record by such persons. Such brokerage houses and other custodians, nominees, and fiduciaries will be reimbursed for their reasonable expenses incurred in such connection.

Q: *When are shareholder proposals for next year's annual meeting due?*

A: If you want to present a proposal to be considered for inclusion in the proxy materials solicited by the directors for the annual meeting in 2012, it must be received by the bank no later than December 30, 2011. In addition, if we are not notified of a shareholder proposal by March 14, 2012, then the proxies held by our management may provide the discretion to vote against such shareholder proposal, even though the proposal is not discussed in our proxy materials sent in connection with the 2012 annual

meeting of shareholders. Shareholder proposals should be mailed to the Secretary of the bank at P.O. Box 724, Lebanon, Tennessee 37088. The use of certified mail, return receipt requested, is advised. To be eligible for inclusion, a proposal must comply with Rule 14a-8 and all other applicable provisions of Regulation 14A under the Securities Exchange Act of 1934.

Proposal 1 - Election of Directors

The Board of Directors consists of eight individuals. Directors serve one-year terms, or until their successors are elected. The Board has nominated the following eight persons to serve as directors until the 2012 Annual Meeting of Shareholders: Kevin D. Bay, Jacqueline W. Cowden, Robert L. McDonald, Francis G. Moscardelli, Donald E. Moser, Bancroft O'Quinn, Jr., Nelson Steed, and Paul B. Vantrease, Jr. We do not anticipate that any of these nominees will be unavailable for election but, if such a situation arises, the proxy will be voted in accordance with the best judgment of the named proxies unless you have directed otherwise. All of the current directors and nominees have served as directors of the bank since the bank was formed in 2004. Assuming a quorum is present, the election of directors requires a plurality of the votes cast by the shares of common stock entitled to vote in the election of directors.

Information about the individuals nominated as directors and the remaining members of the Board of Directors is provided below. Shares of common stock represented by proxy cards returned to us will be voted for the nominees listed below unless you specify otherwise.

NOMINEES FOR ELECTION (Terms Expiring 2012)

<u>Name</u>	<u>Age</u>	<u>Position Held with the Bank</u>	<u>Director Since</u>
Kevin D. Bay	49	Director	2004
Jacqueline W. Cowden	55	Director	2004
Robert L. McDonald	50	Director and President and Chief Executive Officer	2004
Francis G. Moscardelli	69	Director	2004
Donald E. Moser	77	Director	2004
Bancroft O'Quinn, Jr.	56	Director	2004
Nelson Steed	60	Director and Chairman of the Board	2004
Paul B. Vantrease, Jr.	57	Director	2004

Set forth below is a summary of the business experience of the bank's directors during the past five years:

Kevin D. Bay - Director - Kevin D. Bay, age 49, is a member of the Board of Directors of CedarStone Bank. Mr. Bay is President of Operations of Bay's Southern Bread, Inc. and is the Chief Manager of Specialty Breads, LLC, in Lebanon, Tennessee; two corporations with which he has been employed for several years including the five year period discussed in Item 401 of Regulation S-K. In this capacity, he has helped to expand that company and significantly increase its production. Mr. Bay is active in the Wilson County Tennessee community, serving

on the board of the Lebanon/Wilson County Chamber of Commerce and is a supporter of the Boy Scouts of America and Friendship Christian School. He is also actively involved in Ducks Unlimited and the National Wild Turkey Federation. Mr. Bay was born in Nashville in 1961 and moved to Wilson County in 1971. He graduated from Mt. Juliet High School and attended Middle Tennessee State University.

Jacqueline W. Cowden - Director - Jacqueline West Cowden, age 55, is a member of the Board of Directors of CedarStone Bank. Ms. Cowden has been a business leader in the Wilson County community since joining her family's business in April 1987. She graduated from Vanderbilt University in 1977 and received her Master's degree in 1995 from Cumberland University. She is the Chief Executive Officer and co-chairman of the board of directors for Custom Packaging Inc., a corrugated manufacturing business in Lebanon, Tennessee. Ms. Cowden has been employed with Custom Packaging Inc. for several years including the five year period discussed in Item 401 of Regulation S-K. Ms. Cowden currently serves on the Board of Trust of Cumberland University and is a member of the Finance, Audit and Executive Committees. Ms. Cowden started the United Way of Wilson County Alexis de Tocqueville Society and is a member of the Regional Development Committee of the Monroe Carroll Vanderbilt Children's Hospital. Ms. Cowden has been commended for her leadership receiving the Lebanon Chamber of Commerce' "Industrialist of the Year" Award (1996), the "Distinguished Alumnus" Award (Cumberland University, 2001), and as a *Nashville Business Journal* "Woman of Influence" as a Corporate Executive in 2010 and is a member of the 2010-2011 Leadership of Middle Tennessee class.

Robert L. McDonald - Director/President/CEO - Robert L. McDonald, age 50, is the President, Chief Executive Officer, and a member of the Board of Directors of CedarStone Bank. Mr. McDonald has been employed by CedarStone Bank for the five year period discussed in Item 401 of Regulation S-K. With a background in government and hospitality, he began his banking career in Nashville in 1985. Mr. McDonald was named Community President of SunTrust Bank in Wilson County in June 1995. His local activities include: past board member and committee chair for the Mt. Juliet/Wilson County Chamber of Commerce; past president and board member of the Wilson County Community Help Center; past president and board member of the United Way of Wilson County; past president and board member of the Wilson County Chapter of the American Heart Association; past chairman and board member of the Lebanon/Wilson County Chamber of Commerce; board member of Wilson County Promotions, Inc. (Sponsor of the Wilson County Fair); member of Lebanon Noon Rotary Club; recipient of the 2001 Wilsonian of the Year Award, presented by the Mt. Juliet/West Wilson Chamber of Commerce; recipient of the 2004 Business Person of the Year Award, presented by the Lebanon/Wilson County Chamber of Commerce; and member of the Board of Trust of Cumberland University, currently serving as Chair of the Finance Committee, Development Committee and Chair of the Investment Committee. He graduated from Goodpasture Christian School in 1979 and the University of Tennessee in 1983, with a BA in Economics.

Francis G. Moscardelli - Director - Francis G. Moscardelli, age 69, is a member of the Board of Directors of CedarStone Bank. Mr. Moscardelli has over thirty years of business experience in Lebanon, Tennessee, and the surrounding communities. He was employed by the Rock-Tenn Company from 1969-1999, serving as a General Manager of the Lebanon, Tennessee, Folding Carton Plant from 1972-1994, and the Product Manager of the Flexo Division from 1994-1999. In 1999, Mr. Moscardelli left Rock-Tenn to start his own company, PFP, LLC, where he has been employed for the five year period discussed in Item 401 of Regulation S-K and is currently an owner and the managing partner. Mr. Moscardelli is also a

former member of the Community Board of Directors of SunTrust Bank in Wilson County. He is very active in the Lebanon/Wilson County community, having served in many positions: former member and past president of the Lebanon Noon Rotary Club; former board member and chairman of the board (during the construction phase and opening of the hospital) of the University Medical Center; the first campaign chairman and former board member of the United Way of Wilson County; and a current member of the Board of Trust of Cumberland University and previously serving on the Executive Committee and was Chairman of the Finance Committee. Mr. Moscardelli was the first recipient of the "Industrialist of the Year" Award (1991) presented by the Wilson County Chamber of Commerce. He is also a member of the St. Frances Cabrini Catholic Church, Lebanon, Tennessee, a former member and three term president of the St. Frances Parish Council, a youth leader for nine years, and currently a Eucharistic minister and lector. Mr. Moscardelli graduated from the University of Georgia in 1965, with a BA in Political Science.

Donald E. Moser - Director - Donald E. Moser, age 77, is a member of the Board of Directors of CedarStone Bank. Mr. Moser's career in banking spans over 40 years, all centered in Middle Tennessee. Currently, he is the Chairman of Peoples Bank of Bedford County, in Shelbyville, Tennessee, and has served as such for the entirety of the five year period discussed in Item 401 of Regulation S-K. He previously served on the SunTrust Board of Directors for Lebanon and Murfreesboro, Tennessee, and served as a Regional President for SunTrust Bank in Murfreesboro. Mr. Moser has also been on the boards of both the Tennessee Bankers Association and the Tennessee Independent Bankers Association. He has been involved with the Rutherford County Chamber of Commerce, the Middle Tennessee State University Foundation, the Middle Tennessee Medical Center Foundation, the Lions Club of Murfreesboro, and the Middle Tennessee State University Blue Raider Association. He has also served on the Board of Directors for the Murfreesboro Pension Committee and as the Chairman of the Board of Directors of the Murfreesboro Water and Sewer Department.

Bancroft O'Quinn, Jr. - Director - Bancroft O'Quinn, Jr., age 56, is a member of the Board of Directors of CedarStone Bank. Dr. O'Quinn is a medical doctor who has been in private practice in Lebanon, Tennessee, since 1987. He received the A.B. degree in Biology and a Certificate in Science in Human Affairs from Princeton University in 1976 and the M.D. degree from Washington University in St. Louis, Missouri. Dr. O'Quinn did his post graduate training at Barnes Hospital and the Jewish Hospital of St. Louis, Washington University, in Otolaryngology / Head and Neck Surgery. He practices Ear, Nose and Throat, Allergy, and Sleep Medicine; and has been Medical Director for Cumberland Sleep Consultants, a private sleep lab in Lebanon, Tennessee since 2004. Dr. O'Quinn is President of Cadbury Properties, Inc., a general construction / real estate investment company that he founded in 1997. He has been a member of Real Estate Investors of Nashville (REIN) since 1999.

Nelson Steed - Director/Chairman - Nelson Steed, age 60, is a member of the Board of Directors of CedarStone Bank. Mr. Steed enlisted in the Tennessee Army National Guard in 1971, and was commissioned in 1976 as a Second Lieutenant. He has served at many levels in the National Guard, including Company and Battalion Commander, Deputy Chief of Staff at State Headquarters, retiring in 2006 with the rank of Colonel. In 1971, Mr. Steed and his brother co-founded Steed Brothers Contractors, LLP, a construction services company in Lebanon. Mr. Steed also served on the Community Board of Directors of SunTrust Bank in Lebanon, Tennessee. He has an on-going farming operation with his son and son-in-law. Mr. Steed is a charter board member and vice president of Wilson County Promotions, Inc. (Sponsor of the Wilson County Fair), and Chairman of the Joint Economic and Community Development Board

of Wilson County. He is a charter member of the Lebanon Breakfast Rotary Club and the Chairman of the Lebanon Board of Zoning Appeals. Mr. Steed is also a past president of the Lebanon/Wilson County Chamber of Commerce. Mr. Steed is a lifelong resident of Wilson County. He graduated from Lebanon High School in 1968, and graduated from Cumberland University in 1988, with a Bachelor of Business Administration Degree, with Highest Honors.

Paul B. Vantrease, Jr. - Director - Paul B. Vantrease, Jr., age 57, is a member of the Board of Directors of CedarStone Bank. Mr. Vantrease is a partner in the accounting firm of Dempsey, Vantrease and Follis. He has been a partner with the firm and its predecessor since 1983. His professional designations include being a Certified Public Accountant (CPA), Personal Financial Specialist, and a member of the American Institute of Certified Public Accountants and the Tennessee Society of Certified Public Accountants. His community activities include membership to the Lebanon Breakfast Rotary Club, participation with Junior Achievement, Lebanon High School Booster club, and past-president of the Cumberland University Alumni Association. He is also presently serving as the Treasurer of First United Methodist Church in Lebanon, Tennessee. Mr. Vantrease received his associates degree from Cumberland University and his BS from Tennessee Technological University.

The Company does not have a formal policy with regard to the consideration of diversity in identifying nominees to serve on the Company's Board of Directors. CedarStone Bank was organized under sound business principles in regard to selecting and maintaining a competent and diverse Board of Directors to oversee the operations of the Company. The original Board was carefully selected based on background, experience in business and other related activities, special skills and talent.

The Company has maintained the original Board members since inception. Each Board member brings to the Board unique qualities that complement each other with business backgrounds ranging from manufacturing to accounting and to commercial construction. The original Board members are actively involved in the Company's operations and no additional Board members have been added in the company's seven years of operation. These qualities are highlighted in the "Director's Biographies" section of this proxy statement.

The Company's Board has developed and implemented proven procedures with respect to matters such as director qualifications, director nominations, Board compensation, director meetings, Board committees and other significant matters as related to operation of the Company. When Board nominees are considered in the future, the Company will continue to be very diligent in the nominating process and will consider additions to the Board based on the same principles noted above. Maintaining a diverse board is vital in adhering to "best practices" as to corporate governance.

The Board of Directors of the Bank unanimously recommends a vote "FOR" the election of each of the nominees listed above.

Information about the Board of Directors

Role of the Board

Pursuant to Tennessee law, the bank's business, property and affairs are managed under the direction of our Board of Directors. The Board has responsibility for establishing broad corporate policies and for the overall performance and direction of the bank, but is not involved

in day-to-day operations. Members of the Board keep informed of our business by participating in Board and committee meetings, by reviewing analyses and reports sent to them regularly, and through discussions with our executive officers.

Board Structure and Role in Risk Oversight

The bank's bylaws provide that the Board of Directors shall consist of no fewer than five nor more than twenty-five members. The Board is currently composed of eight members. The directors hold office for terms of one year.

The Board has concluded that the positions of Chief Executive Officer and Chairman of the Board should be held by different persons. The Board believes this leadership structure has enhanced the Board's independence from the Company's management.

The Bank will manage all identified risks. Risk policies as part of the overall risk program include Security, Information Technology Security, Vendor Management, Business Continuity Plan, Loan Policy, Asset Liability Management Policy, Liquidity Policy as well as several others that have been carefully developed and are reviewed annually. There are four committees within the Board of Directors and each committee is responsible for the oversight of its applicable policies and the implementation thereof. These committees are the Executive Committee, Loan Committee, Asset/Liability Management Committee and Audit Committee. Committees meet at least quarterly and receive a thorough report from management concerning their prescribed areas of risk oversight. Each committee then reports the results of its meetings to the full Board of Directors. Due to this tiered level of management and reporting, the Board of Directors is able to provide substantial oversight of risk within each area of the Bank efficiently and effectively.

2010 Board and Committee Meetings

During 2010, the bank's Board of Directors held 12 regular meetings and one special meeting, the Executive Committee held four regular meetings and one special meeting, the Loan Committee held 12 meetings, the Audit Committee held four regular meetings and one special meeting, and the Asset/Liability Management Committee held four meetings. All directors, with the exception of one, attended at least 75% of the combined total of all Board meetings and all meetings of the committee(s) on which he or she served in 2010. Dr. Bancroft O'Quinn was present for 67% of the combined total of all Board meetings and all meetings of the committees on which he served in 2010. All directors are expected to attend the annual meeting and their attendance is recorded in the minutes. All of our directors attended the 2010 annual meeting of shareholders.

Board Committees

The Board has four standing committees: the Executive Committee, the Loan Committee, the Audit Committee, and the Asset/Liability Management Committee.

Executive Committee. The Executive Committee consists of Robert McDonald, Nelson Steed, and Jacqueline Cowden. The Executive Committee has such powers as may be assigned to it by the Board of Directors from time to time. Its primary functions are to preview the agenda for the upcoming Board meeting and the general oversight of the operations of the bank.

Loan Committee. The Loan Committee consists of Nelson Steed, Bancroft O'Quinn, M.D., Kevin Bay, Robert McDonald, and Hank Stuart (the Senior Credit Officer of the bank who is not a director). The Loan Committee has the authority and responsibility to insure that the bank's loan policy is followed. Members also serve as the bank's Credit Committee approving all loans over certain dollar limits.

Audit Committee. The Audit Committee consists of Paul B. Vantrease, Jr., Francis G. Moscardelli, and Bancroft O'Quinn, M.D. The Audit Committee has the authority and responsibility to ensure the accuracy and reliability of the bank's financial statements; adequate internal controls and operating procedures; and compliance with all laws, regulations, and policies. Paul B. Vantrease, Jr., is designated as the "Audit Committee Financial Expert," as defined in Item 407(d)(5) of Regulation S-K and meets the independence standards required for audit committee members as defined in the NASDAQ listing requirements. The committee has the authority to engage legal counsel or other experts or consultants as it deems appropriate to carry out its responsibilities.

Asset/Liability Management Committee. The Asset/Liability Management Committee consists of Kevin Bay, Jacqueline Cowden, Don Moser, Paul B. Vantrease, Jr., and Robert McDonald. This Committee is responsible for managing assets and liabilities to provide a satisfactory, consistent level of profitability within the framework of established liquidity, loan, investment, borrowing, and capital policies.

Other Directorships and Family Relationships

No director of the bank currently serves or has served within the past five years as a director of any other public company. We are not aware of any family relationships between any of our directors and executive officers.

Nominations for Directorships

The bank currently has no standing nominating committee because of the long tenure of the current directors, because a majority of the members of the Board are independent and because the bank has determined that the entire Board of Directors itself adequately serves the function of a nominating committee.

The Board had determined that all of the directors, other than Mr. McDonald, are independent under the NASDAQ listing requirements. Vacancies on the Board may be filled by a majority of the remaining directors.

With respect to the nominating process, the Board discusses and evaluates possible candidates in detail. The Board selects new nominees for the position of an independent director based on the following criteria:

- Personal qualities and characteristics, experience, accomplishments and reputation in the business community.
- Current knowledge and contacts in Lebanon, Wilson County Tennessee and Nashville, Davidson County Tennessee, and in the banking industry or other industries relevant to the bank's business.
- Diversity of viewpoints, background, experience and other demographics.

- Ability and willingness to commit adequate time to Board and committee matters.
- The fit of the individual's skills and personality with those of other directors and potential directors in building a Board that is effective and responsive to its duties and responsibilities.

The Board does not set specific, minimum qualifications that nominees must meet in order for the Board to select them as nominees, but rather believes that each nominee should be evaluated based on his or her individual merits, taking into account the needs of the bank and the composition of the Board of Directors.

Once a candidate is identified whom the Board wants seriously to consider and move toward nomination, the Chairman of the Board, the Chief Executive Officer and/or other directors will enter into a discussion with that nominee.

Shareholder Nominations of Directors

The Board will consider nominees recommended by shareholders, and any such nominee is given appropriate consideration in the same manner as other nominees using the same criteria described above and considering the additional information referred to below. Shareholders who wish to submit nominees for director for consideration by the Board for election may do so by submitting in writing such nominees' names in compliance with the procedures described below, to the Chairman of the Board, in care of the Corporate Secretary. A shareholder's nomination must contain:

- A statement that the writer is a shareholder and is proposing a candidate for consideration by the Board;
- The name of and contact information for the candidate;
- A statement of the candidate's business and educational experience;
- Information regarding each of the factors listed above, sufficient to enable the Board to evaluate the candidate;
- A statement detailing any relationship or understanding between the proposing shareholder and the candidate;
- A statement that the candidate is willing to be considered and willing to serve as a director if nominated and elected; and
- A statement of the number of shares of the bank's common stock that the nominating shareholder holds of record or in which the shareholder has a beneficial interest and the number of such shares that have been held for more than one year.

The bank does not pay a fee to any third party to identify or evaluate or assist in the identification or evaluation of potential nominees to its Board.

Shareholder Communication with the Board of Directors

Shareholders desiring to communicate with our Board of Directors on matters other than director nominations should submit their communication in writing to the Chairman of the Board

of Directors, c/o Corporate Secretary, CedarStone Bank, P.O. Box 724, Lebanon, Tennessee 37088 and identify themselves as a shareholder. The Corporate Secretary will forward all such communication to the Chairman of the Board for a determination as to how to proceed.

**Proposal 2 - Ratification of the Appointment of Rayburn, Bates & Fitzgerald, PC
as the Bank's Independent Accountants and Auditors for Fiscal Year 2011**

The Board of Directors has confirmed the appointment by the audit committee of Rayburn, Bates & Fitzgerald, PC as the bank's independent accountants and auditors for fiscal year 2011. Rayburn, Bates & Fitzgerald, PC has served as our independent accountants and auditors since the bank's organization in 2004.

Representatives of Rayburn, Bates & Fitzgerald, PC will be present at the Annual Meeting, will have the opportunity to make a statement if they desire to do so, and will be available to respond to appropriate questions.

Assuming a quorum is present, a majority of the votes cast at the Annual Meeting is required to ratify the appointment of Rayburn, Bates & Fitzgerald, PC as the bank's independent accountants and auditors for fiscal year 2011.

Audit Fees

The aggregate fees billed by Rayburn, Bates & Fitzgerald, PC for the audit of our annual financial statements, included in our Form 10-K for the fiscal years 2010 and 2009, and the reviews of the financial statements included in our Forms 10-Q for fiscal years 2010 and 2009 were \$63,083 and \$57,406, respectively.

Audit-Related Fees

All fees billed by Rayburn, Bates & Fitzgerald, PC for professional services rendered in fiscal years 2010 and 2009 for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements are reported under the Audit Fees section above.

Tax Fees

The aggregate fees billed by Rayburn, Bates & Fitzgerald, PC for the compliance, tax advice and tax planning services in fiscal years 2010 and 2009 were \$3,750 and \$3,600, respectively. These services included the preparation of the Federal Corporate Income Tax Return and the State of Tennessee Franchise and Excise Tax Return for 2009 and 2008.

All Other Fees

Rayburn, Bates & Fitzgerald, PC performed an agreed upon procedures service that was required by the Federal Home Loan Bank for collateral verification purposes. The total fees for this engagement were \$6,000 in 2010.

The Audit Committee has adopted pre-approval policies and procedures for audit and non-audit services to be performed by Rayburn, Bates & Fitzgerald, PC as the registered public accounting firm that performs the audit of our consolidated financial statements that are filed

with the FDIC. Subject to de minimis amounts, all services by Rayburn, Bates & Fitzgerald, PC must be pre-approved by the Audit Committee.

The Audit Committee approved all of the above services to be performed by Rayburn, Bates & Fitzgerald, PC for 2010 and 2009.

The Board of Directors unanimously recommends voting “FOR” ratification of the appointment of Rayburn, Bates & Fitzgerald, PC as the bank's independent accountants and auditors for fiscal year 2011.

Proposal 3 – Advisory Proposal on Executive Compensation

Section 111(e) of the Emergency Economic Stabilization Act, as amended by the American Recovery and Reinvestment Act of 2009, requires that any participant in the Troubled Asset Relief Program (TARP) include in its proxy statement a non-binding shareholder advisory vote on the compensation of its named executive officers, as that compensation is disclosed in the proxy statement pursuant to the compensation disclosure rules of the SEC. As a participant in TARP, we are including the resolution set forth below for a non-binding advisory vote by our shareholders in compliance with Section 111(e). This advisory vote, commonly known as a “say on pay” proposal, gives our shareholders the opportunity to endorse or not endorse our executive pay program through the following resolution:

“RESOLVED, that the holders of the common stock of CedarStone Bank (“Company”) approve the compensation of the Company’s executive officers named in the Summary Compensation Table of the Company’s proxy statement for the 2011 annual meeting of shareholders, including the executive compensation tables and the related disclosure contained in the proxy statement.”

Because your vote is advisory, it will not be binding upon the Board of Directors. However, the Executive Committee will take into account the outcome of the vote when considering future executive compensation arrangements.

The Board of Directors unanimously recommends voting “FOR” the advisory proposal on executive compensation.

Executive Officers

The bank has the following executive officers in addition to Mr. McDonald (whose business experience and background is detailed in Proposal 1. Election of Directors):

<u>Name</u>	<u>Age</u>	<u>Position Held With the Bank</u>
Kenneth K. Mattox	55	Senior Vice President, Chief Financial Officer
William H. Stuart	51	Executive Vice President, Senior Credit Officer
Tina M. Winfree	37	Senior Vice President, Operations Manager

Kenneth K. Mattox – Senior Vice President/CFO – Kenneth K. Mattox, age 55, is a graduate of Austin Peay State University. Before joining CedarStone Bank in February of 2005, he served as Executive Vice President and Chief Financial Officer of PrimeTrust Bank, Nashville, Tennessee from 2001 – January of 2005. His responsibilities included but were not limited to all duties of the CFO area and operations, financial reporting, general accounting, regulatory filings, strategic planning and budgeting, Asset/Liability Management Committee, Investment Committee participation, attending Audit Committee, Security Officer, and Bank Secrecy Act Officer. Prior to that position, Mr. Mattox was Audit Manager for Williams, Crosslin, Sparks, & Vaden, P.C., CPAs, Nashville, Tennessee. From 1977 until June 1995, he was with Third National Corporation, Nashville. For several years during that time he served as Vice President and Assistant Controller. Mr. Mattox is a Certified Public Accountant and a member of the American Institute of CPAs, Tennessee Society of CPAs, and the Institute of Management Accountants.

William H. (Hank) Stuart - Executive Vice President/Senior Credit Officer - William H. (Hank) Stuart, age 51, is a graduate of Auburn University. From October 1997, until May 2003, Mr. Stuart was the Chief Financial Officer of Digital Technologies Group, Inc. He was responsible for new equity funding, strategic planning, bank and audit relations, budgeting, capital planning, cash management, contract negotiations, facilities management, internal controls, and administrative services. Prior to that position, Mr. Stuart was with SunTrust Bank in numerous capacities. He was Relationship Management/Commercial Team Leader and Group Vice President. He was responsible for growth, asset quality, and management of a diversified loan portfolio. Mr. Stuart is experienced in managing commercial and professional banking relationships, and is a proven performer in managing teams of lenders and consistently exceeded personal and team goals. Mr. Stuart is an exceptional credit underwriter with strong analytical skills, and documented success in all areas of credit administration. Mr. Stuart's community involvement includes Boy Scouts, Fellowship of Christian Athletes, Sara Lee Classic, Project Pencil, and various Chamber programs.

Tina M. Winfree – Senior Vice President, Operations Manager – Tina M. Winfree, age 37, is a magna cum laude graduate of David Lipscomb University with a Bachelor of Science Degree in Finance and Economics. She graduated as Valedictorian of Lebanon High School. Ms. Winfree left her previous job as Deposit Operations Manager at Bank of the South in Mt. Juliet, Tennessee, in 2003 to join Mr. McDonald in the organization of CedarStone Bank. Ms. Winfree, a resident of Lebanon, has more than ten years of banking and accounting experience. She was an accounting manager at the regional accounting office of The Kroger Company and also worked for many years at Wilson Bank & Trust in the accounting and bookkeeping departments. Ms. Winfree is an active volunteer for the American Cancer Society and the ACS Relay for Life.

Code of Ethics

The bank requires that each of its employees, executive officers and directors maintain high ethical standards. As such, we have adopted our Code of Conduct and Ethics applicable to these individuals. This code is available to any person without charge, upon request. Such requests should be addressed to our President Bob McDonald, c/o CedarStone Bank, P.O. Box 724, Lebanon, Tennessee 37088.

Certain Relationships and Related Transactions

Some directors and officers of the bank are customers of the bank and have had and expect to have loan transactions with the bank in the ordinary course of business. In addition, some of the directors and officers of the bank are, at present, as in the past, affiliated with businesses which are customers of the bank and which have had and expect to have loan transactions with the bank in the ordinary course of business. These loans were made in the ordinary course of business and were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other parties not related to the bank. In the opinion of the Board of Directors, these loans do not involve more than a normal risk of collectability or present other unfavorable features.

SUMMARY COMPENSATION TABLE

The following table sets forth the aggregate remuneration paid by the bank for services for the years ended December 31, 2010 and 2009 to the chief executive officer, senior credit officer, and chief financial officer of the bank (each a “named executive officer,” and collectively, the “named executive officers”). No other officer of the bank received compensation in excess of \$100,000 during 2010 or 2009.

Name and Principal Position	Year	Salary	All Other Compensation	Total
Robert L. McDonald.....	2010	\$160,349	\$14,327 ⁽¹⁾	\$174,676
President and Chief Executive Officer	2009	\$161,005	\$12,385 ⁽²⁾	\$173,390
William H. Stuart.....	2010	\$124,730	\$7,184 ⁽³⁾	\$131,914
Executive Vice President and Senior Credit Officer	2009	\$124,782	\$8,024 ⁽⁴⁾	\$132,806
Kenneth K. Mattox.....	2010	\$104,815	\$4,193 ⁽⁵⁾	\$109,008
Senior Vice President and Chief Financial Officer	2009	\$104,436	\$4,177 ⁽⁶⁾	\$108,613

⁽¹⁾ All Other Compensation for Mr. McDonald in 2010 is comprised of: (i) an automobile allowance (\$1,989); (ii) club dues (\$5,924); and (iii) 401(k) match (as is the policy for all employees) (\$6,414).

⁽²⁾ All Other Compensation for Mr. McDonald in 2009 is comprised of: (i) an automobile allowance (\$2,645); (ii) club dues (\$5,515); (iii) 401(k) match (as is the policy for all employees) (\$6,440); and (iv) \$3,300 from Board meetings attended by Mr. McDonald.

⁽³⁾ All Other Compensation for Mr. Stuart in 2010 is comprised of: (i) an automobile allowance (\$2,195); and (ii) 401(k) match (as is the policy for all employees) (\$4,989).

⁽⁴⁾ All Other Compensation for Mr. Stuart in 2009 is comprised of: (i) an automobile allowance (\$2,433); (ii) 401(k) match (as is the policy for all employees) (\$4,991); and (iii) \$600 from committee meetings attended by Mr. Stuart.

⁽⁵⁾ All Other Compensation for Mr. Mattox in 2010 is comprised of: (i) 401(k) match (as is the policy for all employees).

⁽⁶⁾ All Other Compensation for Mr. Mattox in 2009 is comprised of: (i) 401(k) match (as is the policy for all employees).

Determination of Executive Compensation

It is the responsibility of the Executive Committee to establish compensation for the bank’s executive officers. Salaries for executive officers are established by the Executive Committee after a performance review by the entire Board of Directors. In establishing salaries for the chief executive officer and the chief financial officer, the Executive Committee takes into account other peer banks in Tennessee. Over the last two years salary increases for the named executive officers have been based on an overall increase in the budget for salaries of all bank employees. The Executive Committee reviews compensation surveys from the Tennessee Bankers Association and the Independent Community Bankers Association to aid in the determination of executive officers compensation. Mr. McDonald makes recommendations for the compensation of executive officers other than himself but does not participate in the determination of that compensation.

The Executive Committee does not have a separate charter governing its purpose, function, composition, duties and authority.

CedarStone assessed the risk of its compensation policies and practices during 2010 and concluded that they do not motivate imprudent risk taking in that CedarStone does not have an incentive compensation program and compensated its employees through salary and benefits.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END 2010

The bank has no stock awards. The following table sets forth information with respect to the bank's outstanding option awards as of December 31, 2010 for its named executive officers.

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date
Robert L. McDonald	10,000	-0-	10.00	April 16, 2014
	2,000	-0-	10.00	March 25, 2015
	2,000	-0-	14.50	April 1, 2016
William H. Stuart	5,000	-0-	10.00	April 16, 2014
	1,000	-0-	10.00	March 25, 2015
	1,000	-0-	14.50	April 1, 2016
Kenneth K. Mattox	2,500	-0-	10.00	February 7, 2015
	1,000	-0-	14.50	April 1, 2016

DIRECTOR COMPENSATION

The bank historically has used a combination of cash and stock-based incentive compensation to attract and retain qualified candidates to serve on the Board. Beginning mid-2009 and continuing through 2010, the Board of Directors suspended all fees to be paid to directors. Accordingly, no fees were earned by or paid to directors of the bank in 2010.

Security Ownership of Certain Beneficial Owners and Management

As of April 1, 2011, the bank's records indicate the following number of shares of common stock were beneficially owned by (i) each person who is a director or a named executive officer of the bank and (ii) all directors and executive officers as a group. Management is not aware of any change in control of the bank which has occurred since the bank commenced operations in April 2004, or any arrangement which may, at a subsequent date, result in a change in control of the bank. Management of the bank does not know of any person who owns, beneficially or of record, more than 5% of the bank's outstanding common stock, other than Mrs. Cowden, who is a director, and is listed below.

<u>Name of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percent of Class¹</u>
Kevin D. Bay 3107 Palmer Place Lebanon, TN 37090	45,695 (2)	3.3 %
Jacqueline W. Cowden 865 Tyree Access Road Lebanon, TN 37087	85,462 (3)	6.1 %
Kenneth K. Mattox 500 Wind Song Court Old Hickory, TN 37138	9,981 (4)	*
Robert L. McDonald 5254 Rustic Way Old Hickory, TN 37138	39,050 (5)	2.8 %
Francis G. Moscardelli 1142 Fairways Lebanon, TN 37087	19,688 (6)	1.4 %
Donald E. Moser 1526 Georgetown Lane Murfreesboro, TN 37129	4,500 (7)	*
Bancroft O'Quinn, Jr. 1924 Hampton Drive Lebanon, TN 37087	42,470 (8)	3.0 %
Nelson Steed 1445 Old LaGuardo Road Lebanon, TN 37087	34,091 (9)	2.4 %
William H. Stuart 1916 Rosewood Valley Dr. Brentwood, TN 37027	12,300 (10)	*

<u>Name of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percent of Class¹</u>
Paul B. Vantrease, Jr. 2622 Old Rome Pike Lebanon, TN 37087	48,522 (11)	3.5 %
Tina M. Winfree 4500 S Commerce Road Watertown, TN 37184	6,280 (12)	*
All executive officers and directors as a group (11 persons)	348,039	24.7 %

* Less than one percent.

- (1) Based on 1,280,776 shares of common stock issued and outstanding on April 1, 2011, plus, for each person, any shares of Common Stock that person has the right to acquire within 60 days pursuant to stock options.
- (2) Includes 14,570 shares exercisable under stock options.
- (3) Includes 20,850 shares exercisable under stock options. Also includes 6,080 shares held in trust for family members.
- (4) Includes 3,500 shares exercisable under stock options.
- (5) Includes 23,485 shares exercisable under stock options. Also includes 1,000 shares beneficially owned by family members.
- (6) Includes 8,488 shares exercisable under stock options.
- (7) Includes 4,500 shares exercisable under stock options.
- (8) Includes 14,470 shares exercisable under stock options.
- (9) Includes 10,731 shares exercisable under stock options.
- (10) Includes 7,000 shares exercisable under stock options.
- (11) Includes 13,722 shares exercisable under stock options.
- (12) Includes 6,000 shares exercisable under stock options.

Audit Committee Report of the Board of Directors

The Audit Committee consists of three directors: Paul B. Vantrease, Jr., Francis G. Moscardelli and Bancroft O'Quinn, M.D. Each member meets the independence and qualification standards required by the NASDAQ listing requirements. During the fiscal year ended December 31, 2010, the Audit Committee held four regular meetings and one special meeting.

The Audit Committee monitors and reviews the performance of the independent auditors and the quality and integrity of the bank's internal accounting, auditing and financial reporting practices. The Committee's chief duties are to:

- hire one or more independent public accountants to audit the bank's books, records and financial statements and to review its system of accounting, including its systems of internal control;
- monitor and evaluate, independently and objectively, the bank's internal financial controls and financial reporting procedure;
- discuss with the independent accountants the results of their audits and reviews;
- periodically communicate the Audit Committee's findings to the Board of Directors; and
- facilitate communication among the Board of Directors, the independent auditors, and the bank's management.

The Audit Committee has a separate charter governing its purpose, function, composition, independence, duties, and authority. The charter of the Audit Committee was included as an appendix to our proxy materials distributed in connection with our 2009 annual meeting of shareholders.

The Audit Committee has obtained from the independent auditors, Rayburn, Bates & Fitzgerald, PC, the written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence, and has discussed with the independent registered public accounting firm the independent registered public accounting firm's independence and satisfied itself as to the independent registered public accounting firm's independence. The Committee has also discussed with the auditors any relationships that may impact their objectivity and independence, and satisfied itself that the auditors are independent of the bank.

The Audit Committee has reviewed and discussed with management the bank's audited financial statements for the year ended December 31, 2010. The Committee has also discussed with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 114, as amended (Communication with Audit Committees) and, with and without management present, discussed and reviewed the results of the independent auditors' examination of the bank's financial statements. The Committee has also discussed with the

independent auditors their evaluation of the bank's internal controls, and the overall quality of the bank's financial reporting.

Based upon the results of the inquiries and actions discussed above, the Audit Committee recommended to the Board of Directors that the bank's audited financial statements be included in its annual report on Form 10-K for the year ended December 31, 2010, for filing with the FDIC. The Committee has also recommended the reappointment, subject to shareholder approval, of the independent auditors, Rayburn, Bates & Fitzgerald, PC.

Members of the Audit Committee:

Paul B. Vantrease, Jr.
Francis G. Moscardelli
Bancroft O'Quinn, M.D.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 (the "Act") requires the bank's executive officers and directors and persons who own more than 10% of the common stock to file initial reports of ownership and changes in ownership with the FDIC, as well as to furnish the bank with a copy of such report. It is the policy of the bank to file these reports with the FDIC on behalf of its directors and executive officers. Additionally, FDIC regulations require the bank to identify in its Proxy Statement those individuals for whom one of the referenced reports was not filed on a timely basis during the most recent fiscal year. To the knowledge of the bank, all reports were timely filed with the FDIC.

Other Matters

The Board of Directors, at the time of the preparation of this proxy statement, knows of no business to come before the meeting other than that referred to herein. If any other business should come before the meeting, the persons named in the enclosed proxy will have discretionary authority to vote all proxies in accordance with their best judgment.

By Order Of The Board Of Directors,

/s/Francis G. Moscardelli

Francis G. Moscardelli, Secretary

Lebanon, Tennessee
April 28, 2011

PROXY

**CedarStone Bank
900 West Main Street
Lebanon, Tennessee 37087**

**ANNUAL MEETING OF SHAREHOLDERS
May 17, 2011**

**PLEASE SIGN AND RETURN PROMPTLY IN THE SELF-ADDRESSED ENVELOPE.
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.**

The undersigned hereby appoints Robert L. McDonald or Nelson Steed as proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated below, all of the shares of common stock of CedarStone Bank, which the undersigned is entitled to vote at the Annual Meeting of Shareholders to be held at CedarStone Bank, located at 900 West Main Street, Lebanon, Tennessee on Tuesday, May 17, 2011 at 1:00 p.m. Central Daylight Time, or any adjournment thereof.

(1) As to the election of the Board of Directors listed in the proxy statement delivered in connection with the annual meeting:

_____ **For** all nominees listed below _____ **Withhold Authority** to vote for all nominees listed below

(INSTRUCTION: To withhold authority to vote for any individual nominee, strike a line through the nominee's name in the list below)

Kevin D. Bay	Robert L. McDonald	Donald E. Moser	Nelson Steed
Jacqueline W. Cowden	Francis G. Moscardelli	Bancroft O'Quinn, Jr.	Paul B. Vantrease, Jr.

(2) As to the ratification of the appointment of Rayburn, Bates & Fitzgerald, PC as CedarStone Bank's independent accountants and auditors for fiscal year 2011.

_____ **For** _____ **Against** _____ **Abstain**

(3) Approval of an advisory proposal on executive compensation.

_____ **For** _____ **Against** _____ **Abstain**

(4) In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting.

This proxy when properly executed will be voted in the manner directed herein by the undersigned shareholder(s). If no direction is made, this proxy will be voted for proposals 1, 2 and 3.

**Please Sign below and Return in the Enclosed Self-addressed Envelope.
This Is the Only Document You Need to Return at this Time.**

Date: _____

Signature of Shareholder(s)

Date: _____

Signature of Joint Shareholder(s)

_____ I will attend shareholder meeting

_____ I will not attend shareholder meeting

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant [X]

Filed by a Party other than the Registrant []

Check the appropriate box:

- [X] Preliminary Proxy Statement
- [] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- [] Definitive Proxy Statement
- [] Definitive Additional Materials
- [] Soliciting Material Pursuant to 240-14a-119(c) or 240 14a-12

CedarStone Bank

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the Appropriate box):

- [X] No fee required
- [] Fee computed on the table below per Exchange Act Rules 14a-6(i)(1) and 0-11

1. Title of each class of securities to which transaction applies:

2. Aggregate number of securities to which transaction applies:

3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:

4. Proposed maximum aggregate value of transaction:

5. Total fee paid:

- [] Fee paid previously with preliminary materials.
- [] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - 1) Amount Previously Paid: _____
 - 2) Form, Schedule or Registration Statement No: _____
 - 3) Filing Party: _____
 - 4) Date Filed: _____