

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)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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. 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, 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

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.

James V. Dionise  
 Signature of Holding Company Director and Official  
3.13.18  
 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. \_\_\_\_\_

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.

Date of Report (top-tier holding company's fiscal year-end):  
December 31, 2017  
 Month / Day / Year  
549300IQRNMQB86XW17  
 Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)  
 Reporter's Name, Street, and Mailing Address

Mars Bancorp, Inc.  
 Legal Title of Holding Company  
145 Grand Avenue, PO Box 927  
 (Mailing Address of the Holding Company) Street / P.O. Box  

Mars	PA	16046
City	State	Zip Code

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://marsbank.com  
 Address (URL) for the Holding Company's web page

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

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 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)

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Physical Location (if different from mailing address)

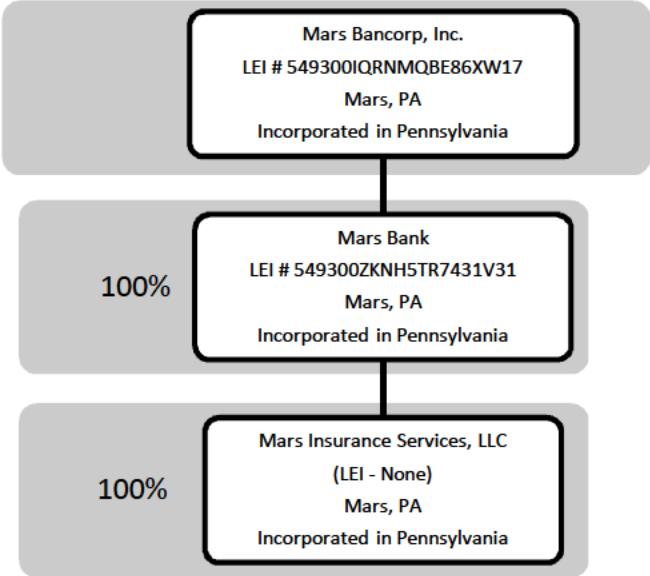
Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

2a. Organizational Chart



Results: A list of branches for your depository institution: **MARS BANK (ID\_RSSD: 978622)**.  
 This depository institution is held by **MARS BANCORP, INC. (4655266)** of **MARS, PA**.  
 The data are as of **12/31/2017**. Data reflects information that was received and processed through **01/04/2018**.

**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 BANK	145 GRAND AVENUE	MARS	PA	16046	BUTLER	UNITED STATES	Not Required	Not Required	MARS BANK	978622	
OK		Full Service	2121655	PENN BRANCH	600 PITTSBURGH ROAD	BUTLER	PA	16002	BUTLER	UNITED STATES	Not Required	Not Required	MARS BANK	978622	
OK		Full Service	979124	CRANBERRY BRANCH	20246 ROUTE 19	CRANBERRY TWP	PA	16066	BUTLER	UNITED STATES	Not Required	Not Required	MARS BANK	978622	
OK		Full Service	81625	RICHLAND BRANCH	5552 WILLIAM FLYNN HIGHWAY	GIBSONIA	PA	15044	ALLEGHENY	UNITED STATES	Not Required	Not Required	MARS BANK	978622	
OK		Full Service	4139663	HERITAGE CREEK OFFICE	211 SCHARBERRY LANE	MARS	PA	16046	BUTLER	UNITED STATES	Not Required	Not Required	MARS BANK	978622	



Form FR Y-6

Legal Title of Holding Company: Mars Bancorp, Inc.  
 Fiscal Year End: 12/31/2017

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)
Janet L. van Buskirk Balentine, Mars, PA, United States	Retired, Settlement Officer, Everest Settlement	Principal securities holder and Chairman of the Board	Chairman of the Board, Mars Bank	Retired, Settlement Officer, Everest Settlement	21,184 shares/26.48%	N/A	N/A
Harry G. Austin, III, Wexford, PA, United States	President, James Austin Company	Director	Director, Mars Bank	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 - UPMC	Director	Director, Mars Bank	Medical Doctor, Three Rivers Urology - UPMC	1,531 shares/1.91%	N/A	N/A
Kenneth R. Flesoon, Cranberry Twp., PA, United States	President, Lectromat, Inc.	Director	Director, Mars Bank	President, Lectromat, Inc.	436 shares/0.55%	N/A	N/A
Dianne Dobson Howard, Girard, PA, United States	Retired, Manager, Library and Archives Services, Lord Corporation	Principal securities holder and Director	Director, Mars Bank	N/A	15,952 shares/19.94%	N/A	N/A
J. Jay Their, Pittsburgh, PA, United States	Director, Stirling Capital	Vice Chairman of the Board	Vice Chairman of the Board, Mars Bank	Director, Stirling Capital	1,689 shares/2.11%	N/A	N/A
James V. Dionise, Wexford, PA, United States	N/A	President and Chief Executive Officer	President and Chief Executive Officer, Mars Bank	N/A	350 shares/0.44%	N/A	N/A
Michael J. Kirk, Pittsburgh, PA, United States	N/A	Executive Vice President, Chief Financial Officer, Treasurer & Secretary	Executive Vice President, Chief Financial Officer & Secretary, Mars Bank	N/A	178 shares/0.22%	N/A	N/A
Charles A. Norton, Mars, PA, United States	Retired - President and Chief Executive Officer of Mars Bank	Principal securities holder	N/A	N/A	15,952 shares/19.94%	N/A	N/A
Patricia Sutton van Buskirk, Mars, PA, United States	Retired	Principal securities holder	N/A	N/A	21,184 shares/26.48%	N/A	N/A
Barbara van Buskirk, Portsmouth, N.H., United States	Retired - University Administrator	Principal securities holder	N/A	N/A	21,184 shares/26.48%	N/A	N/A
Steven D. Thompson, Bridgeville, PA United States	Co-Chief Executive Officer of Schneider Downs and Company	Director	Director, Mars Bank	Co-Chief Executive Officer of Schneider Downs and Company	40 shares/0.05%	N/A	N/A
Gregory B. Mensch, Pittsburgh PA United States	Executive Engineering Manager, Naval Nuclear Laboratory	Director	Director, Mars Bank	Executive Engineering Manager, Naval Nuclear Laboratory	60 shares/0.08%	N/A	N/A
<b>Above individuals presented as acting in concert</b>							
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							