

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.

t, James V. Dionise

Name of the Holding Company Oirector and Official

President, Chief Executive Officer and Director

Tille of the Holding Company Oirector 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 automated 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 Oirector and Official 3.8.2019	
For holding companies not registered with the SEC- tndicate status of Annual Report to Shareholders:         X       is included with the FR Y-6 report         witt 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, 2018 Month / Oay / Year

549300tQRNMQBE86XW17

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

Reporter's Name, Street, and Mailing Address

Mars Bancorp, tnc.

Legal Title of Holding Company

145 Grand Avenue, I	PO Box 927
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(Mailing Address of the Holding Company) Street / P.O. Box

Mars	PA	16046
City	Slale	Zip Code

Physical Location (if different from mailing address)

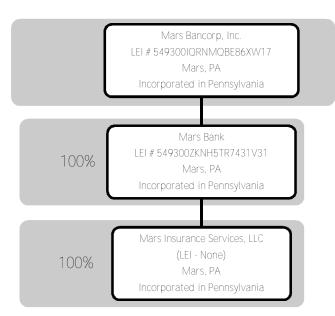
Person to whom questions about this report should be directed:

Michaet 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

ts confidential treatment requested for any portion of this report submission?
In accordance with the Generat Instructions for this report (check only one),
<ol> <li>a tetter justifying this request is being provided atong with the report.</li> </ol>
2. a letter justifying this request has been provided separately $\dots$ $\Box$
NOTE: tnformation for which confidential treatment is being requested must be provided separately and tabeted as "confidentiat."

Public reporting burden for this information collection is estimated to vary from t.3 to fof hours per response, with an average of 5.50 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, OC 2055 t, and to the Office of Management and Budget, Paperwork Reduction Project (7 100-0297), Washington, OC 20503.



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 12/31/2018. Data reflects information that was received and processed through 01/06/2019.

### 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* Cor	omments
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: December 31, 2018

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.

			Securities holders not listed in 3(1)(a) through 3(1)(c.)	that had ownership, control, or holdings of 5	% or more with power to vote during the			
Current securities holders with ownership, con	trol, or holdings of 5% or more with powe	r to vote as of fiscal year ending 12-31-2018.	Securities noteers not listed in 3(1)(a) through 3(1)(c) that had ownership, control, or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2018.					
1(a) Name, City, State, Country	1(b) Country of Citizenship or Incorporation	1(c) Number and Percentage of Each Class of Voting Securities (Please include type of security.)	2(a) Name, City, State, Country	2(b) Country of Citizenship or Incorporation	2(c) Number and Percentage of Each Class of Voting Securities (Please include type of security.)			
Janet L. van Buskirk Balentine, Mars, PA, United States	s United States	21,214 shares/26.52%	N/A	N/A	N/A			
Dianne Dobson Howard, Girard, PA, United States	United States	15,952 shares/19.94%	N/A	N/A	N/A			
Charles A. Norton, Mars, PA, United States	United States	15,952 shares/19.94%	N/A	N/A	N/A			
Patricia Sutton van Buskirk, Mars, PA, United States	United States	21,214 shares/26.52%	N/A	N/A	N/A			
Barbara van Buskirk, Portsmouth, N.H., United States	United States	21,214 shares/26.52%	N/A	N/A	N/A			
Above individuals presented as acting in concert:								
Van Buskirk family:								
Janet L. van Buskirk Balentine, Mars, PA, United States	6							
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								
		1	1	1	1			

#### 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 times 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 threak within an individual ell selet. At it - fore at the space where you would like the line break.
Instructions Note: Pursuant to applicable Board of Governors of the Federal Reserve System regulations and the instructions for the FRY-6, the share totals and percentages include shares held directly and attributed to the person through acting in concert

Participants							_	
Description         Description <thdescription< th=""> <thdescription< th=""></thdescription<></thdescription<>								(4)(c)
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bank OppDesk <t< td=""><td>(1)</td><td>(2) Principal Occupation if other than with Holding</td><td>(3)(a)</td><td></td><td></td><td>(4)(d) Percentage of Voting Shares in Holding</td><td></td><td></td></t<>	(1)	(2) Principal Occupation if other than with Holding	(3)(a)			(4)(d) Percentage of Voting Shares in Holding		
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Imp A Dark B. Worker, N. Delssies         Peckar, B. Worker, D. Darker, Jr.N.         VA.         VA.         VA.           D. Shah J. Shah S. Shah Shah			Principal securities holder and Chairman		Retired, Settlement Officer, Everest			
Description         Matcal Data								
Dr. Benel Deck, Worder Ab, Warder Storey, Tieve Revert Brook Storey, Tieve Revert Storey, Stor	Harry G. Austin, III, Wexford, PA, United States	President, James Austin Company	Director	Director, Mars Bank		1,097 shares/1.37%	N/A	N/A
Carrent Tuesco Carrent Tuesco Tuesc	Dr. Dapiel I. Colo, Weyford, DA, United States	Medical Dector, Three Divers Unelegy - UDMC	Director	Director, Mars Bank		427 charge / 529/	NZA	N1/A
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Inter V Dorse, Wedner JA, Lintel Stear, Vancher St	Dianne Dobson Howard, Girard, PA, United State			Director, Mars Bank	N/A	15,952 shares/19.94%	N/A	N/A
Jame Jonio Work         Name	J. Jay Their, Pittsburgh, PA, United States	Director, Stirling Capital	Vice Chairman of the Board			1,889 shares/2.36%	N/A	N/A
Machael Jos, Rhitsburg, PA, United State         NA         Statute Version         NA         Passer-022%         NA         NA<						252 1 10 110		
Moment         MA         Office Asserts         NA         NA         NA         NA           Charles Avorte, Mars, Publication         Mars Back         Mars Back         Mars Back         NA         NA         NA         NA         NA         NA         NA           Braits Astron Mars, Publication         Propel sourther bodier         NA         NA<	James V. Dionise, Wexford, PA, United States	N/A			N/A	350 Shares/0.44%	N/A	N/A
Brind - Persident and Chief Seques (Cher of Seques)         Prings seques holder         N/A         N/A         N/A         N/A           Patrica Alton vin Bukir, Na, PA, Unitad SM Berind         Minogs seques holder         N/A         V/A         2,124 starce/36.5%         N/A         V/A           Patrica Alton vin Bukir, Na, PA, Unitad SM Berind         Minogs seques holder         N/A         V/A         2,124 starce/36.5%         N/A         V/A           Constration of Bukir, Na, PA, Unitad SM Berind         Minogs seques holder         N/A         V/A         2,124 starce/36.5%         N/A         V/A           Constration of Bukir, PA, Unitad SM Berind         Minogs seques holder         N/A         V/A         2,124 starce/36.5%         V/A         V/A           Seven D. Tompon, Bridgelike Holder of Strated Tomory, Exc.         Director, Mars Bark         Constration of Strated Tomory, Exc.         N/A         V/A           Grago PS, Minody FRIbidgelike Holder of Strated Tomory, Exc.         Director, Mars Bark         Constration of Strated Tomory, Exc.         N/A         V/A           Strate Alton of Strated Tomory, Exc.         Director, Mars Bark         Director, Mars Bark         Constration of Strated Tomory, Exc.         N/A         V/A           Strate Alton of Strated Tomory, Exc.         Director, Mars Bark         Director, Mars Bark         N/A	Michael J. Kirk, Pittsburgh, PA. United States	N/A		Officer & Secretary, Mars Bank	N/A	178 shares/0 22%	N/A	N/A
Darles         Mark	menders, kin, rittsburgh, rit, oritted states	Retired - President and Chief Executive Officer of	officer, reasoning boundary	oncor a sociotary, mars bank		110 3100370.2270	1923	STEN.
Barbar van Buskir, Pertonaut, N.L. United Stander Order Struice for		Mars Bank	Principal securities holder	N/A	N/A		N/A	N/A
Domponentigieuple Divers         Dome Schweigen         Dome Schweigen         Domes Schweigen         Domes Schweigen         Dates Dops         Dat	Patricia Sutton van Buskirk, Mars, PA, United Sta		Principal securities holder	13/73	13/73	21,214 shares/26.52%	14/73	59773
Steven Dromgson, Pricy Burley Starter Company, Inc.         Inced         Dector, Mars Bank.         Own and Company, Inc.         Optimization         Number Starter Sta	Barbara van Buskirk, Portsmouth, N.H., United S		Principal securities holder	N/A	13/73	21,214 shares/26.52%	N/A	N/A
Gregory B. Merich, Pittsbürgh PA United State         Excutive Engineering Marager, Naval Nucler Laboratory         Becutive Engineering Marager, Naval Nucler Laboratory         Procession         Procession <t< td=""><td>Stavan D. Thompson, Bridgavilla, PA United Sta</td><td></td><td>Diractor</td><td>Diroctor, Mars Rank</td><td></td><td>40 sharos /0.05%</td><td>NZA</td><td>N/A</td></t<>	Stavan D. Thompson, Bridgavilla, PA United Sta		Diractor	Diroctor, Mars Rank		40 sharos /0.05%	NZA	N/A
State     Index     Index     Index     Index     Index     Index     Index     Index     Index       Image: Imag			Director	Director, IVIdIS DdI IK	Executive Engineering Manager, Naval	40 Shares/0.03%	1975	17/75
And       A		Laboratory	Director	Director, Mars Bank	Nuclear Laboratory	813 shares/1.02%	N/A	N/A
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