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) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)); section 10(b)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)(2)); sections 102 (a)(1), 165, and 618 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (12 U.S.C. §§ 5311(a)(1), 5365, and 1850a(c)(1)); and sections 8(a) and 13(a) of the International Banking Act of 1978 (12 U.S.C. §§ 3106(a) and 3108(a)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Todd A. Mason
Name of the Holding Company Director and Official

President & CEO
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.

Todd Mason President
Signature of Holding Company Director and Official

3/21/2024
Date of Signature

Date of Report (top-tier holding company's fiscal year-end):
12/31/2023
Month / Day / Year

Reporter's Name, Street, and Mailing Address
Pandora Bancshares, Incorporated
Legal Title of Holding Company

102 E. Main St, P.O. Box 329
(Mailing Address of the Holding Company) Street / P.O. Box

Pandora | OH | 45877
City | State | Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Larry E. Hoffman | CFO
Name | Title

567-336-0386
Area Code / Phone Number / Extension

419-384-7404
Area Code / FAX Number

lhoffman@e-fnb.com
E-mail Address

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

Is confidential treatment requested for any portion of this report submission?	0=No 1=Yes	0

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report ☐
2. a letter justifying this request has been provided separately ☐

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

For Federal Reserve Bank Use Only

RSSD ID _____
C.I. _____

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

Report Item 1: Annual Report to Shareholders

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

Checklist

The checklist below is provided to assist the holding company in filing all the necessary responses and verifying changes from the prior year to the various report items. The completed checklist should be submitted with the report. Please see section A of the General Instructions for additional guidance.

Verification of Changes

All Reporters must respond to the following questions by checking the Yes or No box below, as appropriate.

Did the holding company have changes to any reportable FR Y-6 items (2a, 2b, 3, or 4) from the prior year?

☒ Yes ☐ No

If checked Yes, complete the remaining checklist for Report Items 2a, 2b, 3, and 4. For each Report Item, indicate whether there are changes from the prior year by checking Yes or No below. See section A of the General Instructions for additional information.

Report Item 2a: Organization Chart

☐ Yes ☒ No

If checked Yes, the Reporter must submit the organization chart as specified in Report Item 2.a instructions.

Report Item 2b: Domestic Branch Listing

☒ Yes ☐ No

If checked Yes, the Reporter must submit the domestic branch listing as specified in Report Item 2.b instructions.

Report Item 3: Securities Holders

☒ Yes ☐ No

If checked Yes, the Reporter must submit the information as specified in Report Item 3 instructions.

Report Item 4: Insiders

☒ Yes ☐ No

If checked Yes, the Reporter must submit the information as specified in Report Item 4 instructions.

Results: A list of branches for your depository institution: FIRST NATIONAL BANK OF PANDORA, THE (ID_RSSD: 571920).
This depository institution is held by PANDORA BANCSHARES, INCORPORATED (1139149) of PANDORA, OH.
The data are as of 12/31/2023. Data reflects information that was received and processed through 01/04/2024.

Reconciliation and Verification Steps
Per the December 2022 instructions, these steps should be followed if there were changes to your domestic branch listing over the prior reporting year.
Please see the FR Y-6 instructions for further detail.
Note: If a Y-10 was submitted during the fiscal year and the change is reflected below, enter 'OK' in the Data Action column.
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, if applicable. 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)	571920	FIRST NATIONAL BANK OF PANDORA, THE	102 E. MAIN ST.	PANDORA	OH	45877	PUTNAM	UNITED STATES	Not Required	Not Required	FIRST NATIONAL BANK OF PANDORA, THE	571920	
OK		Full Service	1468689	BLUFFTON BRANCH	112 CHERRY ST.	BLUFFTON	OH	45817	ALLEN	UNITED STATES	Not Required	Not Required	FIRST NATIONAL BANK OF PANDORA, THE	571920	
OK		Full Service	2982726	FINDLAY EAST BRANCH	1630 TIFFIN AVENUE	FINDLAY	OH	45840	HANCOCK	UNITED STATES	Not Required	Not Required	FIRST NATIONAL BANK OF PANDORA, THE	571920	
OK		Full Service	4392123	FINDLAY WEST BRANCH	1114 TRENTON AVENUE	FINDLAY	OH	45840	HANCOCK	UNITED STATES	Not Required	Not Required	FIRST NATIONAL BANK OF PANDORA, THE	571920	
OK		Full Service	5813335	LIMA WEST BRANCH	2580 EASTOWN ROAD	LIMA	OH	45807	ALLEN	UNITED STATES	Not Required	Not Required	FIRST NATIONAL BANK OF PANDORA, THE	571920	
OK		Full Service	4723491	OTTAWA BRANCH	855 NORTH LOCUST STREET	OTTAWA	OH	45807	PUTNAM	UNITED STATES	Not Required	Not Required	FIRST NATIONAL BANK OF PANDORA, THE	571920	

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Pandora Bancshares, Incorporated
Pandora, OH
Fiscal Year Ending December 31, 2023

Report Item 3: Securities Holders

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2023			**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 12-31-2023**		
(1)(a) **Name & Address (City, State, Country)**	**(1)(b)** **Country of Citizenship or Incorporation**	**(1)(c)** **Number and Percentage of Each Class of Voting Securities**	**(2)(a)** **Name & Address (City, State, Country)**	**(2)(b)** **Country of Citizenship or Incorporation**	**(2)(c)** **Number and Percentage of Each Class of Voting Securities**
Cede & Company New York, NY USA	USA	15,238 - 6.03% Common Stock	NA		
John Arnold Findlay, OH USA	USA	16,964 - 6.71% Common Stock			
Edward Diller: Edward & Karen Diller (jointly) Fort Thomas, KY USA	USA	6,640 - 2.63% Common Stock			
Edward Diller Trustee, Suzanne Stauffer Irrevocable Agreement of Trust Cincinnati, OH USA	Note: Power to invest in common or preferred shares of any corporation USA	4,460 - 1.76% Common Stock			
Karen Diller (wife) Fort Thomas, KY USA	USA	2,250 - 0.89% Common Stock			
Total Edward Diller		13,350 - 5.28% Common Stock			

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Pandora Bancshares, Incorporated
Pandora, OH
Fiscal Year Ending December 31, 2023

Report Item 4: Insiders
(1)(a)(b)(c) and (2)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, Country)	**Principal Occupation if other than with holding company**	**Title & Position with holding company**	**Title & Position with Subsidiaries (include names of subsidiaries)**	**Title & Position with Other Businesses (include names of other businesses)**	**Percentage of Voting Securities in holding company**	**Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)**	**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)**
J. Peter Suter Pandora, OH USA	Business Owner	Director	N/A	CEO, DRC Holdings Inc.	0.47%	None	DRC Holdings Inc. 50%
Jared Lehman Bluffton, OH USA	President & CEO	Director & Chair	N/A	President & CEO Lima Family YMCA	0.37%	None	N/A
Randal Verhoff Ottawa, OH USA	CPA	Director	N/A	Owner, Verhoff & Company, CPAs	2.22%	None	Verhoff & Company, CPAs 100%
John Arnold Findlay, OH USA	N/A	Director & Vice Chair	N/A	N/A	6.71%	None	N/A
Scott Basinger Pandora, OH USA	Esq	Director	N/A	Owner, Blackhoof Title Agency	0.84%	None	Blackhoof Title Agency 100%
Todd Mason Lima, OH USA	N/A	Director	President/CEO First National Bank of Pandora	N/A	3.63%	None	N/A
Cede & Co New York, NY USA	N/A	N/A	N/A	N/A	6.03%	None	N/A
Ronda Lehman Lima, OH USA	President	Director	N/A	President, Mercy Health Lima	0.10%	None	N/A
Brendon Matthews Bluffton, OH USA	N/A	Director	Chief Lending Officer First National Bank of Pandora	N/A	0.66%	None	N/A