



FR Y-6  
OMB Number 7100-0297  
Approval expires December 31, 2015  
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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.

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

**December 31, 2012**

Month / Day / Year

I, **A. Malachi Mixon, III**

Reporter's Name, Street, and Mailing Address

**Ovation Holdings, Inc.**

Legal Title of Holding Company

**3003 Tamiami Trail N. Ste 100**

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

**Naples**

**FL**

**34103**

City

State

Zip Code

Title of the Holding Company Director and Official

Director  
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.

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:

**Peter Minford**

**EVP/CFO**

Name

Title

**239-919-5893**

Area Code / Phone Number / Extension

**239-591-0429**

Area Code / FAX Number

**pminford@encorenationalbank.com**

E-mail Address

**www.encorenationalbank.com**

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

Signature of Holding Company Director and Official

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

For Federal Reserve Bank Use Only

RSSD ID

C.I.

**4114884**

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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20561, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

**Form FR Y-6**  
**Ovation Holdings, Inc.**  
**Naples, FL 34103**  
**Fiscal Year Ending December 31, 2012**

Report item 2a: Organization Chart

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graph TD; A["Ovation Holdings, Inc.  
Naples, FL 34103  
Incorporated In Florida"] --- B["Encore National Bank  
Port Charlotte, FL 33980  
Incorporated in Florida"]
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Ovation Holdings, Inc.  
Naples, FL 34103  
Incorporated In Florida

Encore National Bank  
Port Charlotte, FL 33980  
Incorporated in Florida

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 Full Service	Collier	USA
North Naples 12/31/2010 via P&A 10600 Tamiami Trail N Ste 604 Naples, FL 34108 Full Service	Collier	USA
Vanderbilt 12/31/2012 via P&A 2375 Vanderbilt Beach Rd. Naples, FL 34109 Full Service	Collier	USA
Bonita 12/31/2012 via P&A 4450 Bonita Beach Rd. Ste 15 Bonita Springs, FL 34135 Full Service	Lee	USA
Ft Myers 12/31/2010 via P&A 7920 Summerlin Lakes Drive Ft Myers, FL 33907 Full Service	Lee	USA



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Fiscal Year Ending December 31, 2012

**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 12/31/2012.

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 12/31/2012.

(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 - 10.07% common stock			
Primus Capital Cleveland OH	USA	788,800 - 23.35% common stock			
Resilience Fund Cleveland OH	USA	299,000 - 8.85% common stock			

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Fiscal Year Ending December 31, 2012

## 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	Chairman Invacare Corporation	Director	N/A	Director The Sherwin Williams Co. Director Park Ohio Holdings Corporation Director Arborwear LLC Director Thermotech Director Air Enterprises Director Fibercore LLC	12.43%	N/A	31% Arborwear 25% Thermotech 40% Air Enterprises 32% Fibercore LLC
Jon Outcalt Novelty, OH USA	Chairman Federal Process Corp	Director	N/A	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	N/A	Chairman Thermotech	3.55%	N/A	40% Air Enterprises 40% Thermotech Enterprises
Patrick V Auletta Hunting Valley, OH USA	Retired	Director	N/A	Director Great Lakes Integrated Director Park Ohio Industries Director Cleveland Clinic Foundation Director Catholic Diocese OF Cleveland Director John Carroll University	0.52%	N/A	N/A
Jon C Bruss  Hartland, WI USA	CEO  Fortress Partners	Director	N/A	Director Eberle Communications Group, Inc. Director & Vice Chairman Wisconsin Evangelical Lutheran Synod Investment Funds, Inc.	4.44%	N/A	100% of all shares Fortress Partners CapitalMaagement Ltd

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(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
William McMaster Gates Mills, OH USA	Director Primus Capital	Director	N/A	AI Holdings, Inc. Director	23.35%	N/A	N/A
Ronald E Weinberg Gates Mills, OH USA	Principal Weinberg & Bell Group	Director	N/A	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	N/A	Assistant General Manager IX Center Trustee Cleveland Clinic Trustee Board of Visitors MD Anderson Cancer Center	10.07%	N/A	100% Roseann Realty
Thomas N Ray Naples, FL USA	N/A	EVP	Director, President & CEO Encore National Bank	N/A	0.71%	N/A	N/A
Peter W. Minford Naples, FL USA	N/A	COO/CFO	EVP/CFO Encore National Bank†	N/A	0.00%	N/A	N/A
The Resilience Fund II Annex LP Cleveland, OH USA	N/A	N/A	N/A	N/A	8.85%	N/A	N/A