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.

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. 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.

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

For Federal Reserve Bank Use Only

RSSD ID 4655216
C.I.

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 on 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, 2015
Month / Day / Year
N/A

Reporter’s Legal Entity Identifier (LEI) (20 Character LEI Code)

Reporter’s Name, Street, and Mailing Address
Mars National Bancorp, Inc.
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

E-mail Address
mkirk@marsbank.com

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

Does the reporter request confidential treatment for any portion of this submission?

☐ Yes  Please identify the report items to which this request applies:
☐ No  The information for which confidential treatment is sought is being submitted separately labeled “Confidential.”

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.
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."

**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.

### Current Securities holders with ownership, control, or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2015.

<table>
<thead>
<tr>
<th>1(a) Name, City, State, Country</th>
<th>1(b) Country of Citizenship or Incorporation</th>
<th>1(c) Number and Percentage of Each Class of Voting Securities (Please Include type of security)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Janet L. van Buikr, Mars, PA, United States</td>
<td>United States</td>
<td>21,254 shares/26.57%</td>
</tr>
<tr>
<td>Diane Dobson Howard, Girard, PA, United States</td>
<td>United States</td>
<td>15,952 shares/19.82%</td>
</tr>
<tr>
<td>Charles A. Norton, Mars, PA, United States</td>
<td>United States</td>
<td>15,952 shares/19.82%</td>
</tr>
<tr>
<td>Marion R. Dobson, Girard, PA, United States</td>
<td>United States</td>
<td>15,952 shares/19.82%</td>
</tr>
<tr>
<td>Patricia Sutton van Buikr, Mars, PA, United States</td>
<td>United States</td>
<td>21,254 shares/26.57%</td>
</tr>
<tr>
<td>Barbara van Buikr, Portsmouth, N.H., United States</td>
<td>United States</td>
<td>21,254 shares/26.57%</td>
</tr>
</tbody>
</table>

### Securities holders not listed in 1(a) through 1(c) that had ownership, control, or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2015.

<table>
<thead>
<tr>
<th>2(a) Name, City, State, Country</th>
<th>2(b) Country of Citizenship or Incorporation</th>
<th>2(c) Number and Percentage of Each Class of Voting Securities (Please Include type of security)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Above Individuals presented as acting in concert:

**Van Buikr family:**

- Janet L. van Buikr, Mars, PA, United States
- Patricia Sutton van Buikr, Mars, PA, United States
- Barbara van Buikr, Portsmouth, N.H., United States

**Dobson Howard family:**

- Diane Dobson Howard, Girard, PA, United States
- Charles A. Norton, Mars, PA, United States
- Marion R. Dobson, Girard, PA, United States
2a. Organizational Chart

Mars National Bancorp, Inc.
(LEI - None)
Mars, PA
Incorporated in Pennsylvania

100%

Mars National Bank
(LEI - None)
Mars, PA

100%

Mars National Insurance Services, LLC
(LEI - None)
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://www.FirmsReserve.gov.

<table>
<thead>
<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>County</th>
<th>Country</th>
<th>FIDC UNNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>978622</td>
<td>MARS NATIONAL BANK, THE</td>
<td>145 GRAND AVENUE</td>
<td>MARS</td>
<td>PA</td>
<td>16046</td>
<td>BUTLER</td>
<td>UNITED STATES</td>
<td>5069</td>
<td>0 MARS NATIONAL BANK, THE</td>
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<td></td>
<td></td>
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<td>Full Service</td>
<td>2121653</td>
<td>PENN BRANCH</td>
<td>600 PITTSBURGH ROAD</td>
<td>BUTLER</td>
<td>PA</td>
<td>16002</td>
<td>BUTLER</td>
<td>UNITED STATES</td>
<td>216955</td>
<td>4 MARS NATIONAL BANK, THE</td>
<td>978622</td>
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<td></td>
<td></td>
</tr>
<tr>
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<td>Full Service</td>
<td>979126</td>
<td>CRANBERRY BRANCH</td>
<td>20246 ROUTE 19</td>
<td>CRANBERRY TWP</td>
<td>PA</td>
<td>16046</td>
<td>BUTLER</td>
<td>UNITED STATES</td>
<td>216954</td>
<td>3 MARS NATIONAL BANK, THE</td>
<td>978622</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>816262</td>
<td>RICHLAND BRANCH</td>
<td>5552 WILLIAM FLYNN HIGHWAY</td>
<td>GIBSONIA</td>
<td>PA</td>
<td>15044</td>
<td>ALLEGHENY</td>
<td>UNITED STATES</td>
<td>216952</td>
<td>1 MARS NATIONAL BANK, THE</td>
<td>978622</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>4139663</td>
<td>HERITAGE CREEK OFFICE</td>
<td>2211 SCHRABERRY LANE</td>
<td>MARS</td>
<td>PA</td>
<td>18046</td>
<td>BUTLER</td>
<td>UNITED STATES</td>
<td>492726</td>
<td>6 MARS NATIONAL BANK, THE</td>
<td>978622</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>