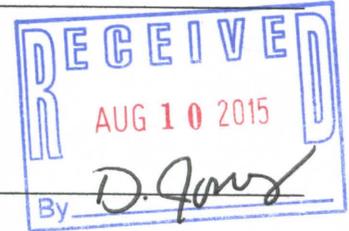


Board of Governors of the Federal Reserve System



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.

I, A. Malachi Mixon, III

Name of the Holding Company Director and Official

Lead Director, Ovation Holdings, Inc.

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.

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.

A. Malachi Mixon III
 Signature of Holding Company Director and Official

Date of Signature 7/15/2015

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 4114884
 C.I. _____

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2014

Month / Day / Year

5493003XBXWRDW4VIY95

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Ovation Holdings, Inc.

Legal Title of Holding Company

3003 Tamiami Trail N., Suite 100

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

Naples

FL

34103-2714

City

State

Zip Code

N/A

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Cheryl Morrell

VP, Controller

Name

Title

239-314-0590

Area Code / Phone Number / Extension

239-314-0525

Area Code / FAX Number

cmorrell@encorebank.com

E-mail Address

N/A

Address (URL) for the 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

Form FRY 6

Ovation Holdings, Inc.
Naples, FL 34103
Fiscal Year Ending December 31, 2014

Report Item 2a: Organization chart

Ovation Holdings, Inc.
Naples, FL 34103

100%

Encore Bank, N.A.
Naples, FL 34103

Form FRY 6
Ovation Holdings, Inc
Naples, FL 34103

Report Item 2b: Domestic Branch Listing

Naples Main
12/31/2010 via P&A
3003 Tamiami Trail N ste 100
Naples, FL 34103 Collier USA
Full Service

Vanderbilt
12/31/2012 via P&A
2375 Vanderbilt Beach Road
Naples, FL 34109 Collier USA
Full Service

Bonita
12/31/2012 via P&A
4450 Bonita Beach Road, Suite 15
Bonita Springs, FL 34135 Lee USA
Full Service

Ft. Myers
12/31/2010 via P&A
7920 Summerlin Lakes Drive
Fort Myers, FL 33907 Lee USA
Full Service

Pt. Charlotte
12/31/2010 via merger
2120 Kings Highway
Port Charlotte, FL 33980 Charlotte USA
Full Service

Sun City
12/31/2010 via P&A
1653 Sun City Plaza ste 1001
Sun City, FL 33573 Hillsborough USA
Full Service

Form FRY-6
Ovation Holdings, Inc.
Fiscal Year Ending December 31, 2014

Report item 3: Securities Holders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2014.

Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2014.

(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of Each Class or Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number & Percentage of Each Class or Voting Securities
Aaron Malachi Mixon III The Mixon Family Limited Partnership Hunting Valley OH	USA	420,000 - 12.43% common stock			
Ray & Roseann Park Las Vegas NV	USA	340,000 - 10.06% common stock			
Primus Capital Cleveland OH	USA	788,800 - 23.35% common stock			
Resilience Fund II Annex LP Cleveland OH	USA	299,000 - 8.85% common stock			

Form FRY-6
Ovation Holdings, Inc.
Fiscal Year Ending December 31, 2014

Report item 4: Insiders

(1), (2), (3) (a) (b) (c) and (4) (a) (b) (c)

(1) Names City, State Country	(2) Principal Occupation if other Than with Bank Holding Company	(3) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include name of subsidiaries)	(3) (c) Title & Position with other Businesses (include names of other businesses)	(4)(a) Percentage of voting shares in Bank Holding Company	(4)(b) Percentage of voting shares in Subsidiaries (include names of Subsidiaries)	(4) (c) List names of other companies includes partnerships if 25% or more of voting securities are held (list names of companies and percentage of voting securities held
A Malachi Mixon III Hunting Valley, OH USA	Retired	Director	Director Encore Bank	Director Elson's Container Director Park Ohio Holdings Corporation Director Arborwear LLC Director CAD Audio LLC Director Air Enterprises Director Fibercore LLC Director PEL Supply Company Director Invacare Corporation	12.43%	N/A	31% Arborwear LLC 49% Elson's Container 40% Air Enterprises 32% Fibercore LLC 32% PEL Supply Company 23% CAD Audio LLC
Jon Outcalt Novelty, OH USA	Chairman Federal Process Corp	Director	Director Encore Bank	President Aberdeen Group Inc	3.26%	N/A	100% Aberdeen Group Inc 42% Federal Process Corp
William M Weber Chagrin Falls, OH USA	President & CEO Air Enterprises	Director	Director Encore Bank	Chairman Thermotech	3.55%	N/A	40% Air Enterprises 40% Thermotech Enterprises
Patrick V Auletta Hunting Valley, OH USA	Retired President Emeritus Key Bank NA	Director	Director Encore Bank	Director Great Lakes Integrated Director Park Ohio Industries Director Cleveland Clinic Foundation	0.52%	N/A	N/A
Jon C Bruss Hartland, WI USA	CEO Fortress Partners	Director	Director Encore Bank	Director Gulfshore Bancshares Inc. Director & Chairman Wisconsin Evangelical Lutheran Synod Investment Funds, Inc. Director Advantage Leasing Corp Director Eberle Communications Group, Inc.	4.44%	N/A	100% of all shares Fortress Partners Capital Management Ltd

Form FRY-6
 Ovation Holdings, Inc.
 Fiscal Year Ending December 31, 2014

Report item 4: Insiders

(1), (2), (3) (a) (b) (c) and (4) (a) (b) (c)

(1) Names City, State Country	(2) Principal Occupation if other Than with Bank Holding Company	(3) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include name of subsidiaries)	(3) (c) Title & Position with other Businesses (include names of other businesses)	(4)(a) Percentage of voting shares in Bank Holding Company	(4)(b) Percentage of voting shares in Subsidiaries (include names of Subsidiaries)	(4) (c) List names of other companies includes partnerships if 25% or more of voting securities are held (list names of companies and percentage of voting securities held
Primus Capital Cleveland OH USA					23.35%	N/A	N/A
William McMaster Gates Mills, OH USA	Director Primus Capital	Director	Director Encore Bank	Director ECP Holdings LLC VP & Secretary ECP Investment Corp	0.00%	N/A	N/A
Ronald E Weinberg Gates Mills, OH USA	Principal Weinberg & Bell Group	Director	Director Encore Bank	Co-CEO Channel Products Director Carl's Patio Inc Director New Channel Direct President Weinberg Capital Corporation Chairman of Board Aero 3 Corporation Director Davis Weinberg Company	4.10%	N/A	32.9% Weinberg Capital Corp 51% Davis Weinberg Co.
Roseann Park Las Vegas, NV USA	President Roseann Realty	Director	Director Encore Bank	Assistant General Manager IX Center Trustee Cleveland Clinic Trustee Board of Visitors MD Anderson Cancer Center	10.06%	N/A	100% Roseann Realty
Thomas N Ray Naples, FL USA	N/A	EVP / Director	Director, President & CEO Encore Bank	N/A	0.71%	N/A	N/A
Resilience Fund II Annex LP Cleveland OH USA	N/A	N/A	N/A	N/A	8.85%	N/A	N/A