

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, 2012

Month / Day / Year

I, J.W. Crews, Jr.

Reporter's Name, Street, and Mailing Address

Crews Banking Corporation

Name of the Holding Company Director and Official

Legal Title of Holding Company

President / Crews Banking Corporation

Post Office Box 248

Title of the Holding Company Director and Official

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

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.

Wauchula FL 33873

City State Zip Code

106 East Main Street

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Jennifer Wadsworth Assistant Controller

Name Title

863-773-4151

Area Code / Phone Number / Extension

863-773-3887

Area Code / FAX Number

jwadsworth@wauchulastatebank.com

E-mail Address

Signature of Holding Company Director and Official

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

03/27/2013

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

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."

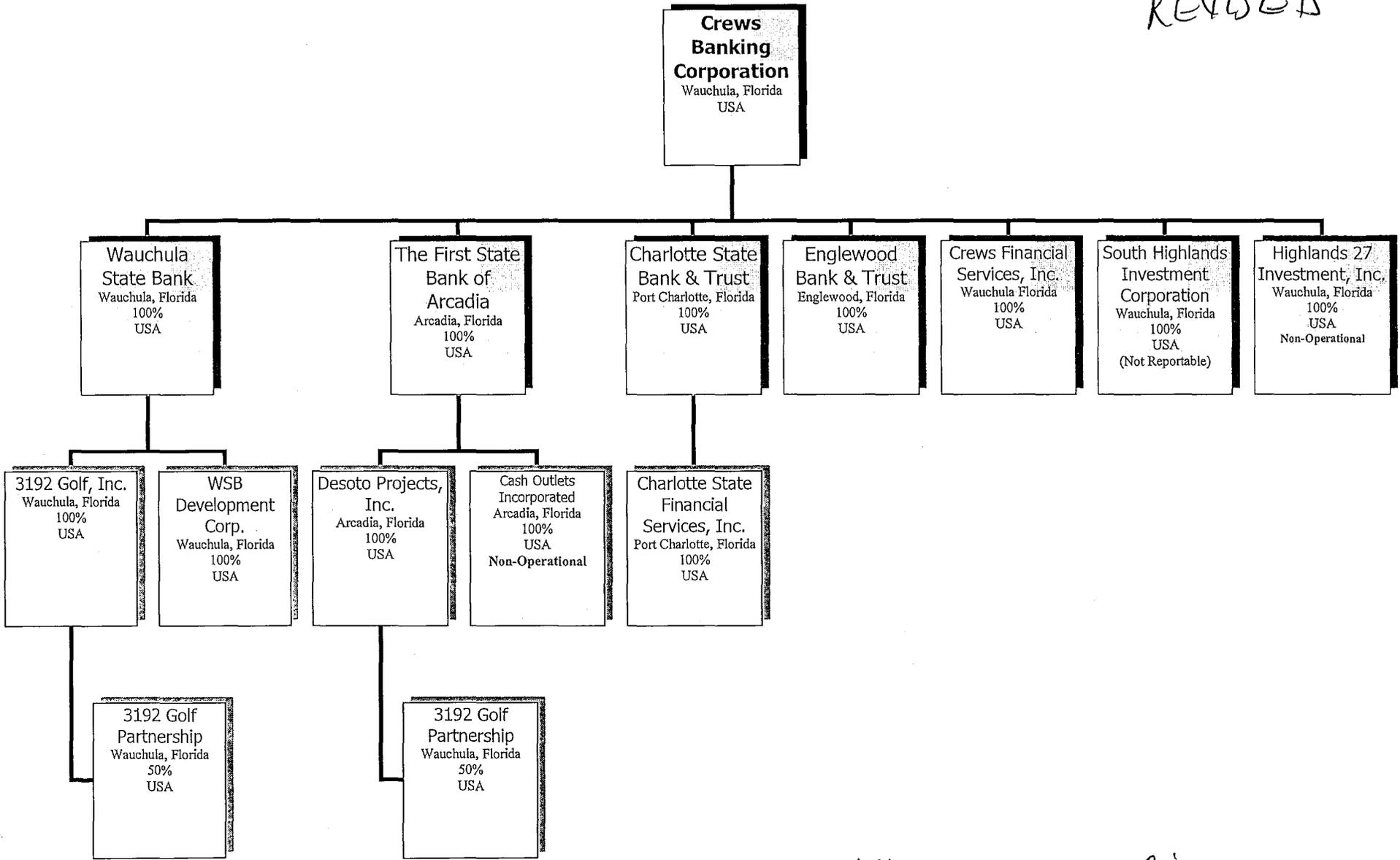
No

For Federal Reserve Bank Use Only

RSSD ID 1081239
 C.I. _____

Crews Banking Corporation Fiscal Year Ending 12/31/2012

REVISED



All are incorporated in Florida

Results: A list of branches for your holding company: CREWS BANKING CORPORATION (1081239) of WAUCHULA, FL. The data are as of 12/31/2012. 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.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
ok	3/26/2013	Full Service (Head Office)	1158878	CHARLOTTE STATE BANK & TRUST	1100 TAMiami TRAIL	PORT CHARLOTTE	FL	33953	CHARLOTTE	UNITED STATES	38732		0 CHARLOTTE STATE BANK & TRUST	1158878	
ok	3/26/2013	Full Service	3728949	HARBORVIEW BRANCH	23112 HARBORVIEW ROAD	PORT CHARLOTTE	FL	33980	CHARLOTTE	UNITED STATES	Not Required	Not Required	CHARLOTTE STATE BANK & TRUST	1158878	
ok	3/26/2013	Full Service	3723083	MIDTOWN OFFICE	3002 TAMiami TRAIL	PORT CHARLOTTE	FL	33952	CHARLOTTE	UNITED STATES	366269		3 CHARLOTTE STATE BANK & TRUST	1158878	
ok	3/26/2013	Full Service	3723092	PEACHLAND OFFICE	24163 PEACHLAND BOULEVARD	PORT CHARLOTTE	FL	33954	CHARLOTTE	UNITED STATES	430070		4 CHARLOTTE STATE BANK & TRUST	1158878	
ok	3/26/2013	Full Service	2740243	PUNTA GORDA BRANCH	2331 TAMiami TRAIL	PUNTA GORDA	FL	33950	CHARLOTTE	UNITED STATES	261067		1 CHARLOTTE STATE BANK & TRUST	1158878	
ok	3/26/2013	Full Service (Head Office)	1186965	ENGLEWOOD BANK & TRUST	1111 SOUTH MCCALL ROAD	ENGLEWOOD	FL	34223-422	CHARLOTTE	UNITED STATES	39108		0 ENGLEWOOD BANK & TRUST	1186965	
ok	3/26/2013	Full Service	2528740	BOCA GRANDE BRANCH	301 PARK AVENUE	BOCA GRANDE	FL	33921	LEE	UNITED STATES	261384		5 ENGLEWOOD BANK & TRUST	1186965	
ok	3/26/2013	Full Service	2016377	ROTONDA CAPE HAZE BRANCH	8725 PLACIDA ROAD NO 10	PLACIDA	FL	33946	CHARLOTTE	UNITED STATES	261382		3 ENGLEWOOD BANK & TRUST	1186965	
ok	3/26/2013	Full Service	3119190	GULF COVE BRANCH	13435 S. MCCALL ROAD NO 8	PORT CHARLOTTE	FL	33981	CHARLOTTE	UNITED STATES	490045		7 ENGLEWOOD BANK & TRUST	1186965	
ok	3/26/2013	Full Service (Head Office)	297631	FIRST STATE BANK OF ARCADIA, THE	400 NORTH BREVARD AVENUE	ARCADIA	FL	34266	DESOTO	UNITED STATES	14631		0 FIRST STATE BANK OF ARCADIA, THE	297631	
ok	3/26/2013	Full Service	390635	EAST ARCADIA BRANCH	2747 SOUTHEAST HIGHWAY 70	ARCADIA	FL	34266	DESOTO	UNITED STATES	478337		2 FIRST STATE BANK OF ARCADIA, THE	297631	
ok	3/26/2013	Full Service (Head Office)	200435	WAUCHULA STATE BANK	106 EAST MAIN ST	WAUCHULA	FL	33873	HARDEE	UNITED STATES	5104		0 WAUCHULA STATE BANK	200435	
ok	3/26/2013	Full Service	88633	BOWLING GREEN BRANCH	4821 US HWY 17 N	BOWLING GREEN	FL	33834	HARDEE	UNITED STATES	217692		1 WAUCHULA STATE BANK	200435	
ok	3/26/2013	Full Service	226837	INTERLAKE BOULEVARD BRANCH	102 E INTERLAKE BLVD	LAKE PLACID	FL	33852	HIGHLANDS	UNITED STATES	12055		3 WAUCHULA STATE BANK	200435	
ok	3/26/2013	Full Service	3123441	SEBRING AT FAIRMONT BRANCH	3900 US 27 NORTH	SEBRING	FL	33870	HIGHLANDS	UNITED STATES	362897		6 WAUCHULA STATE BANK	200435	
ok	3/26/2013	Full Service	3752216	SEBRING AT LAKE JACKSON BRANCH	1385 US HIGHWAY 27 SOUTH	SEBRING	FL	33890	HIGHLANDS	UNITED STATES	357282		5 WAUCHULA STATE BANK	200435	
ok	3/26/2013	Full Service	336035	ZOLFO SPRINGS OFFICE	3098 US HIGHWAY 17 SOUTH	ZOLFO SPRINGS	FL	33890	HARDEE	UNITED STATES	217693		2 WAUCHULA STATE BANK	200435	

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**CREWS BANKING CORPORATION
DECEMBER 31, 2012**

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, 2012**

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, 2012

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, 2012

**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, 2012**

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)

CREWS BANKING CORPORATION
STOCK OWNERSHIP

12/31/12

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%