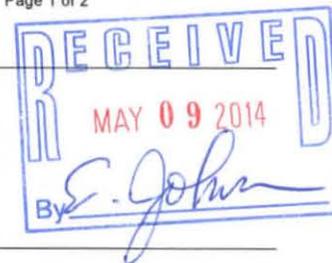


Board of Governors of the Federal Reserve System



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, 2013

Month / Day / Year

I, A. Malachi Mixon, III

Reporter's Name, Street, and Mailing Address

Ovation Holdings, Inc.

Name of the Holding Company Director and Official

Lead Director, Ovation Holdings, Inc.

Legal Title of Holding Company

3003 Tamiami Trail N., Suite 100

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.

Naples FL 34103-2714

City State Zip Code

N/A

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:

Thomas N. Ray Executive Vice President

Name Title

239-591-8840

Area Code / Phone Number / Extension

239-591-0429

Area Code / FAX Number

tray@encorebank.com

E-mail Address

N/A

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

Signature of Holding Company Director and Official

A. Malachi Mixon III
4/30/14

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 414884.

C.I.

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 Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

<p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/>	<p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/>
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Form FRY6

Ovation Holdings, Inc.
Naples, FL 34103
Fiscal Year Ending December 31, 2013

Part item 2a: Organization chart

Ovation Holdings,
Inc.
Naples, FL 34103
State of Incorporation - FLORIDA

100%

Encore Bank,
National Association
Port Charlotte, FL 33980

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 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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
		Full Service (Head Office)	3603457	ENCORE BANK, NATIONAL ASSOCIATION	2120 KINGS HIGHWAY	PORT CHARLOTTE	FL	33980	CHARLOTTE	UNITED STATES	448927	0	ENCORE BANK, NATIONAL ASSOCIATION	3603457	
		Full Service	4184467	BONITA SPRINGS BRANCH	4450 BONITA BEACH ROAD, SUITE 1	BONITA SPRINGS	FL	34134	LEE	UNITED STATES	Not Required	Not Required	ENCORE BANK, NATIONAL ASSOCIATION	3603457	
		Full Service	3594041	FORT MYERS BRANCH	7920 SUMMERLIN LAKES DRIVE	FORT MYERS	FL	33907	LEE	UNITED STATES	362942	3	ENCORE BANK, NATIONAL ASSOCIATION	3603457	
		Full Service	3354713	2370 VANDERBILT BEACH ROAD OFFICE	2370 VANDERBILT BEACH ROAD	NAPLES	FL	34109	COLLIER	UNITED STATES	Not Required	Not Required	ENCORE BANK, NATIONAL ASSOCIATION	3603457	
		Full Service	3594078	NAPLES BRANCH	3003 TAMiami TRAIL, SUITE 100	NAPLES	FL	34103	COLLIER	UNITED STATES	463648	4	ENCORE BANK, NATIONAL ASSOCIATION	3603457	
OK Close	2/8/2013	Full Service	18078	NORTH NAPLES BRANCH	10600 TAMiami TRAIL NORTH, SUITE 604	NAPLES	FL	34108	COLLIER	UNITED STATES	43131	1	ENCORE BANK, NATIONAL ASSOCIATION	3603457	
		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, 2013

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 12/31/2013.			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 12/31/2013.		
(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 II Annex LP Cleveland OH	USA	299,000 - 8.85% common stock			

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Ovation Holdings, Inc.
Fiscal Year Ending December 31, 2013

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	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	12.43%	N/A	31% Arborwear 25% Thermotech 40% Air Enterprises 32% Fibercore LLC 33% Elson's 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 Director Catholic Diocese OF Cleveland Director CAD Audio LLC	0.52%	N/A	N/A
Jon C Bruss Hartland, WI USA	CEO Fortress Partners	Director	Director Encore Bank	Director Eberle Communications Group, Inc. Director & Vice Chairman Wisconsin Evangelical Lutheran Synod Investment Funds, Inc. Director & Vice Chairman Advantage Leasing Corp Director & Vice Chairman Gulfshore Bancshares Inc	4.44%	N/A	100% of all shares Fortress Partners Capital Management Ltd

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Ovation Holdings, Inc.
Fiscal Year Ending December 31, 2013

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
William McMaster Gates Mills, OH USA	Director Primus Capital	Director	Director Encore Bank	Director ECP Holdings LLC VP & Secretary ECP Investment Corp	23.35%	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	10.07%	N/A	100% Roseann Realty
Thomas N Ray Naples, FL USA	N/A	EVP	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