

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
OF CLEVELAND



2015 APR -6 A 8:27

Annual Report of Holding Companies—FR Y-6

STATISTICS & ANALYSIS
DEPARTMENT

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.

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
C.I.

1139149

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

December 31, 2014

Month / Day / Year

NA

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's 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

OH

45877-0329

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Larry E. Hoffman

SVP & CFO

Name

Title

419-384-9101

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?

☐ 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.

Legal Title of Subsidiary Holding Company (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box City State Zip Code Physical Location (if different from mailing address)	Legal Title of Subsidiary Holding Company (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box City State Zip Code Physical Location (if different from mailing address)
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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 **12/31/2014**. Data reflects information that was received and processed through **01/07/2015**.

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
OK		Full Service (Head Office)	571920	FIRST NATIONAL BANK OF PANDORA, THE	102 E. MAIN ST.	PANDORA	OH	45877	PUTNAM	UNITED STATES	4469	0	FIRST NATIONAL BANK OF PANDORA, THE	571920	
OK		Full Service	1468689	BLUFFTON BRANCH	112 CHERRY ST.	BLUFFTON	OH	45817	ALLEN	UNITED STATES	211823	1	FIRST NATIONAL BANK OF PANDORA, THE	571920	
Change	12/30/2014	Full Service	2982726	FINDLAY EAST BRANCH	1630 TIFFIN AVENUE	FINDLAY	OH	45840	HANCOCK	UNITED STATES	359442	3	FIRST NATIONAL BANK OF PANDORA, THE	571920	Popular name change only
Change	12/30/2014	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	Popular name change only
Delete	5/5/2014	Full Service	4720315	FIRST NATIONAL BANK	855 NORTH LOCUST STREET	OTTAWA	OH	45875	PUTNAM	UNITED STATES	Not Required	Not Required	FIRST NATIONAL BANK OF PANDORA, THE	571920	Duplicate
Delete	5/5/2014	Full Service	4722579	FIRST NB NORTH LOCUST BRANCH	855 NORTH LOCUST STREET	OTTAWA	OH	45875	PUTNAM	UNITED STATES	Not Required	Not Required	FIRST NATIONAL BANK OF PANDORA, THE	571920	Duplicate
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	

Annual Report of Bank Holding Companies - FR Y-6

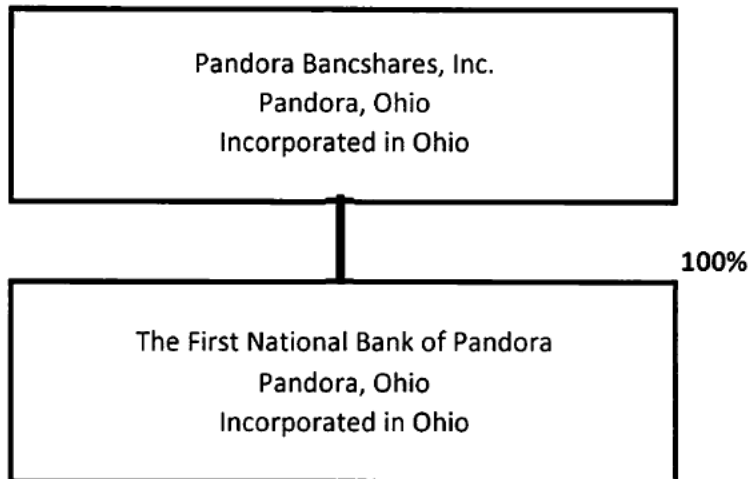
Pandora Bancshares, Inc.

Fiscal Year End December 31, 2014

Report Item 1: Annual Report to Shareholders

Enclosed

Report Item 2a: Organization Chart



Report Item 2b: Domestic Branch Listing

Enclosed

Report Item 3: Securities Holders	<u># shares</u>	<u>Percentage</u>
(1)		
Cede & Company New York, NY 10041, USA	28,409	22.73%
Edward Diller	3,320	
Trustee	2,118	
Karen Diller (wife)	1,125	
Fort Thomas, KY [REDACTED] USA	<u>6,563</u>	5.25%
(2) NA		

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Pandora Bancshares, Inc.

Fiscal Year End December 31, 2014

Report Item 4: Insiders

David A. Rodabaugh (Attorney)

Lima, OH [REDACTED] USA

Director, Pandora Bancshares Inc.
Pandora, OH 45877 USA

4.99%

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 [REDACTED] USA

Director, Pandora Bancshares Inc.
Pandora, OH 45877 USA

1.79%

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

Findlay, OH [REDACTED] USA

Director, Pandora Bancshares Inc.
Pandora, OH 45877 USA

1.23%

Donald R. Dreisbach (Retired Banker)

Fostoria, OH [REDACTED] USA

Director, Pandora Bancshares Inc.
Pandora, OH 45877 USA

1.70%

J. Peter Suter (Local Business Owner, Bluffton)

Pandora, OH [REDACTED] USA

Director, Pandora Bancshares Inc.
Pandora, OH 45877 USA

0.53%

Jared Lehman (Exec Director Otterbein Cridersville Senior Community)

Bluffton, OH [REDACTED] USA

Director, Pandora Bancshares Inc.
Pandora, OH 45877 USA

0.26%

Randal Verhoff (CPA Verhoff & Company, LLC)

Ottawa, OH [REDACTED] USA

Director, Pandora Bancshares Inc.
Pandora, OH 45877 USA

0.24%

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Pandora Bancshares, Inc.

Fiscal Year End December 31, 2014

Report Item 4: Insiders (continued)

Todd A. Mason (President/CEO First National Bank)

Lima, OH [REDACTED] USA

Director, Pandora Bancshares Inc.

3.21%

Pandora, OH 45877 USA

Mark DePue (Senior VP & Senior Lender First National Bank)

0.13%

Leipsic, OH [REDACTED] USA

Larry Hoffman (Senior VP & CFO First National Bank)

0.19%

Bluffton, OH [REDACTED] USA

Brendon Matthews (Senior VP First National Bank)

0.14%

Bluffton, OH [REDACTED] USA