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. § 3105(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 261, 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
03/20/2015

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 1139149
C.I. 8139149

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2014

Month / Day / Year

NA

Reporters Legal Entity Identifier (LEI) (20-Character LEI Code)

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

1-419-384-9101
Area Code / Phone Number / Extension

1-419-384-7404
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?

☐ 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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

10/2014
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.

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
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<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
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Physical Location (if different from mailing address)
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<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>Country</th>
<th>FDIC CHUINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
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<tbody>
<tr>
<td>OK</td>
<td>5/19/2015</td>
<td>Full Service (Head Office)</td>
<td>5171900</td>
<td>WEST NATIONAL BANK OF PANDORA, THE</td>
<td>102 E. MAIN ST.</td>
<td>PANDORA</td>
<td>OH</td>
<td>45877</td>
<td>PUTTAM</td>
<td>UNITED STATES</td>
<td>4409</td>
<td>0</td>
<td>FIRST NATIONAL BANK OF PANDORA, THE</td>
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<tr>
<td>OK</td>
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<td>3468688</td>
<td>BLUFFTON BRANCH</td>
<td>112 CHERRY ST.</td>
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<td>45813</td>
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</tbody>
</table>
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

<table>
<thead>
<tr>
<th># shares</th>
<th>Percentage</th>
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<tbody>
<tr>
<td>(1) Cede &amp; Company</td>
<td>28,409</td>
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<tr>
<td>New York, NY 10041, USA</td>
<td></td>
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<tr>
<td>Edward Diller</td>
<td>3,320</td>
</tr>
<tr>
<td>Trustee</td>
<td>2,118</td>
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<tr>
<td>Karen Diller (wife)</td>
<td>1,125</td>
</tr>
<tr>
<td>Fort Thomas, KY USA</td>
<td>6,563</td>
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(2) NA
Report Item 4: Insiders

David A. Rodabaugh (Attorney)
Lima, OH USA

Director, Pandora Bancshares Inc. 4.99%
Pandora, OH 45877 USA

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

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

Rodabaugh Properties, LLC 100%
Lima, OH 45801 USA

Charles D. Niswander (Retired)
Pandora, OH USA

Director, Pandora Bancshares Inc. 1.79%
Pandora, OH 45877 USA

Martin Terry (Vice President for Business Affairs/Treasurer, University of Findlay)
Findlay, OH USA

Director, Pandora Bancshares Inc. 1.23%
Pandora, OH 45877 USA

Donald R. Dreisbach (Retired Banker)
Fostoria, OH USA

Director, Pandora Bancshares Inc. 1.70%
Pandora, OH 45877 USA

J. Peter Suter (Local Business Owner, Bluffton)
Pandora, OH USA

Director, Pandora Bancshares Inc. 0.53%
Pandora, OH 45877 USA

Jared Lehman (Exec Director Otterbein Cridersville Senior Community)
Bluffton, OH USA

Director, Pandora Bancshares Inc. 0.26%
Pandora, OH 45877 USA

Randal Verhoff (CPA Verhoff & Company, LLC)
Ottawa, OH USA

Director, Pandora Bancshares Inc. 0.24%
Pandora, OH 45877 USA
Report Item 4: Insiders (continued)

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

Mark DePue (Senior VP & Senior Lender First National Bank)
Leipsic, OH USA

Larry Hoffman (Senior VP & CFO First National Bank)
Bluffton, OH USA

Brendon Matthews (Senior VP First National Bank)
Bluffton, OH USA