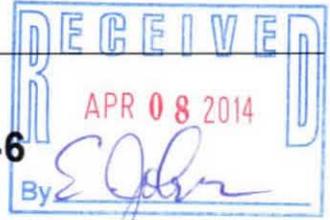


Board of Governors of the Federal Reserve System



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, 2013

Month / Day / Year

I, J. W. Crews, Jr.

Reporter's Name, Street, and Mailing Address

Crews Banking Corporation

Legal Title of Holding Company

Post Office Box 248

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

Wauchula

FL

33873

City

State

Zip Code

106 East Main Street

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Edmond R. Komlodi

Vice President/Controller

Name

Title

863-773-4151

Area Code / Phone Number / Extension

863-773-3887

Area Code / FAX Number

jwadsworth@wauchulastatebank.com

E-mail Address

N/A

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

Signature of Holding Company Director and Official

03/28/2014

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 1081239

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."

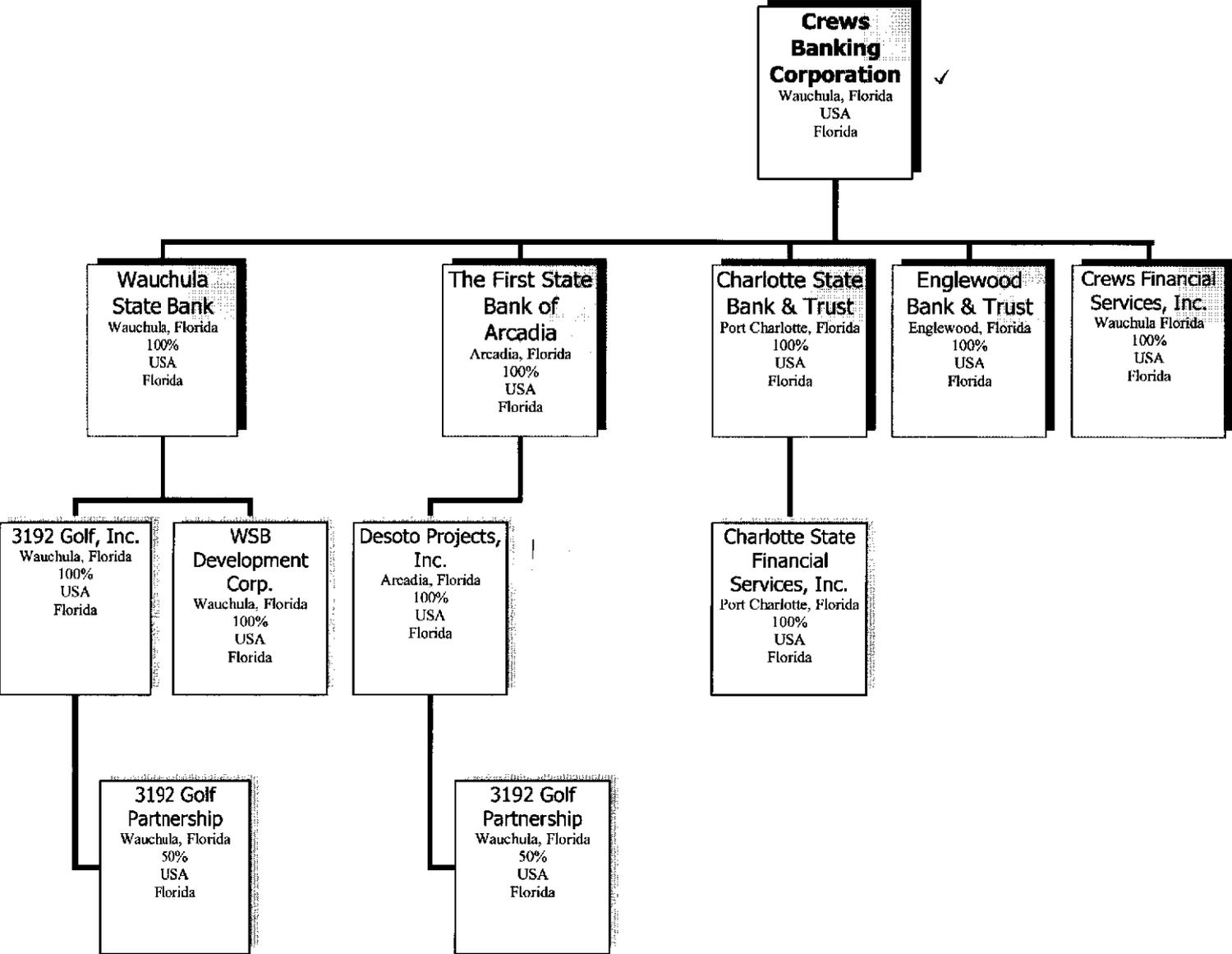
No

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

<p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/>	<p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/>
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Crews Banking Corporation Fiscal Year Ending 12/31/2013



Results: A list of branches for your holding company: CREWS BANKING CORPORATION (1081239) of WAUCHULA, FL.

The data are as of 12/31/2013. Data reflects information that was received and processed through 02/24/2013.

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.

Dat	Effective	Branch Service	Branch	Popular Name	Street Address	City	State	Zip Code	County	FDIC UNINUM*	Off	Head Office	Head Office	Co
ok	3/26/2013	Full Service (Head	1158878	CHARLOTTE STATE	1100 TAMIAMI TRAIL	PORT CHARLOTTE	FL	33953	CHARLOTTE	38732	0	CHARLOTTE STATE	1158878	
ok	3/26/2013	Full Service	3728949	HARBORVIEW BRANCH	23112 HARBORVIEW	PORT CHARLOTTE	FL	33980	CHARLOTTE	Not Required	Not	CHARLOTTE STATE	1158878	
ok	3/26/2013	Full Service	3723083	MIDTOWN OFFICE	3002 TAMIAMI TRAIL	PORT CHARLOTTE	FL	33952	CHARLOTTE	366269	3	CHARLOTTE STATE	1158878	
ok	3/26/2013	Full Service	3723092	PEACHLAND OFFICE	24163 PEACHLAND	PORT CHARLOTTE	FL	33954	CHARLOTTE	430070	4	CHARLOTTE STATE	1158878	
ok	3/26/2013	Full Service	2740243	PUNTA GORDA BRANCH	2331 TAMIAMI TRAIL	PUNTA GORDA	FL	33950	CHARLOTTE	261067	1	CHARLOTTE STATE	1158878	
ok	3/26/2013	Full Service (Head	1186965	ENGLEWOOD BANK &	1111 SOUTH MCCALL	ENGLEWOOD	FL	34223-422	CHARLOTTE	39108	0	ENGLEWOOD BANK &	1186965	
ok	3/26/2013	Full Service	2528740	BOCA GRANDE BRANCH	301 PARK AVENUE	BOCA GRANDE	FL	33921	LEE	261384	5	ENGLEWOOD BANK &	1186965	
ok	3/26/2013	Full Service	2016377	ROTONDA CAPE HAZE	8725 PLACIDA ROAD	PLACIDA	FL	33946	CHARLOTTE	261382	3	ENGLEWOOD BANK &	1186965	
cha	3/26/2013	Full Service ✓	3119190	GULF COVE BRANCH ✓	12651 S. McCall Road	PORT CHARLOTTE	FL	33981	CHARLOTTE	490045	7	ENGLEWOOD BANK &	1186965	
ok	3/26/2013	Full Service (Head	297631	FIRST STATE BANK OF	400 NORTH BREVARD	ARCADIA	FL	34266	DESOTO	14631	0	FIRST STATE BANK OF	297631	
ok	3/26/2013	Full Service	390635	EAST ARCADIA BRANCH	2747 SOUTHEAST	ARCADIA	FL	34266	DESOTO	478337	2	FIRST STATE BANK OF	297631	
ok	3/26/2013	Full Service (Head	200435	WAUCHULA STATE	106 EAST MAIN ST	WAUCHULA	FL	33873	HARDEE	5104	0	WAUCHULA STATE	200435	
ok	3/26/2013	Full Service	88633	BOWLING GREEN	4821 US HWY 17 N	BOWLING GREEN	FL	33834	HARDEE	217692	1	WAUCHULA STATE	200435	
ok	3/26/2013	Full Service	226837	INTERLAKE BOULEVARD	102 E INTERLAKE BLVD	LAKE PLACID	FL	33852	HIGHLANDS	12055	3	WAUCHULA STATE	200435	
ok	3/26/2013	Full Service	3123441	SEBRING AT FAIRMONT	3900 US 27 NORTH	SEBRING	FL	33870	HIGHLANDS	362897	6	WAUCHULA STATE	200435	
ok	3/26/2013	Full Service	3752216	SEBRING AT LAKE	1385 US HIGHWAY 27	SEBRING	FL	33890	HIGHLANDS	357282	5	WAUCHULA STATE	200435	
ok	3/26/2013	Full Service	336035	ZOLFO SPRINGS OFFICE	3098 US HIGHWAY 17	ZOLFO SPRINGS	FL	33890	HARDEE	217693	2	WAUCHULA STATE	200435	

**CREWS BANKING CORPORATION
DECEMBER 31, 2013**

Form FR Y-6
Crews Banking Corporation
Wauchula, Florida
Fiscal Year Ending December 31, 2013

Report Item

1. a. The BHC is not required to prepare form 10K with the SEC.
1. b. The BHC does not prepare an annual report for its shareholders.
2. **Organizational Chart**

See Attachment

CREWS BANKING CORPORATION
DECEMBER 31, 2013

Report Item 3 Shareholders

(1) Information On Shareholders

- ✓ (1)(a) J. W. Crews, Jr., Wauchula, Hardee County, Florida,
(1)(b) U.S.A.
(1)(c) 19,108 voting shares, 44.64%, Crews Banking Corporation.
- ✓ (1)(a) W. Markam Crews, St. Arcadia, DeSoto County, Florida,
(1)(b) U.S.A.
(1)(c) 7,176 voting shares, 16.77%, Crews Banking Corporation.
- ✓ (1)(a) Dena M. Crews Aloian, Tampa, Hillsborough County, Florida,
(1)(b) U.S.A.
(1)(c) 7,176 voting shares, 16.77%, Crews Banking Corporation.
- ✓ (1)(a) Jeraldine F. Crews (Held as J.W. Crews, Jr. as Trustee Under Voting Trust dtd 5/20/03),
Hardee County, Florida,
(1)(b) U.S.A.
(1)(c) 2,166 voting shares, 5.06%, Crews Banking Corporation.

✓ (2) Others stockholders, over 5%, not listed above - **None**

Report Item 4. Directors and Officers

1 Name and address(City, State, Country)

J. W. Crews, Jr., Wauchula, Hardee County, Florida, U.S.A.

2 Principal Occupation if other than with Bank Holding Company

Banker

3.a Title and position with: Bank Holding Company:

President and Director of Crews Banking Corporation.

3.b Title & Position with: Subsidiaries (Include name of subsidiaries)

Chairman of the Board and Director of Wauchula State Bank, ✓ -- Chairman and Director of
Charlotte State Bank, ✓ -- President and Director of 3192 Golf, Inc. -- Chairman and Director of
First State Bank of Arcadia ✓ -- Chairman and Director of Englewood Bank ✓ -- -- President and
Director WSB Development Corp. d/b/a; WSB Financial Services. ✓
President and Director -- Crews Financial Services, Inc. ✓
President and Director -- South Highlands Investment Corporation ✓
President and Director -- Highlands 27 Investment, Inc. ✓

3.c Title and Position with: other Businesses (include names of other business)

President and Director of Shorewood Corporation ✓
President and Director of T & C Investments, Inc. ✓
Partner, CBC Affiliates, LLC ✓

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**CREWS BANKING CORPORATION
DECEMBER 31, 2013**

Partner, Crews Family Holdings, LLC

4.a Percentage of voting shares in: Bank Holding Company

✓
44.64%, Crews Banking Corporation.

4.b Percentage of voting shares held in: Subsidiaries(include names of subsidiaries)

✓
None

4.c Percentage of voting shares held in: List names of any other Companies (includes partnerships) if 25% or more securities are held (list names of Companies and percentage of voting securities held)

✓
T & C Investments, Inc. -- 85 shares - 100%
Shorewood Corporation -- 81.27 shares, 81.27%

Report Item 4. Directors and Officers (continued)

1 Name and address(City, State, Country)

✓
H. D. Crews, Ashville Buncombe, North Carolina, U.S.A.

2 Principal Occupation if other than with Bank Holding Company

Physician/Retired

3.a Title and position with: Bank Holding Company:

Vice President and Director of Crews Banking Corporation.

3.b Title & Position with: Subsidiaries (include name of subsidiaries)

Director - Wauchula State Bank

3.c Title and Position with: other Businesses (include names of other business)

Vice President and Director, Shorewood Corporation
Partner, Seven Mountains High, LLC
Partner, CBC Affiliates, LLC

4.a Percentage of voting shares in: Bank Holding Company

0% - Crews Banking Corporation

4.b Percentage of voting shares held in: Subsidiaries (include names of subsidiaries)

None

4.c Percentage of voting shares held in: List names of any other Companies (includes partnerships) if 25% or more securities are held (list names of Companies and percentage of voting securities held)

Shorewood Corporation --- 81.27 shares, 81.27%

**CREWS BANKING CORPORATION
DECEMBER 31, 2013**

Report Item 4. Directors and Officers (continued)

1 Name and address (City, State, Country)

✓ W. Markam Crews, Arcadia, DeSoto County, Florida, 34266 U.S.A.

2 Principal Occupation if other than with Bank Holding Company

Entrepreneur

3.a Title and position with: Bank Holding Company:

N/A

3.b Title & Position with: Subsidiaries (include name of subsidiaries)

N/A

3.c Title and Position with: other Businesses (include names of other business)

Partner, JDM Partnership - Citrus Grove
Stockholder, Bowling Green Storage, Inc.
Partner, 3-C Ranch, Limited
Partner, Crews Family Holdings, LLC

4.a Percentage of voting shares in: Bank Holding Company

16.77%, – Crews Banking Corporation.

4.b Percentage of voting shares held in: Subsidiaries(include names of subsidiaries)

None

4.c Percentage of voting shares held in: List names of any other Companies (includes partnerships) if 25% or more securities are held (list names of Companies and percentage of voting securities held)

JDM Partnership - Citrus Grove, 33.33%
Bowling Green Storage, Inc., 50.0%
3-C Ranch, Limited, 11.00%

CREWS BANKING CORPORATION
DECEMBER 31, 2013

**Report Item 4. Directors and Officers, Principal Shareholder
(continued)**

1 Name and address (City, State, Country)

✓ J. W. Crews, IV, Wauchula, FL 33873, Hardee County, U.S.A.

2 Principal Occupation if other than with Bank Holding Company

Banker

3.a Title and position with: Bank Holding Company:

Director

3.b Title & Position with: Subsidiaries (include name of subsidiaries)

Director of Wauchula State Bank
Director - Crews Financial Services
Director - Highlands Investment Corporation
Director - South Highlands 27 Investment Corp.

3.c Title and Position with: other Businesses (include names of other business)

Vice President and Secretary - T & C Investments
Partner, 3-C Ranch, Limited
Partner, Crews Family Holdings, LLC

4.a Percentage of voting shares in: Bank Holding Company

3.84%. -- Crews Banking Corporation

4.b Percentage of voting shares held in: Subsidiaries (include names of subsidiaries)

None

4.c Percentage of voting shares held in: List names of other Companies (includes partnerships) if 25% or more securities are held (list names of Companies and percentage of voting securities held)

1 Name and address (City, State, Country)

✓ Dena M. Crews Aloian, Tampa, FL 33609, Hillsborough County, U.S.A.

2 Principal Occupation if other than with Bank Holding Company

Homemaker

3.a Title and position with: Bank Holding Company:

Director

3.b Title & Position with: Subsidiaries (include name of subsidiaries)

Director of Wauchula State Bank
Secretary and Treasurer --- Crews Financial Services

**CREWS BANKING CORPORATION
DECEMBER 31, 2013**

3.c Title and Position with: other Businesses (include names of other business)

Partner, JDM Partnership - Citrus Grove
Partner, Crews Family Holdings, LLC
Partner, 3-C Ranch Limited

4.a Percentage of voting shares in: Bank Holding Company

16.77%. -- Crews Banking Corporation

4.b Percentage of voting shares held in: Subsidiaries (include names of subsidiaries)

None

4.c Percentage of voting shares held in: List names of other Companies (includes partnerships) if 25% or more securities are held (list names of Companies and percentage of voting securities held)

JDM Partnership - Citrus Grove, 33.33%
3-C Ranch, Limited, 11.00%

1 Name and address (City, State, Country)

✓ Michael Aloian, Tampa, FL 33609, Hillsborough County, U.S.A.

2 Principal Occupation if other than with Bank Holding Company

Trust Banker

3.a Title and position with: Bank Holding Company:

Director

3.b Title & Position with: Subsidiaries (include name of subsidiaries)

Director of Wauchula State Bank
Director of Charlotte State Bank, President of Trust and Investment Management Services
Director of Englewood Bank, President of Trust and Investment Management Services
Director of First State Bank of Arcadia

3.c Title and Position with: other Businesses (include names of other business)

None

4.a Percentage of voting shares in: Bank Holding Company

None

4.b Percentage of voting shares held in: Subsidiaries (include names of subsidiaries)

None

4.c Percentage of voting shares held in: List names of other Companies (includes partnerships) if 25% or more securities are held (list names of Companies and percentage of voting securities held)