

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

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 FEDERAL RESERVE BANK
 OF PHOENIX

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, 2015
 Month / Day / Year
 N/A
 Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, James V. Dionise
 Name of the Holding Company Director and Official
President, Chief Executive Officer and Director
 Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Mars National Bancorp, Inc.
 Legal Title of Holding Company

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.

145 Grand Avenue, PO Box 927
 (Mailing Address of the Holding Company) Street / P.O. Box
Mars PA 16046
 City State Zip Code

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Michael J. Kirk Exec VP, Treasurer & CFO
 Name Title
724-625-1555 x231
 Area Code / Phone Number / Extension
724-625-8570
 Area Code / FAX Number
mkirk@marsbank.com
 E-mail Address
https://www.marsbank.com
 Address (URL) for the Holding Company's web page

James V. Dionise
 Signature of Holding Company Director and Official
 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

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

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 RSSD ID 465526d
 C.I. _____

Form FR Y-6

Legal Title of Holding Company: Mars National Bancorp, Inc.
Fiscal Year End: December 31, 2015

Report Item 3: Securities Holders

1(a)(b)(c) and 2(a)(b)(c)

***Instructions: Please complete all items in red, in addition to including all applicable securities holders for items 1 and 2 for each holding company in your organization. If there are none for either item, please include "None" or "N/A."
(Please see Appendix A of the report instructions for an example of how to report items 1 and 2.) Once complete, please print sheet and include in your hardcopy of the report.

***Data Entry Tip: If you would like to add a line break within an individual cell, select Alt + Enter at the space where you would like the line break.

Institution's Note: Pursuant to applicable Board of Governors of the Federal Reserve System regulations and the instructions for the FR Y-6, the share totals and percentages include shares held directly and indirectly and attributed to the person through acting in concert.

Table with 6 columns: 1(a) Name, City, State, Country; 1(b) Country of Citizenship or Incorporation; 1(c) Number and Percentage of Each Class of Voting Securities; 2(a) Name, City, State, Country; 2(b) Country of Citizenship or Incorporation; 2(c) Number and Percentage of Each Class of Voting Securities. Includes entries for Janet L. van Buskirk Balentine, Dianne Dobson Howard, Charles A. Norton, Marion N. Dobson, Patricia Sutton van Buskirk, and Barbara van Buskirk.

Form FR Y-6

Legal Title of Holding Company: Mars National Bancorp, Inc.
 Fiscal Year End: 12/31/2015

Report Item 4: Insiders
 1, 2, 3(a)(b)(c), and 4(a)(b)(c)

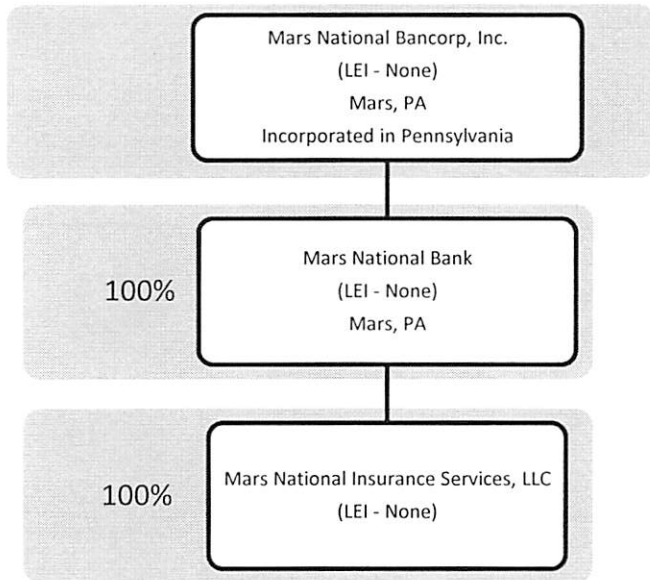
***Instructions: Please complete all items in red, in addition to including all applicable insiders for items 1, 2, 3, and 4 for each holding company in your organization. If a certain item is not applicable to an insider, please include "None" or "N/A."
 (Please see Appendix A of the report instructions for an example of how to report items 1, 2, 3, and 4.) Once complete, please print sheet and include in your hardcopy of the report.

***Data Entry Tip: If you would like to add a line break within an individual cell, select Alt + Enter at the space where you would like the line break.

Institution's Note: Pursuant to applicable Board of Governors of the Federal Reserve System regulations and the instructions for the FR Y-6, the share totals and percentages include shares held directly and indirectly and attributed to the person through acting in concert.

(1) Name, City, State, Country	(2) Principal Occupation If other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Companies (include names of other companies)	(4)(a) Percentage of Voting Shares in 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)
Dallas C. Hippie, Renfrew, PA, United States	Retired - Mars National Bank (formerly President and Chief Executive Officer)	Chairman of the Board	Chairman of the Board	N/A	600 shares/0.75%	N/A	N/A
Janet L. van Buskirk Balentine, Mars, PA, United States	Settlement Officer, Everest Settlement	Principal securities holder and Vice Chairman of the Board	Vice Chairman of the Board	Settlement Officer, Everest Settlement	21,254 shares/26.57%	N/A	N/A
R. Bruce Mensch, Valencia, PA, United States	Retired - Fugh Refrigeration, Inc. (formerly Vice President/Treasurer)	Secretary and Director	Secretary and Director	N/A	721 shares/0.90%	N/A	N/A
Harry G. Austin, III, Wexford, PA, United States	President, James Austin Company	Director	Director	President, James Austin Company	1,097 shares/1.37%	N/A	N/A
Dr. Daniel J. Cole, Wexford, PA, United States	Medical Doctor, Three Rivers Urology	Director	Director	Medical Doctor, Three Rivers Urology	1,531 shares/1.91%	N/A	N/A
Kenneth R. Fleeson, Cranberry Twp., PA, United States	President & General Manager, Lectromat, Inc.	Director	Director	President & General Manager, Lectromat, Inc.	436 shares/0.55%	N/A	N/A
Dianne Dobson Howard, Girard, PA, United States	Retired - Lord Corporation	Principal securities holder and Director	Director	N/A	15,952 shares/19.82%	N/A	N/A
J. Jay Theil, Pittsburgh, PA, United States	President, Brynes and Kiefer Company	Director	Director	President, Brynes and Kiefer Company	660 shares/0.83%	N/A	N/A
James V. Dionise, Wexford, PA, United States	President and Chief Executive Officer	Executive Vice President, Chief Financial Officer, Treasurer	Executive Vice President, Chief Financial Officer	President and Chief Executive Officer	350 shares/0.44%	N/A	N/A
Michael J. Kirk, Pittsburgh, PA, United States	Retired - President and Chief Executive Officer of the Bank	Principal securities holder	N/A	N/A	138 shares/0.17%	N/A	N/A
Charles A. Norton, Mars, PA, United States	Retired - Homemaker	Principal securities holder	N/A	N/A	15,952 shares/19.82%	N/A	N/A
Marion N. Dobson, Girard, PA, United States	Retired	Principal securities holder	N/A	N/A	15,952 shares/19.82%	N/A	N/A
Patricia Sutton van Buskirk, Mars, PA, United States	Retired	Principal securities holder	N/A	N/A	21,254 shares/26.57%	N/A	N/A
Barbara van Buskirk, Portsmouth, N.H., United States	Retired - University Administrator	Principal securities holder	N/A	N/A	21,254 shares/26.57%	N/A	N/A
Above individuals presented as acting in concert:							
Van Buskirk family:							
Janet L. van Buskirk Balentine, Mars, PA, United States							
Patricia Sutton van Buskirk, Mars, PA, United States							
Barbara van Buskirk, Portsmouth, N.H., United States							
Dobson Howard family:							
Dianne Dobson Howard, Girard, PA, United States							
Charles A. Norton, Mars, PA, United States							
Marion N. Dobson, Girard, PA, United States							

2a. Organizational Chart



Results: A list of branches for your holding company: MARS NATIONAL BANCORP, INC. (4655266) of MARS, PA.
 The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

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)	978622	MARS NATIONAL BANK, THE	145 GRAND AVENUE	MARS	PA	16046	BUTLER	UNITED STATES	5069	0	MARS NATIONAL BANK, THE	978622	
OK		Full Service	2121655	PENN BRANCH	600 PITTSBURGH ROAD	BUTLER	PA	16002	BUTLER	UNITED STATES	216955	4	MARS NATIONAL BANK, THE	978622	
OK		Full Service	979124	CRANBERRY BRANCH	20246 ROUTE 19	CRANBERRY TWP	PA	16066	BUTLER	UNITED STATES	216954	3	MARS NATIONAL BANK, THE	978622	
Ok		Full Service	81625	RICHLAND BRANCH	5552 WILLIAM FLYNN HIGHWAY	GIBSONIA	PA	15044	ALLEGHENY	UNITED STATES	216952	1	MARS NATIONAL BANK, THE	978622	
OK		Full Service	4139663	HERITAGE CREEK OFFICE	211 SCHARBERRY LANE	MARS	PA	16046	BUTLER	UNITED STATES	492726	6	MARS NATIONAL BANK, THE	978622	