

Annual Report of Bank 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)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The *Annual Report of Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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, J.W. Crews, Jr.

Name of the Bank Holding Company Director and Official

President / Crews Banking Corporation

Title of the Bank Holding Company Director and Official

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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.

J.W. Crews, Jr.
Signature of Bank Holding Company Director and Official
03/19/2012

Date of Signature

For bank 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. _____

This report form is to be filed by all top-tier bank 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). 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 bank holding company's fiscal year-end):

December 31, 2011

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Crews Banking Corporation

Legal Title of Bank Holding Company

Post Office Box 248

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

Wauchula FL 33873

City State Zip Code

106 East Main Street

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Jennifer Wadsworth Assistant Controller

Name Title

863 773-4151

Area Code / Phone Number / Extension

863773-3887

Area Code / FAX Number

jwadsworth@wauchulastatebank.com

E-mail Address

Address (URL) for the Bank 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

For Use By Tiered Bank Holding Companies

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

Legal Title of Subsidiary Bank Holding Company	Legal Title of Subsidiary Bank Holding Company
(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Bank Holding Company	Legal Title of Subsidiary Bank Holding Company
(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
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(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)

RSSD Tiering for:
CREWS BANKING CORPORATION
Structure as of 20120207 and going downward

Seq Num	ID RSSD	Legal Name	AddL	City	State/ Country	Dist FR	Ent Type	Actv Code	Basis of Relationship	PCT
0001	1081239	CREWS BANKING CORPORATION ✓		WAUCHULA ✓	FLORIDA	6	BHC	551111		
0002	1158878	✓ CHARLOTTE STATE BANK & TRUST		PORT CHARLOTTE	FLORIDA	6	NMB	52211	Vtg Eqty Other	100
0003	2814630	3 CHARLOTTE STATE FINANCIAL SERVICES, INC.		PORT CHARLOTTE	FLORIDA	6	SBD	52312	Vtg Eqty Other	100
0004	3327687	✓ CREWS FINANCIAL SERVICES, INC.		WAUCHULA	FLORIDA	6	DEO	54121	Vtg Eqty Other	100
0005	1186965	✓ ENGLEWOOD BANK & TRUST		ENGLEWOOD	FLORIDA	6	NMB	52211	Vtg Eqty Other	100
0006	297631	✓ FIRST STATE BANK OF ARCADIA, THE		ARCADIA	FLORIDA	6	NMB	52211	Vtg Eqty Other	100
0007	1081592	✓ DESOTO PROJECTS, INC.		ARCADIA	FLORIDA	6	DEO	23721	Vtg Eqty Other	100
0008	2791469	✓ 3192 GOLF PARTNERSHIP	0012	WAUCHULA	FLORIDA	6	DEO	42386	Vtg Eqty Other	<25 0
0009	200435	✓ WAUCHULA STATE BANK		WAUCHULA	FLORIDA	6	NMB	52211	Vtg Eqty Other	100
0010	2791432	✓ WSB DEVELOPMENT CORP.		WAUCHULA	FLORIDA	6	DEO	551112	Vtg Eqty Other	100
0011	2791441	✓ 3192 GOLF, INC.		WAUCHULA	FLORIDA	6	DEO	551112	Vtg Eqty Other	100
0012	2791469	✓ 3192 GOLF PARTNERSHIP	0008	WAUCHULA	FLORIDA	6	DEO	42386	Vtg Eqty Other	<25 0

Total Number of Entities in the tree 12

Total Number of Unique Entities in the tree 11

Tier Selection Criteria

RSSD Tiering for	1081239 CREWS BANKING CORPORATION
As of Date	20120207
Direction	Down
Selection Rule	All Entities
Branches - Domestic Institutions	No Branches
Branches - Foreign Institutions	No Branches

Explanatory Notes

Entity Type	Description
BHC	BANK HOLDING COMPANY
DEO	DOMESTIC ENTITY OTHER

Two asterisks (**) next to the Seq Num indicates that confidentiality is pending or granted.
An asterisk (*) next to the Addl Line Num denotes the Seq Num at which the offspring of this entity are listed.
A dot dot dot notation (...) next to Legal Name denotes a circular relationship.

**CREWS BANKING CORPORATION
DECEMBER 31, 2011**

Form FR Y-6
Crews Banking Corporation
Wauchula, Florida
Fiscal Year Ending December 31, 2011

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, 2011**

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, 3-C Partnership

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**CREWS BANKING CORPORATION
DECEMBER 31, 2011**

Partner, CBC Affiliates, 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)

President and Director of T & C Investments, Inc. -- 85 shares - 100%
Partner, 3-C Partnership 33 1/3%

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, 3-C Partnership
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 --- 11.93 shares, 11.43%
3-C Partnership --- 33.1/3%

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

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, 7.3929762%

**CREWS BANKING CORPORATION
DECEMBER 31, 2011**

**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)

T & C Investments – Vice President and Secretary

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

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

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**CREWS BANKING CORPORATION
DECEMBER 31, 2011**

Partner, JDM Partnership - Citrus Grove

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, 7.39229762%

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

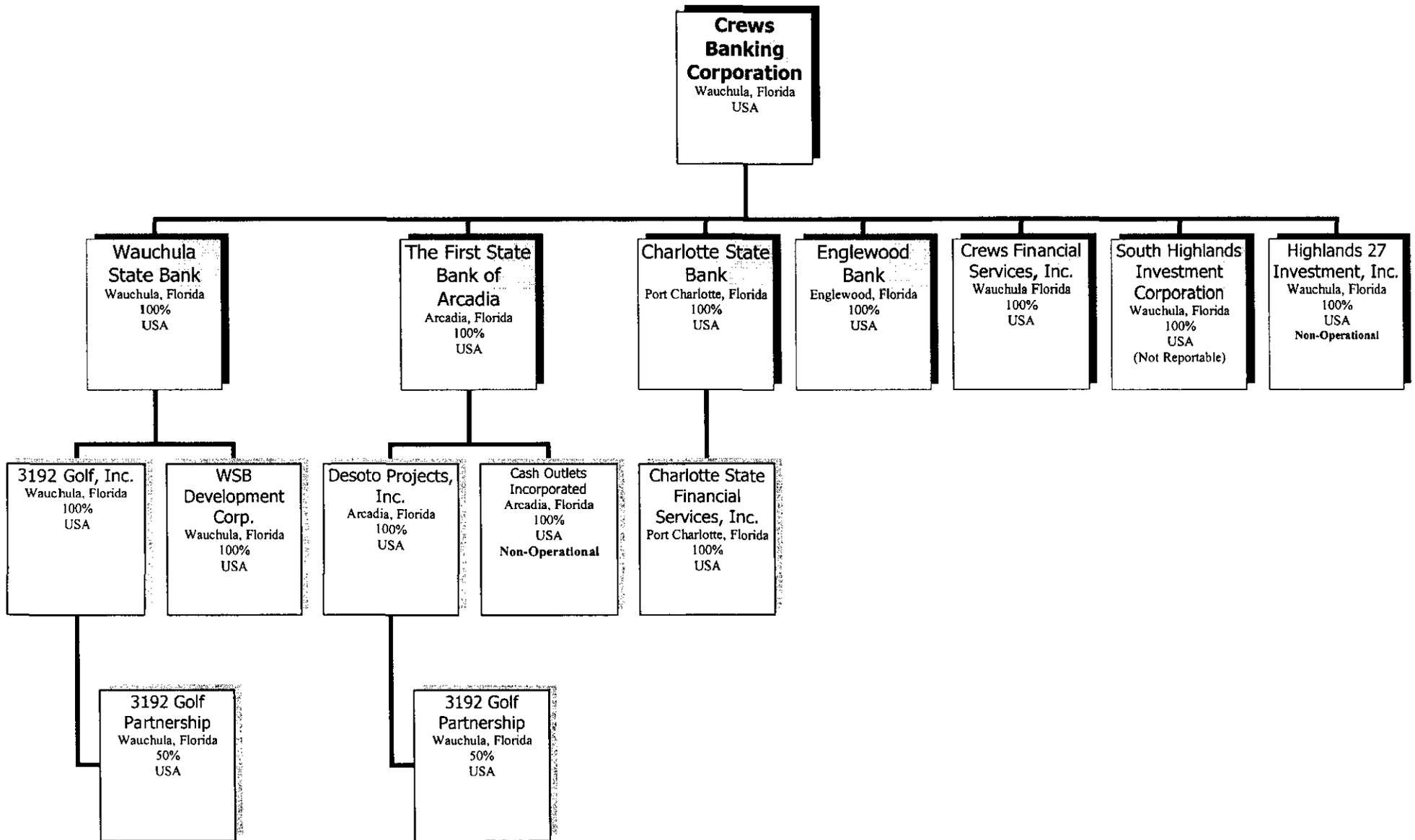
None

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)

Crews Banking Corporation Fiscal Year Ending 12/31/2011



CREWS BANKING CORPORATION

STOCK OWNERSHIP

12/31/11

Stockholder	Voting # shares	Non-Voting # shares	Total Shares	Ownership Percentage	% Voting Shares
J. W. Crews, Jr.	19,108	0	19,108	1.93%	44.64%
W. Markam Crews	7,176	297,452	304,628	30.83%	16.77%
Dena M. Crews Aloian	7,176	297,452	304,628	30.83%	16.77%
Jeraldine F. Crews (Held as J W Crews, Jr as Trustee Under Voting Trust dtd 5/20/03)	2,166	0	2,166	0.22%	5.06%
James W. Crews, III Marital Share Trust	600	11,382	11,982	1.21%	1.40%
James W. Crews, IV	1,644	71,517	73,161	7.40%	3.84%
Keelin Anne Crews	1,644	37,151	38,795	3.93%	3.84%
Matthew A. Crews	1,644	37,151	38,795	3.93%	3.84%
Patrick M. Crews	1,644	37,151	38,795	3.93%	3.84%
Kathleen Ann Crews	0	10,602	10,602	1.07%	
Mary Loretta Crews Nido	0	10,602	10,602	1.07%	
Cynthia K. Crews	0	10,602	10,602	1.07%	
Susan D. Crews	0	10,602	10,602	1.07%	
Robert D. Crews	0	10,602	10,602	1.07%	
J. W. Crews, Jr. Annuity Trust u/a/d 1/1/98 f/b/o Keelin Ann Crews Dena M Aloian & W Markam Crews, Trustees	0	34,366	34,366	3.48%	
J. W. Crews, Jr. Annuity Trust u/a/d 1/1/98 f/b/o Matthew A Crews Dena M Aloian & W Markam Crews, Trustees	0	34,366	34,366	3.48%	
J. W. Crews, Jr. Annuity Trust u/a/d 1/1/98 f/b/o Patrick M Crews Dena M Aloian & W Markam Crews, Trustees	0	34,366	34,366	3.48%	
Totals-	42,802	945,364	988,166	100%	100%

Results: A list of branches for your BHC: CREWS BANKING CORPORATION (1081239) of WAUCHULA, FL.
The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

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**

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	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County
correct	Full Service (Head Office)	1158878	CHARLOTTE STATE BANK	1100 TAMIAMI TRAIL	PORT CHARLOTTE	FL	33953	CHARLOTTE
correct	Full Service	3728949	HARBORVIEW BRANCH	23112 HARBORVIEW ROAD	PORT CHARLOTTE	FL	33980	CHARLOTTE
correct	Full Service	3723083	MIDTOWN OFFICE	3002 TAMIAMI TRAIL	PORT CHARLOTTE	FL	33952	CHARLOTTE
correct	Full Service	3723092	PEACHLAND OFFICE	24163 PEACHLAND BOULEVARD	PORT CHARLOTTE	FL	33954	CHARLOTTE
correct	Full Service	2740243	PUNTA GORDA BRANCH	2331 TAMIAMI TRAIL	PUNTA GORDA	FL	33950	CHARLOTTE

correct	Full Service (Head Office)	1186965	ENGLEWOOD BANK	1111 SOUTH MCCALL ROAD	ENGLEWOOD	FL	34223-422	CHARLOTTE
correct	Full Service	2528740	BOCA GRANDE BRANCH	301 PARK AVENUE	BOCA GRANDE	FL	33921	LEE
correct	Full Service	2016377	ROTONDA CAPE HAZE BRANCH	8725 PLACIDA ROAD NO 10	PLACIDA	FL	33946	CHARLOTTE
correct	Full Service	3119190	GULF COVE BRANCH	13435 S. MCCALL ROAD NO 8	PORT CHARLOTTE	FL	33981	CHARLOTTE
correct	Full Service (Head Office)	297631	FIRST STATE BANK OF ARCADIA, THE	400 NORTH BREVARD AVENUE	ARCADIA	FL	34266	DESOTO
correct	Full Service	390635	EAST ARCADIA BRANCH	2747 SOUTHEAST HIGHWAY 70	ARCADIA	FL	34266	DESOTO
correct	Full Service (Head Office)	200435	WAUCHULA STATE BANK	106 EAST MAIN ST	WAUCHULA	FL	33873	HARDEE
correct	Full Service	88633	BOWLING GREEN BRANCH	4821 US HWY 17 N	BOWLING GREEN	FL	33834	HARDEE
correct	Full Service	226837	INTERLAKE BOULEVARD BRANCH	102 E INTERLAKE BLVD	LAKE PLACID	FL	33852	HIGHLANDS
correct	Full Service	3123441	SEBRING AT FAIRMONT BRANCH	3900 US 27 NORTH	SEBRING	FL	33870	HIGHLANDS
correct	Full Service	3752216	SEBRING AT LAKE JACKSON BRANCH	1385 US HIGHWAY 27 SOUTH	SEBRING	FL	33890	HIGHLANDS
correct	Full Service	336035	ZOLFO SPRINGS OFFICE	3098 US HIGHWAY 17 SOUTH	ZOLFO SPRINGS	FL	33890	HARDEE