Crown Equity Holdings, Inc.
Form 10-K/A
January 21, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A
(Amendment No. 1)

o ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2012

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ___________ to ___________.

Commission File Number: 000-29935

CROWN EQUITY HOLDINGS INC.
(Exact name of registrant as specified in its charter)

Nevada	33-0677140
State or other jurisdiction of incorporation or organization	(IRS Employer Identification Number)

11226 Pentland Downs Street, Las Vegas, NV 89141
(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: (702) 448-1543

Securities registered pursuant to Section 12(b) of the Act: None.

Name of each exchange on which registered: None.

Securities registered pursuant to Section 12(g) of the Act: Common Stock

Indicate by check mark if the registrant is a well-seasoned issuer, as defined in Rule 405 of the Securities Act o Yes x No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15d of the Act o Yes x No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or such shorter period of that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by checkmark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the previous 12 months (or for such shorter period that the registrant was required to submit and post such files.) Yes x No o

Indicate by checkmark if disclosure of delinquent filers to Item 405 of Regulation S-K (§229.405) is not contained herein and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K. o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	o	Accelerated filer	o
Non-accelerated filer (Do not check if smaller reporting company)	o	Smaller reporting company	x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act,) Yes o No x

The aggregate number of shares of the voting stock held by non-affiliates on June 26, 2013 was 329,843,351. The market value of these shares, computed by reference to the market closing price on June 20, 2013 was $1,319,373. For the purposes of the foregoing calculation only, all directors and executive officers of the registrant have been deemed affiliates.

The number of shares outstanding of the Company's $.001 Par Value Common Stock as of June 26, 2013 was 878,192,502.

DOCUMENTS INCORPORATED BY REFERENCE: None.

PART I

ITEM 1: BUSINESS

A) General

Crown Equity Holdings Inc. formerly known as Micro Bio-Medical Waste Systems, Inc. (the “Company”) was incorporated on August 31, 1995 as “Visioneering Corporation” under the laws of the State of Nevada.

In 2007, the Company, through a wholly-owned subsidiary, Crown Trading Systems, Inc. (“CTS”), a Nevada corporation, began to develop, sell and produce computer systems which are capable of running multiple monitors from one computer.

In 2009, Crown Trading Systems was dissolved as a corporation and its business was absorbed into the Company. The Company still uses the trade name "Crown Trading Systems." CTS has reseller and distribution agreements with many wholesale and retail computer and components companies but is not presenting engaged in this business due to the lack of demand at the present time. The Company may re-enter this field once the economy rebounds.

In December, 2010, the Company formed three wholly owned subsidiaries Crown Tele Services, Inc., Crown Direct, Inc. and Crown Real Estate, Inc. Crown Tele Inc. was formed to provide voice over internet services to clients at a competitive price, Crown Direct, Inc. was formed to provide direct sales to customers and Crown Real Estate was formed to hold real estate. All three entities had minimum sales during the year.

At the present time, the Company is offering its services to domestic and global companies seeking to become public entities in the United States. It has launched a website, www.crownequityholdings.com, which offers its services in a wide range of fields. The Company provides various consulting services to companies and individuals dealing with corporate structure and operations globally. The Company also provides public relations and news dissemination for publicly and privately held companies.

In 2009, the Company re-focused its primary vision to using its network of websites to provide advertising and marketing services, as a worldwide online media advertising publisher, dedicated to the distribution of quality branding information. The Company offers Internet media-driven advertising services, which cover and connect a wide range of marketing specialties, as well as search engine optimization for clients interested in online media awareness. As part of its operations, the Company has utilized the services of software and hardware technicians in developing its websites and adding additional websites. This allows the Company to disseminate news and press releases for its customers as well as general news and financial information on a much bigger scale than it did previously. The Company markets its services to companies seeking market awareness of them and the services or goods that they offer. The Company then publishes information concerning these companies on its many websites. The Company is paid in cash and/or stock of the customer companies. The Company through the year has provided consulting and services to numerous clients. However, the Company’s relationship with Cleantech Transit Inc. results in about 90% of the revenue for the Company. The Company provides various management services to its clients. These services include, but are not limited to, general management of a company, financials services including the assisting of audits and public filings and preparation of business plans for its clients .

The condition of online publishing is at an all-time high and is continuing to evolve and grow. It is to a point where online publishing is now a key component of a publishing company’s strategy in the print dominated market. No longer is the possession of printed reading material adding value to a reader’s experience.

At the moment, the majority of the Company’s publishing sites have light to relatively medium traffic. The Company is presently in the process of strengthening its online publishing competitive position with its strategy of producing and obtaining a stronger presence with community targeted online news and information publishing. The Company has begun increasing its web presence with dedicated community targeted news and information publishing websites, which are scheduled to begin releasing in 2014. This strategy will allow the Company to attain readership and advertisers within communities for additional advertisement value for the Company.

In July, 2009, the Company granted a non-exclusive license to Velvet International, Inc. allowing Velvet to use the Company's system and method of rendering public financial relations over the Internet. The Company was paid a one-time licensing fee of $250,000 for the license but will not receive any future royalty or license payments from Velvet. Revenue from this sale allowed the Company to expand its efforts in developing it normal course of business as describe above.

In April 2011 the Company signed a management agreement with Cleantech Transit, Inc., a related party, to provide management and consulting services. The Management and directors of the Company and Cleantech are common to each Company.

The Company's office is located at 11226 Pentland Down Street, Las Vegas NV 89141.

As of December 31, 2012, the Company had no employees and utilized the services of one independent contractor, Lowell Holden, through his company. Mr. Holden is an officer and director of the Company. The other officers of the Company received no remuneration for their services for the year ended December 31, 2012.

Item 2: Properties

The Company is provided office space by one of the officers and directors at no charge. The Company believes that this office space is sufficient for its needs for the foreseeable future.

Item 3: Legal Proceedings

None

Item 4: Submission of Matters to a Vote of Security Holders

On May 25, 2010, the Company designated 25,000 shares of its preferred stock as Series A Convertible Preferred Stock (the "Series A Stock"). The Series A Stock is convertible at the option of the holder into 10,000 shares of the Company's common stock for each share of Series A Stock held. No Series A Stock has been issued. In March, 2011, the Company amended its Series A Stock, increasing the number of shares to 1,000,000 shares with each share convertible into one hundred (100) shares of the Company's common stock at the option of the Holder. The Company accepted a subscription to issue 600,000 shares of its Series A Stock to an unaffiliated third party for $600,000 in April 2011. During the year ended December 31, 2012 the Company converted the 600,000 shares of Series A preferred into 60,000,000 shares of common stock.

Item 5: Market for Registrant's Common Equity and Related Shareholder Matters

The Company's common stock is currently traded on the OTC Electronic Bulletin Board in the United States, having the trading symbol "CRWE" and CUSIP #22834M107. The Company's stock is traded on the OTC Electronic Bulletin Board. As of June 24 2013, the Company had 878,192,502 shares of its common stock issued and outstanding, of which 329,843,351 were held by non-affiliates.

The following table reflects the high and low quarterly bid prices for the fiscal years ended December 31, 2012and 2011.

Period	High Bid	Low Bid
1st Qtr. 2011	.028	.011
2nd Qtr. 2011	.031	.011
3rd Qtr. 2011	.0297	.011
4th Qtr. 2011	.0297	.015
1 st Qtr. 2012	.0296	.0098
2 nd Qtr. 2012	.015	.0045
3 rd. Qtr. 2012	.01	.0039
4 th Qtr. 2012	.008	.0023

The Internet provided the above information to the Company. These quotations may reflect inter-dealer prices without retail mark-up/mark-down/commission and may not reflect actual transactions.

As of December 31, 2012, the Company estimates there are approximately 45 “holders of record” of its common stock and estimates that there are approximately 150 beneficial shareholders of its common stock. The Company has authorized 4,900,000,000 shares of common stock, par value $.001 and 100,000,000 shares of preferred stock, par value $.001, none of which are issued and outstanding.

Item 6: Selected Financial Data

Not applicable.

Item 7: Management’s Discussion and Analysis or Plan of Operation

FORWARD-LOOKING STATEMENTS MAY NOT PROVE ACCURATE

When used in this Form 10-K, the words “anticipated”, “estimate”, “expect”, and similar expressions are intended to identify forward-looking statements. Such statements are subject to certain risks, uncertainties and assumptions including the possibility that the Company will fail to generate projected revenues. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected.

OVERVIEW

The following discussion of the financial condition, changes in financial condition and results of operations of the Company for the fiscal years ended December 31, 2012 and 2011 should be read in conjunction with the financial statements of the Company and related notes included therein.

The Company was incorporated on August 31, 1995 as Visioneering Corporation. In 1999, the Company acquired 20/20 Web Design, Inc., a Colorado corporation wholly owned by Crown Partners, Inc. In August, 2009, Crown Partners transferred its shares of the Company to Crown Marketing Corporation ("Crown Marketing") in exchange for marketing and public relation services to be provided by Crown Marketing.

In July, 2009, the Company received a one-time licensing fee of $250,000 which it has utilized in funding its current operations. The Company also anticipates that as it proceeds with its planned advertising and marketing services, the revenues generated will be used to finance its operations in the short-term. The Company continues to search for additional areas in which it can generate revenue so that the Company will become profitable but there can be no guarantee that profitability will be achieved in the near- or long-term.

The Company’s business plan is to continue to provide the consulting and services to its client on an as-needed basis. These services include general and financial management to private and public companies with an emphasis on their financial reporting and filing requirements. Such service is subject to the needs of its clients and may vary by company. The Company will attempt to carry out its business plan as described above. The Company cannot predict to what extent its lack of liquidity and capital resources will hinder its business plan prior to the consummation of a business combination.

LIQUIDITY AND CAPITAL RESOURCES

Since inception, the Company’s most significant change in liquidity or capital resources or stockholders’ equity has been receipts of proceeds from offerings of its capital stock and from a license fee. The Company’s balance sheet as of December 31, 2012 reflects expanded assets and reduced liabilities from the previous year due to equity method investments received from related party revenues and conversion of notes payable to common shares. The revenue transaction has had a positive impact on the Company's liquidity; however, it may not reflect the ability of the Company to fund itself without outside sources in the future. Further, there exist no agreements or understandings with regard to loan agreements by or with the Officers, Directors, principals, affiliates or shareholders of the Company. In the past, officers and directors of the Company have lent or advanced monies to the Company to fund operations, there are no formal agreements or arrangements for them to continue to do so. As of December 31, 2012, the Company has $91,794 due to Montse Zaman, an officer and director, and $17,025 due to Phoenix Consulting Services, a company controlled by Montse Zaman, as three year unsecured notes due on November 19, 2012, with interest accruing at 12% per annum. As of December 31, 2012 the notes are in default and accrue interest at the rate of 18% per annum. The Company also has $1,000 due to Tisa Capital, controlled by a related party, which note is unsecured, bears no interest and is due on demand.

At December 31, 2012, the Company had negative working capital of $102,612 which consisted of current assets of $141,209 and current liabilities of $243,821. The current liabilities of the Company at December 31, 2012 are composed primarily of accounts payable and accrued expenses of $132,002 and short-term debt of $111,819 with the portion due to related parties of $109,819.

Cash flows used in operating activities during the year ending December 31, 2012 was $173,563 compared to cash flow used of $1,056,964 for the same period in 2011. This represents a positive change of $883,401. The primary factors to the change include the decrease in net loss of $1,232,665 and decrease in investments received for revenues of $1,287,638, offset by decrease in unrealized losses of marketable securities of $1,463,600.

Cash flows provided by investing activities for the year ended December 31, 2012 totaled $4,837 and included cash paid for the purchase of fixed assets totaling $51 and proceeds from the sale of marketable securities of $4,888 compared to cash paid for fixed assets of $7,205 and proceeds from the sale of marketable securities of $398,767 as investing activities during 2011.

Cash flows provided by financing was $85,610 for the year ending December 31, 2012 compared to $600,000 for the same period in 2011. The 2012 financing was due to the sale of Common stock of $10,000, issuance of related party debt of $14,610 and the issuance of third party debt and convertible debt of $61,000. The cash flow from financing activity in 2011 was from the issuance of 600,000 shares of preferred stock for cash.

As of December 31, 2012, the Company had total assets of $293,483 and total liabilities of $243,821. Stockholders' equity as of December 31, 2012 was $49,662 compared to equity of $491,980 at December 31, 2011. Liabilities decreased in 2012 due to the decrease in accounts payable and accrued expense from $182,697 at December 31, 2011 to $132,002 at December 31, 2012 and reduction of deferred revenue of $193,219 as of December 31, 2011 to $0 at December 31, 2012. The Company will attempt to carry out its plan of business as discussed above. The Company cannot predict to what extent its lack of liquidity and capital resources will hinder its business plan. The Company will need additional capital to fund that proposed operation.

NEED FOR ADDITIONAL FINANCING

The Company's existing capital may not be sufficient to meet the Company's cash needs, including the costs of compliance with the continuing reporting requirements of the Securities Exchange Act of 1934, as amended.

No commitments to provide additional funds have been made by management or other stockholders. Accordingly, there can be no assurance that any funds will be available to the Company to allow it to cover its expenses.

The Company might seek to compensate providers of services by issuances of stock in lieu of cash.

RESULTS OF OPERATIONS

For the year ended December 31, 2012, the Company had revenues of $24,354 compared to $1,570,814 revenues for the year ended December 31, 2011. Revenue decrease was due primary to the reduced number of clients in 2012 over 2011 and the concentration of revenue from one client in 2012. For the year ended December 31, 2012, the Company had operating expenses of $380,212 and a net loss of $789,129. Expenses consisted of general and administrative expenses of $346,651, impairment of investment due to the equity method of $172,617 and loss form the equity method of $234,581 along with other expenses. For the year ended December 31, 2011, the Company had operating expenses of $1,995,944 and a net loss of $2,021,794. Expenses during this period were mostly from general and administrative expenses of $1,989,524 and unrealized losses on marketable securities of $1,435,600. The difference in expenses between the two periods resulted included from the Company's decreased operations during 2012. The net loss per share was $0.00 for year ended December 31, 2012 and 2011.

The difference in revenues from 2011 to 2012 resulted from a modification to the Company's operations. The Company focused its efforts its management contract with related party Cleantech Transit, Inc. The Company providing services and does not have inventory or product costs. The Company's expenses in 2012 were significantly lower than 2011 due to no employee expense for most of the year and compensating one consultant for its services provided. Compensation and payroll cost totaled $176,038, professional services costs including legal and accounting expenses of $76,266, and advertising costs of $34,555 comprising the major expenses of operations during 2012.

The concentration of the Company's efforts with Cleantech reduced its ability to market its services to a broader market and created some uncertainty as to its future operations and ability to continue. The concentration creates a risk with more than 90% of its business from one entity compared to a broader sales base in 2011.

Item 8: Financial Statements

Financial statements are audited and included herein beginning on Exhibit 1, page 1 and are incorporated herein by this reference.

Item 9: Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

There were no disagreements with accountants on accounting and financial disclosure during the relevant period.

Item 9a: Controls & Procedures

Evaluation of Disclosure Controls and Procedures

For purposes of this section, the term disclosure controls and procedures means controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Securities Exchange Act of 1934, as amended (the "Act") (15 U.S.C. 78a et seq.) is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. It should be noted that the design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote. As of the end of the period covered by this Annual Report, we carried out an evaluation, under the supervision and with the participation of our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on this evaluation, our CEO and CFO has concluded that the Company's disclosure controls and procedures are not effective because of the identification of a material weakness in our internal control over financial reporting which is identified below, which we view as an integral part of our disclosure controls and procedures.

Changes in Internal Controls over Financial Reporting

We have not yet made any changes in our internal controls over financial reporting that occurred during the period covered by this report on Form 10-K that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act. Our internal control system was designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes, in accordance with generally accepted accounting principles. Because of inherent limitations, a system of internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate due to change in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management conducted an evaluation of the effectiveness of our internal control over financial reporting using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control—Integrated Framework. Based on its evaluation, our management concluded that there are material weaknesses in our internal control over financial reporting. A material weakness is a deficiency, or a combination of control deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

The material weaknesses relate to the following:

-Lack of segregation of duties in financial reporting, as our financial reporting and all accounting functions are performed by our Chief Executive Officer. Our President does not possess accounting expertise and our company does not have an audit committee.

-Lack of a formal review process that includes multiple levels of review, as all accounting and financial reporting functions are performed by our Chief Financial Officer and the work is not reviewed by anyone.

These weaknesses are due to the company's lack of working capital to hire additional staff. To remedy the material weaknesses, we intend to engage another accountant to assist with financial reporting as soon as our finances will allow.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to the attestation by the Company's registered public accounting firm pursuant to temporary rules of the SEC that permit the Company to provide only management's report in this annual report.

The Company's management carried out an assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2012. The Company's management based its evaluation on criteria set forth in the framework in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on that assessment, management has concluded that the Company's internal control over financial reporting was not effective as of December 31, 2012.

Item 9b: Other Information

None

Part III

Item 10: Directors, Executive Officers, Promoters and Control Persons; Compliance with Section 16(a) of the Exchange Act

Identification of Directors and Executive Officers of the Company

The following table sets forth the names and ages of all directors and executive officers of the Company and all persons nominated or chosen to become a director, indicating all positions and offices with the Company held by each such person and the period during which they have served as a director:

The principal executive officers and directors of the Company are as follows:

Name	Age	Positions Held and Tenure
Steven Onoue	54	Director since July, 2002
Kenneth Bosket	66	CEO, Director since June 2008
Montse Zaman	38	Secretary, Treasurer, Director since February, 2008
Lowell Holden	70	CFO, Director since January 2010

The Directors named above will serve until the next annual meeting of the Company's stockholders. Thereafter, Directors will be elected for one-year terms at the annual stockholders' meeting. Officers will hold their positions at the pleasure of the Board of Directors, absent any employment agreement, of which none currently exist or is contemplated. There is no arrangement or understanding between the Directors and Officers of the Company and any other person pursuant to which any Director or Officer was or is to be selected as a Director or Officer of the Company.

The Directors and Officers of the Company will devote their time to the Company's affairs on an "as needed" basis. As a result, the actual amount of time which each will devote to the Company's affairs is unknown and is likely to vary substantially from month to month.

The Company has no audit or compensation committee.

Business Experience: The following is a brief account of the business experience for the past five years of the directors and executive officers, indicating their principal occupations and employment during that period, and the names and principal businesses of the organizations in which such occupations and employment were carried out.

KENNETH BOSKET - Kenneth Bosket is a director of the Company. Mr. Bosket has been CEO of the Company since June, 2008. Mr. Bosket retired in 2004 after 30 years with Sprint (Telecommunication Division). Mr. Bosket is co-founder of JaHMa, a music company in Las Vegas, Nevada and a former Board Member and President of Bridge Counseling Associates, a mental health and substance abuse service company. His experience includes implementing appropriate procedures for positioning his organization's goals with successful teaming relationships, marketing and over 30 years of extensive customer service, as well as managing various departments, and being a western division facilitator working directly for a President of Sprint. Mr. Bosket has received numerous awards, such as the Pinnacle Award for his exceptional service with his former employer combined with his community service involvements. Mr. Bosket earned a Masters of Business Administration from the University of Phoenix and a Bachelor's of Business

Administration from National University. Mr. Bosket brings to the Company extensive experience in managing employees as well as extensive marketing experience which have been invaluable in helping the Company move forward with offering its marketing and advertising services.

STEVEN ONOUE - Mr. Onoue is a director of the Company. Since 2009, Mr. Onoue has been self-employed as a day trader of securities. From 2000 until August, 2009, Mr. Onoue was an officer and director of Crown Partners, Inc., the former majority shareholder of the Company. As part of his duties with Crown Partners, Mr. Onoue was formerly as vice president and manager of Sanitec™ Services of Hawaii, Inc., a wholly-owned subsidiary of Crown Partners, Inc. engaged in medical waste treatment and disposal, from 2000 until May, 2005. Prior to that, Mr. Onoue was the president of Cathay Atlantic Trading Company in Honolulu, Hawaii which traded in hard commodities and acted as consultant to many construction and renovation projects. Mr. Onoue acts as a community liaison and legislative analyst to Rep. Suzuki of the State of Hawaii. Mr. Onoue has been registered securities professional as well as a being involved in real estate in Hawaii for more than 15 years. Mr. Onoue brings his extensive experience in the securities and business fields to the Company. His experience in operating businesses as well as his keen understanding of the public securities markets for small cap companies makes him an asset to the Company.

MONTSE ZAMAN - Montse Zaman is the secretary and treasurer for the Company. She worked for Zaman & Company, a private business consulting firm, as an administrative assistant from 2003 until the end of 2008 when she joined the Company. Ms. Zaman has extensive organizational experience and is involved in handling the day-to-day administrative operations of the Company. Ms. Zaman has an extensive background in journalism and has a degree in Communications from Instituto Superior De Ciencia Y Technologia A.C. in Mexico. Mrs. Zaman possesses strong administrative credentials which have proven invaluable in handling the daily operations of the Company and reporting and working directly with the Company’s CFO in ensuring that all financial transactions are accurately and properly reported.

LOWELL HOLDEN - Lowell Holden is CFO and Chief Accounting Officer of the Company as well as a director. Since 1983, Mr. Holden has owned and operating his own consulting firm, LS Enterprises, Inc., which provides business consulting, accounting and other services to businesses. Mr. Holden has a broad range of business experience including managing, securing financing, structuring of transactions, and is experienced and knowledgeable in managing relationships with customers, financing institutions and stockholders. Mr. Holden also has a background in assisting companies in fulfilling their financial auditing and SEC reporting requirements. Mr. Lowell Holden has a Bachelor's of Science degree from Iowa State University.

CONFLICTS OF INTEREST

The Officers and Directors of the Company will devote most of their time to the Company however; there will be occasions when the time requirements of the Company’s business conflict with the demands of their other business and investment activities. Such conflicts may require that the Company attempt to employ additional personnel. There is no assurance that the services of such persons will be available or that they can be obtained upon terms favorable to the Company.

There is no procedure in place which would allow the Officers and Directors to resolve potential conflicts in an arms-length fashion. Accordingly, they will be required to use their discretion to resolve them in a manner which they consider appropriate.

The Company’s Officers and Directors may actively negotiate or otherwise consent to the purchase of a portion of their common stock as a condition to, or in connection with, a proposed merger or acquisition transaction. It is anticipated that a substantial premium over the initial cost of such shares may be paid by the purchaser in conjunction with any sale of shares by the Company’s Officers and Directors which is made as a condition to, or in connection with, a proposed merger or acquisition transaction. The fact that a substantial premium may be paid to the Company’s Officers and Directors to acquire their shares creates a potential conflict of interest for them in satisfying their fiduciary duties to the Company and its other shareholders. Even though such a sale could result in a substantial profit to them, they would be legally required to make the decision based upon the best interests of the Company and the Company’s other shareholders, rather than their own personal pecuniary benefit.

The Company previously adopted a Code of Ethics in 2004. The Company has revised the Code of Ethics and is adopting a new Code of Ethics which applies to its directors as well as to its officers including its principal executive officer, principal financial officer, and principal accounting officer. A copy of the Code of Ethics is attached as an Exhibit to this Report and is also available on the Company's website, www.crownequityholdings.com. A copy of the Code of Ethics is also available at no charge to anyone who may send a request in writing to the Company, addressed to its CEO, at, Las Vegas, NV 89146.

Identification of Certain Significant Employees - The Company does not employ any persons who make or are expected to make significant contributions to the business of the Company.

Item 11: Executive Compensation

During fiscal 2012 the Company paid its officers and directors an aggregate of $11,250 plus issued 7,218,580 shares of common stock valued at $116,538 for an aggregate value of $127,788 for their services.

During the fiscal year ended December 31, 2012, Mr. Saucdeo-Bardan, an officer and director, resigned from the Company. Mr. Bosket and Ms. Zaman agreed to terminate their employment with the Company while continuing to serve as officers and directors without compensation. This decision was necessitated due to the dramatic decrease in the Company's revenues and its inability to continue paying them as employees. The fourth director and officer, Mr. Holden, continued as an independent consultant with maintaining the Company's books and records. His remuneration was primarily in shares of the Company's stock for his services.

The following tables sets for the compensation for all officers and directors during the past three years:

OFFICERS COMPENSATION

		Annual compensation			Long-term compensation				
					Awards		Payouts		
Name and Principal Position	Year	Salary ($)	Bonus ($)	Other annual compen -sation ($)	Restricted stock award(s) ($)	Securities under-lying options/ SARs (#)	LTIP payouts ($)	All other compen-sation ($) (1)	Total Compensation
Kenneth	2012	2,750	-	-	19,538	-	-		22,288
Bosket, CEO,	2011	35,000	-	-	37,000	-	-		72,000
Director	2010	28,000			38,000				66,000
Arnulfo	2012	2,750	-	-	19,538	-	-		22,288
Saucedo-Bardan,	2011	35,000	-	-	37,000	-	-		72,000
Chairman,	2010	29,400	-	-	39,600	-	-		69,000
Director (1)					-				
Montse Zaman,	2012	3,000	-	-	43,385	-	-		46,385
Secretary,	2011	64,500	-	-	79,500	-	-		144,000
Treasurer,	2010	61,250	-	-	87,950	-	-		149,200
Director									
Lowell Holden	2012	2,750	-	-	34,077	-	-		36,827

CFO, Director	2011	35,000	-	-	37,000	-	-	72,000
	2010	31,500	-		28,500			60,000
								-

(1) Mr. Saucedo-Bardan resigned as a director and chairman during 2012

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DIRECTORS COMPENSATION

		Annual compensation			Long-term compensation				
					Awards		Payouts		
Name and Principal Position	Year	Salary ($)	Bonus ($)	Other annual compen -sation ($)	Restricted stock award(s) ($)	Securities under-lying options/ SARs (#)	LTIP payouts ($)	All other compen-sation ($) (1)	Total Compensation
Kenneth	2012	2,750	-	-	19,538	-	-		22,288
Bosket, CEO,	2011	35,000	-	-	37,000	-	-		72,000
Director	2010	28,000			38,000				66,000
Arnulfo	2012	2,750	-	-	19,538	-	-		22,288
Saucedo-Bardan,	2011	35,000	-	-	37,000	-	-		72,000
Chairman,	2010	29,400	-	-	39,600	-	-		69,000
Director (1)					-				
Montse Zaman,	2012	3,000	-	-	43,385	-	-		46,385
Secretary,	2011	64,500	-	-	79,500	-	-		144,000
Treasurer,	2010	61,250	-	-	87,950	-	-		149,200
Director									
Lowell Holden	2012	2,750	-	-	34,077	-	-		36,827
CFO, Director	2011	35,000	-	-	37,000	-	-		72,000
	2010	31,500	-		28,500				60,000
									-

(1) Mr. Saucedo-Bardan resigned as a director and chairman during 2012

Directors are entitled to reimbursement for reasonable travel and other out-of-pocket expenses incurred in connection with attendance at meeting of the Board of Directors.

The Company has no material bonus or profit-sharing plans pursuant to which cash or non-cash compensation is or may be paid to the Company’s directors or executive officers.

The Company has no compensatory plan or arrangements, including payments to be received from the Company, with respect to any executive officer or director, where such plan or arrangement would result in any compensation or remuneration being paid resulting from the resignation, retirement or any other termination of such executive officer’s employment or from a change-in-control of the Company or a change in such executive officer’s responsibilities following a change-in-control and the amount, including all periodic payments or installments where the value of such compensation or remuneration exceeds $100,000 per executive officer.

During the last completed fiscal year, no funds were set aside or accrued by the Company to provide pension, retirement or similar benefits for Directors or Executive Officers.

The Company has no written employment agreements.

In December, 2007, the Company adopted the Crown Equity Holdings, Inc. Consultants and Employees Stock Plan for 2007. Under the Plan, 100,000,000 shares are reserved for issuance to employees, officers, directors, advisors and consultants. As of December 31, 2012, 57,710,000 shares had been issued under the Plan.

Termination of Employment and Change of Control Arrangement. Except as noted herein, the Company has no compensatory plan or arrangements, including payments to be received from the Company, with respect to any individual named above from the latest or next preceding fiscal year, if such plan or arrangement results or will result from the resignation, retirement or any other termination of such individual’s employment with the Company, or from a change in control of the Company or a change in the individual’s responsibilities following a change in control.

Section 16(a) Beneficial Ownership Reporting Compliance. During the year ended December 31, 2012, the following persons were officers, directors and more than ten-percent shareholders of the Company’s common stock:

Name	Position	Filed Reports
Steven Onoue	Director	Yes
Kenneth Bosket	Officer, Director	Yes
Montse Zaman	Officer, Director	Yes
Lowell Holden	Officer, Director	Yes
Crown Marketing	Shareholder	Yes

Item 12: Security Ownership of Certain Beneficial Owners and Management

There were 880,325,835 shares of the Company' common stock issued and outstanding on December 31, 2012. There are 100,000,000 shares of preferred stock, par value $.001, authorized with none outstanding. The following tabulates holdings of shares of the Company by each person who, subject to the above, at the date of this Report, holds or record or is known by Management to own beneficially more than five percent (5%) of the Common Shares of the Company and, in addition, by all directors and officers of the Company individually and as a group.

Names and Addresses	Number of Shares Owned Beneficially	Percent of Beneficially Owned Shares	
Steven Onoue (1) 5440 Sahara, Suite 205 Las Vegas, NV 89146	3,500,000	.40	%
Kenneth Bosket (1) 5440 Sahara, Suite 205 Las Vegas, NV 89146	9,736,636	1.11	%
Montse Zaman (1) 5440 Sahara, Suite 205 Las Vegas, NV 89146	88,338,040	10.03	%
Lowell Holden(1) 5440 Sahara, Suite 205 Las Vegas, NV 89146	5,980,375	.68	%
Crown Marketing Corporation Mina #222 Sur, Gomez Palacio Durango Mexico CP 35000	440,794,100	50.07	
Aida Bardan Gloria(2) Mina #222 Sur, Gomez Palacio Durango Mexico CP 35000	440,794,100	50.07	
All directors and officers as a group (4)	107,555,051	12.22	%

(1) Denotes officer or director.

(2) Mrs. Bardan Gloria is the sole shareholder of Crown Marketing Corp. She is the mother of Montse Zaman. Ms. Zaman disclaims any beneficial interest in the shares owned by Crown Marketing.

Change in Control. There are no arrangements known to the Company, including any pledge by any person of securities of the Company, the operation of which may at a subsequent date result in a change of control of the Company.

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity

	options, warrants and rights (a)	(b)	compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	--	--	66,290,000
Equity compensation plans not approved by security holders	--	--	--
Total	--	--	66,290,000

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The Company utilizes the shares available under the Plan described above to issue shares of stock as compensation to employees, consultants and officers and directors. At the end of each quarter, the Board of Directors of the Company determines the amount of shares to be issued pursuant to the Plan.

Item 13: Certain Relationships and Related Transactions

In 2012, the Company paid the following related parties:

- Ken Bosket, CEO and director, received $2,750 in cash and 1,098,862 shares of restricted stock for a total value of $19,538
- Montse Zaman, Secretary, Treasurer and director, received $3,000 in cash and 2,460,455 shares of restricted stock for a total value of $43,385.
- Lowell Holden CFO and director, received $2,750 in cash and 2,560,401 shares of restricted stock for a total value of $34,077

On December 2, 2009, the Company signed a one year lease for 2,400 square feet of office space. The rent for the space was $2,400 per month or $28,800 paid in 2011. The landlord is Ms. Zaman's husband. The lease was renewed for one more year at the same rental rate as in 2011 and terminated as of June 30, 2012.

On November 20, 2009, the Company converted accounts payable and advances from Montse Zaman, a related party, of $79,184 to a three year unsecured note maturing on November 19, 2012. Interest is incurred at 12% per annum unless the principal and interest are not paid by maturity at which time the interest rate accelerates to 18% per annum. During 2010 the related party advanced the Company $8,000 and brings the total principal amount under the note as of December 31, 2012 and 2011 to $79,184. The note is in default.

During the year ended December 31, 2012, Montse Zaman made multiple advances totaling $12,610 to the Company. The debt carries zero interest and is due on demand.

During the year ended December 31, 2012, the Company borrowed $1,000 from Tisa Capital Corp controlled by a related party. The debt carries zero interest and is due on demand.

During 2007, the Company borrowed $12,700 from Phoenix Consulting Services Inc. controlled by a related party. The loan is unsecured and matured on April 1, 2008 and accrued interest at 12% per annum. The note can be converted into common shares of the company at the holder's option at a conversion price to be determined in the future. Amounts outstanding under this agreement subsequent to April 1, 2008 accrued interest at 18% per annum. On November 20, 2009, the note including principal and interest totaling $16,025 was converted to a long term note due November 19, 2012 with principal and interest due at maturity. If the principal and interest are not paid by maturity, the interest rate accelerates to 18% per annum. The unpaid principal amount on this note was $16,025 as of December 31, 2011. During 2012, Phoenix Consulting advanced $1,000 to the Company and brings the total principal amount under the note to $17,025 as of December 31, 2012. The note is in default.

During June 2011, the Company entered into a service agreement with Cleantech Transit, Inc. which is a related party due to common Directors and officers. The Company provided consulting services to Cleantech from April 1, 2011 through March 31, 2012 in return for 5,000,000 shares of Cleantech common stock. The fair value of the stock received was determined to be $775,000 of which $581,781 was recognized as revenue during 2011 and $193,219 was written-off against the carrying value of the equity method investment during the year ended December 31, 2012.

In April 2012 the Company extended its contract with Cleantech Transit, Inc. through April 30, 2013. Under the terms of the agreement the Company receives $22,000 per month paid either in cash or stock. During the year ended December 31, 2012 the Company received 105,953,150 shares of Cleantech stock valued at $0 plus $21,800 in cash.

Of the Company's four directors, only Messrs. Holden and Onoue may be considered "independent" directors as they are the only directors which do not work out of the Company's headquarters in Las Vegas, Nevada. The Company has no committees and therefore has no independent directors serving on committees

Item 14: Principal Accounting Fees and Services

The following table presents for each of the last two fiscal years the aggregate fees billed in connection with the audits of our financial statements and other professional services rendered by our independent registered public accounting firm MaloneBailey, LLP, Certified Public Accountants and Consultants.

	2012	2011
Audit fees	$ 31,300	22,000
Audit related fees	-	-
Tax fees	--	1,500
All other fees	-	-

Audit fees represent the professional services rendered for the audit of our annual financial statements and the review of our financial statements included in quarterly reports, along with services normally provided by the accounting firm in connection with statutory and regulatory filings or engagements. Audit-related fees represent professional services rendered for assurance and related services by the accounting firm that are reasonably related to the performance of the audit or review of our financial statements that are not reported under audit fees.

Tax fees represent professional services rendered by the accounting firm for tax compliance, tax advice, and tax planning. All other fees represent fees billed for products and services provided by the accounting firm, other than the services reported for in the other categories.

Item 13: Exhibits and Reports on Form 8-K

(a) Financial Statements and Schedules

The following financial statements and schedules are filed as part of this report: