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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

1/25/16

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 **4114834**  
C.I. \_\_\_\_\_

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

**December 31, 2015**

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, 2015

 **REVISED**  
04/11/16

Report item 2a: **Organization Chart**

Ovation Holdings, Inc  
5493003XBXWRDW4VIY95  
Naples, FL 34103  
Incorporated in Florida

100%

Encore Bank, N.A.  
549300LC27IDGWR0UJ69  
Naples, FL 34103  
Incorporated in Florida

**Results:** A list of branches for your depository institution: ENCORE BANK, NATIONAL ASSOCIATION (ID\_RSSD: 3603457). This depository institution is held by OVATION HOLDINGS, INC. (4114884) of NAPLES, FL. The data are as of 12/31/2015. Data reflects information that was received and processed through 04/05/2016.

**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		Full Service (Head Office)	3603457	ENCORE BANK, NATIONAL ASSOCIATION	3003 TAMiami TRAIL, SUITE 100	NAPLES	FL	34103	COLLIER	UNITED STATES	448927	0	ENCORE BANK, NATIONAL ASSOCIATION	3603457	
OK		Full Service	4184467	BONITA SPRINGS BRANCH	4450 BONITA BEACH ROAD, SUITE 1	BONITA SPRINGS	FL	34134	LEE	UNITED STATES	535754	6	ENCORE BANK, NATIONAL ASSOCIATION	3603457	
OK		Full Service	3594041	FORT MYERS BRANCH	7920 SUMMERLIN LAKES DRIVE	FORT MYERS	FL	33907	LEE	UNITED STATES	362942	3	ENCORE BANK, NATIONAL ASSOCIATION	3603457	
OK		Full Service	3354713	2370 VANDERBILT BEACH ROAD OFFICE	2370 VANDERBILT BEACH ROAD	NAPLES	FL	34109	COLLIER	UNITED STATES	450407	5	ENCORE BANK, NATIONAL ASSOCIATION	3603457	
OK		Full Service	3594078	PORT CHARLOTTE BRANCH	2120 KINGS HIGHWAY	PORT CHARLOTTE	FL	33980	CHARLOTTE	UNITED STATES	463648	4	ENCORE BANK, NATIONAL ASSOCIATION	3603457	
OK		Full Service	3594032	SUN CITY BRANCH	1653 SUN CITY CENTER PLAZA, SUITE 1001	SUN CITY CENTER	FL	33573	HILLSBOROUGH	UNITED STATES	362941	2	ENCORE BANK, NATIONAL ASSOCIATION	3603457	

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 Fiscal Year Ending December 31, 2015

**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 12/31/2015.			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 12/31/2015.		
(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	USA	420,000 - 12.43% common stock			
Ray & Roseann Park Las Vegas, NV USA	USA	340,000 - 10.06% common stock			
Primus Capital Cleveland, OH, USA	USA	788,800 - 23.35% common stock			
Resilience Fund II Annex LP Cleveland, OH, USA	USA	299,000 - 8.85% common stock			

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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 GulfshoreBancshares 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

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## 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 Mulligan Cleveland OH USA	Managing Partner Primus Capital	Director	Director Encore Bank	Director American Institute Director PartsSource Director Oswald Companies Director Universal Electronics	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