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.

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, 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 251, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Official
03/13/2014

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2013

Month / Day / Year

Reporters Name, Street, and Mailing Address
Pandora Bancshares, Inc.

Legal Title of Holding Company
102 E. Main St., P.O. Box 329

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

City
OH

State
45877-0329
Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Larry E. Hoffman
Name
SVP & CFO
Title

419-384-3221
Area Code / Phone Number / Extension
419-384-7404
Area Code / FAX Number

lhoffman@e-fnb.com
E-mail Address

NA
Address (URL) for the Holding Company’s web page

Does the reporter request confidential treatment for any portion of this submission?
No

I hereby certify that the information for which confidential treatment is sought is being submitted separately labeled "Confidential.”

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 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0267), Washington, DC 20503.
Annual Report of Bank Holding Companies - FR Y-6
Pandora Bancshares, Inc.
Fiscal Year End December 31, 2013

Report Item 1: Annual Report to Shareholders

Enclosed

Report Item 2a: Organization Chart

Pandora Bancshares, Inc.
Pandora, Ohio
Incorporated in Ohio

100%

The First National Bank of Pandora
Pandora, Ohio
Incorporated in Ohio

Report Item 2b: Domestic Branch Listing

Enclosed

Report Item 3: Securities Holders

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<th># shares</th>
<th>Percentage</th>
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<td>Cede &amp; Company</td>
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<tr>
<td>New York, NY 10041, USA</td>
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<tr>
<td>Thomas Lagos</td>
<td>2,405</td>
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<tr>
<td>Matino Lagos (wife)</td>
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<tr>
<td>Yianni Lagos (child)</td>
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<td>Ageri Lagos (child)</td>
<td>1,377</td>
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<tr>
<td>Springfield, OH 45504, USA</td>
<td>7,647</td>
</tr>
<tr>
<td>Edward Diller</td>
<td>3,320</td>
</tr>
<tr>
<td>Trustee</td>
<td>2,118</td>
</tr>
<tr>
<td>Karen Diller (wife)</td>
<td>1,125</td>
</tr>
<tr>
<td>Trustee Diller Exec Bldg Trust</td>
<td>112</td>
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<tr>
<td>Fort Thomas, KY 41075, USA</td>
<td>6,675</td>
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(2) NA
Report Item 4: Insiders

David A. Rodabaugh (Attorney)
Lima, OH USA
Director, Pandora Bancshares Inc.
Pandora, OH 45877 USA
4.84%

Lawyers Title Agency of Allen County
Lima, OH 45801 USA
100%

David A. Rodabaugh Law Office
Bluffton, OH 45817 USA
100%

Rodabaugh Properties, LLC
Lima, OH 45801 USA
100%

Charles D. Niswander (Retired)
Pandora, OH USA
Director, Pandora Bancshares Inc.
Pandora, OH 45877 USA
1.58%

Martin Terry (Vice President for Business Affairs/Treasurer, University of Findlay)
Findlay, OH USA
Director, Pandora Bancshares Inc.
Pandora, OH 45877 USA
0.39%

Donald R. Dreisbach (Retired Banker)
Fostoria, OH USA
Director, Pandora Bancshares Inc.
Pandora, OH 45877 USA
1.30%

J. Peter Suter (Assistant Professor of Business, Bluffton University)
Pandora, OH USA
Director, Pandora Bancshares Inc.
Pandora, OH 45877 USA
0.52%

Jared Lehman (Exec Director Otterbein Criderville Senior Community)
Bluffton, OH USA
Director, Pandora Bancshares Inc.
Pandora, OH 45877 USA
0.22%

Randal Verhoff (CPA Verhoff & Company, LLC)
Ottawa, OH USA
Director, Pandora Bancshares Inc.
Pandora, OH 45877 USA
0.16%
Report Item 4: Insiders (continued)

Todd A. Mason (President/CEO First National Bank)  
Lima, OH [redacted] USA  
Director, Pandora Bancshares Inc.  
Pandora, OH 45877 USA  
2.83%

Mark DePue (Senior VP & Senior Lender First National Bank)  
Leipsic, OH [redacted] USA  
0.10%

Larry Hoffman (Senior VP & CFO First National Bank)  
Bluffton, OH [redacted] USA  
0.13%

Brendon Matthews (Senior VP First National Bank)  
Bluffton, OH [redacted] USA  
0.11%
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 (1339149) of PANDORA, OH.
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/31/2014.

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.

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 UNNUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

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<th>Branch ID, RSSD*</th>
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<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>County</th>
<th>FDIC UNNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID, RSSD*</th>
<th>Comments</th>
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<td>Full Service (Head Office)</td>
<td>571920</td>
<td>FIRST NATIONAL BANK OF PANDORA, THE</td>
<td>302 E MAIN ST</td>
<td>PANDORA</td>
<td>OH</td>
<td>45877</td>
<td>PUTNAM</td>
<td>UNITED STATES</td>
<td>4409</td>
<td>0 FIRST NATIONAL BANK OF PANDORA, THE</td>
<td>571920</td>
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<td>OK</td>
<td>1468619</td>
<td>Full Service</td>
<td>1468619</td>
<td>BLUFFTON BRANCH</td>
<td>112 CHERRY ST</td>
<td>BLUFFTON</td>
<td>OH</td>
<td>45815</td>
<td>ALLEN</td>
<td>UNITED STATES</td>
<td>21182</td>
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<td>OK</td>
<td>2987726</td>
<td>Full Service</td>
<td>2987726</td>
<td>FREDAY BRANCH</td>
<td>3630 TIFFIN AVENUE</td>
<td>FREDAY</td>
<td>OH</td>
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<td>HANCOCK</td>
<td>UNITED STATES</td>
<td>35840</td>
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<td>OK</td>
<td>4392123</td>
<td>Full Service</td>
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<td>FIRST NATIONAL BANK BRANCH</td>
<td>1114 TRENTON AVENUE</td>
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