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, 616, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5458(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. Donlee
Name of the Holding Company Director and Official
President, Chief Executive Officer and Director

 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
3/15/17

For holding companies not registered with the SEC—indicate status of Annual Report to Shareholders:

X 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. ________________________________

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2016

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.
Legal Title of Holding Company

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

Mars PA 16045
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

mklirk@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? ...0

☐ No 1=Yes 0

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."

Public reporting burden for this information collection is estimated to vary from 1.3 to 100 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, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
2a. Organizational Chart

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

100%

The Mars National Bank
(LEI - None)
Mars, PA
Incorporated in Pennsylvania

100%

Mars National Insurance Services, LLC
(LEI - None)
Mars, PA
Incorporated in Pennsylvania
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.

Subscription Provides:
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 UNIFORM Office Number, and ID_RISIO columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID</th>
<th>Branch Name</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>Catalog ID</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID</th>
<th>RISIO Code</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>237662</td>
<td>PA</td>
<td>MARS NATIONAL BANK, THE</td>
<td>520 GRAND AVENUE</td>
<td>MARS</td>
<td>PA</td>
<td>16046</td>
<td>BUTLER</td>
<td>UNITED STATES</td>
<td>5000</td>
<td>1</td>
<td>MARS NATIONAL BANK, THE</td>
<td>97622</td>
<td>97622</td>
<td>97622</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>579134</td>
<td>PA</td>
<td>CHAMBERS BRANCH</td>
<td>20546 ROUTE 29</td>
<td>CHAMBERS TWP</td>
<td>PA</td>
<td>16046</td>
<td>BUTLER</td>
<td>UNITED STATES</td>
<td>216933</td>
<td>1</td>
<td>MARS NATIONAL BANK, THE</td>
<td>97622</td>
<td>97622</td>
<td>97622</td>
<td></td>
</tr>
<tr>
<td>Change</td>
<td>Full Service</td>
<td>82623</td>
<td>PA</td>
<td>TOWNSEND BRANCH</td>
<td>3002 WILLIAM FLYNN HWY</td>
<td>MARS</td>
<td>PA</td>
<td>16046</td>
<td>BUTLER</td>
<td>UNITED STATES</td>
<td>224032</td>
<td>1</td>
<td>MARS NATIONAL BANK, THE</td>
<td>97622</td>
<td>97622</td>
<td>97622</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>439160</td>
<td>PA</td>
<td>HERITAGE CREEK OFFICE</td>
<td>251 SCHUMMER LANE</td>
<td>MARS</td>
<td>PA</td>
<td>16046</td>
<td>BUTLER</td>
<td>UNITED STATES</td>
<td>495733</td>
<td>1</td>
<td>MARS NATIONAL BANK, THE</td>
<td>97622</td>
<td>97622</td>
<td>97622</td>
<td></td>
</tr>
<tr>
<td>Name</td>
<td>City, State, Country</td>
<td>Number of Securities</td>
<td>Percentage</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>-------------------------------</td>
<td>----------------------</td>
<td>----------------------</td>
<td>------------</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Janet L. van Buskirk Balentine</td>
<td>Mars, PA, United States</td>
<td>21,184 shares</td>
<td>26.48%</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Dianne Dobson Howard</td>
<td>Girard, PA, United States</td>
<td>15,952 shares</td>
<td>19.94%</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Charles A. Norton</td>
<td>Mars, PA, United States</td>
<td>15,952 shares</td>
<td>19.94%</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Patricia Sutton van Buskirk</td>
<td>Mars, PA, United States</td>
<td>21,184 shares</td>
<td>26.48%</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Barbara van Buskirk</td>
<td>Portsmouth, N.H., United States</td>
<td>21,184 shares</td>
<td>26.48%</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Above individuals presented as acting in concert.

<table>
<thead>
<tr>
<th>Name</th>
<th>City, State, Country</th>
<th>Number of Securities</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Janet L. van Buskirk Balentine</td>
<td>Mars, PA, United States</td>
<td>21,184 shares</td>
<td>26.48%</td>
</tr>
<tr>
<td>Patricia Sutton van Buskirk</td>
<td>Mars, PA, United States</td>
<td>21,184 shares</td>
<td>26.48%</td>
</tr>
<tr>
<td>Charles A. Norton</td>
<td>Mars, PA, United States</td>
<td>21,184 shares</td>
<td>26.48%</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name</th>
<th>City, State, Country</th>
<th>Number of Securities</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dianne Dobson Howard</td>
<td>Girard, PA, United States</td>
<td>15,952 shares</td>
<td>19.94%</td>
</tr>
<tr>
<td>Charles A. Norton</td>
<td>Mars, PA, United States</td>
<td>15,952 shares</td>
<td>19.94%</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name</th>
<th>City, State, Country</th>
<th>Number of Securities</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Barbara van Buskirk</td>
<td>Portsmouth, N.H., United States</td>
<td>21,184 shares</td>
<td>26.48%</td>
</tr>
</tbody>
</table>

Security holders with ownership, control, or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2016.
**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.

**Legal Title of Holding Company**: Mars National Bancorp, Inc.

**Fiscal Year End**: 12/31/2016

### Form FR Y-6

**Report Item 4: Insiders**

<table>
<thead>
<tr>
<th>(1) Name, City, State, Country</th>
<th>(2) Principal Occupation Other than with Holding Company</th>
<th>(3)(a) Title &amp; Position with Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>(3)(c) Title &amp; Position with Other Companies (include names of other companies)</th>
<th>(4)(a) Percentage of Voting Shares in Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>(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)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dallas C. Hipple, Renfrew, PA, United States</td>
<td>Chairman of the Board</td>
<td>Chairman of the Board</td>
<td>N/A</td>
<td>600 shares/0.75%</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Janet L. van Buskirk Balentine, Mars, PA, United States</td>
<td>Retired - Mars National Bank (formerly President and Chief Executive Officer)</td>
<td>Vice Chairman of the Board</td>
<td>Settlement Officer, Everest Settlement</td>
<td>Settlement Officer, Everest Settlement</td>
<td>21,184 shares/26.48%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Harry G. Austin, E. Woodford, PA, United States</td>
<td>President, James Austin Company</td>
<td>Director</td>
<td>Director</td>
<td>President, James Austin Company</td>
<td>1,097 shares/1.37%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Harry G. Austin, E. Woodford, PA, United States</td>
<td>President, James Austin Company</td>
<td>Director</td>
<td>Director</td>
<td>President, James Austin Company</td>
<td>1,097 shares/1.37%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Dr. Daniel J. Cole, Wexford, PA, United States</td>
<td>Medical Doctor, Three Rivers Urology</td>
<td>Medical Doctor, Three Rivers Urology</td>
<td>Medical Doctor, Three Rivers Urology</td>
<td>Medical Doctor, Three Rivers Urology, Inc.</td>
<td>3,321 shares/4.11%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Janet L. van Buskirk Balentine, Mars, PA, United States</td>
<td>Vice Chairman of the Board</td>
<td>Vice Chairman of the Board</td>
<td>Settlement Officer, Everest Settlement</td>
<td>Settlement Officer, Everest Settlement</td>
<td>21,184 shares/26.48%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Harry G. Austin, E. Woodford, PA, United States</td>
<td>President, James Austin Company</td>
<td>Director</td>
<td>Director</td>
<td>President, James Austin Company</td>
<td>1,097 shares/1.37%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Harry G. Austin, E. Woodford, PA, United States</td>
<td>President, James Austin Company</td>
<td>Director</td>
<td>Director</td>
<td>President, James Austin Company</td>
<td>1,097 shares/1.37%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Charles A. Norton, Mars, PA, United States</td>
<td>Retired - President and Chief Executive Officer of the Bank</td>
<td>Executive Vice President, Chief Financial Officer</td>
<td>Executive Vice President, Chief Financial Officer</td>
<td>Executive Vice President, Chief Financial Officer</td>
<td>15,952 shares/20.34%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Patricia Sutton van Badker, Mars, PA, United States</td>
<td>President, Byrnes and Keifer Company</td>
<td>President, Byrnes and Keifer Company</td>
<td>President, Byrnes and Keifer Company</td>
<td>President, Byrnes and Keifer Company</td>
<td>860 shares/0.63%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Barbara van Badker, Portsmouth, NH, United States</td>
<td>President, Byrnes and Keifer Company</td>
<td>President, Byrnes and Keifer Company</td>
<td>President, Byrnes and Keifer Company</td>
<td>President, Byrnes and Keifer Company</td>
<td>860 shares/0.63%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>

### Above individuals presenting as acting in concert

Van Buskirk Family
- Janet L. van Buskirk Balentine, Mars, PA, United States
- Patricia Sutton van Badker, Mars, PA, United States
- Barbara van Badker, Portsmouth, NH, United States

Dobson Howard Family
- Dianne Dobson Howard, Girard, PA, United States
- Charles A. Norton, Mars, PA, United States

### Legal Notice

Upon presentation of action in concert, the following individuals were identified as acting in concert:

Van Buskirk Family
- Janet L. van Buskirk Balentine, Mars, PA, United States
- Patricia Sutton van Badker, Mars, PA, United States
- Barbara van Badker, Portsmouth, NH, United States

Dobson Howard Family
- Dianne Dobson Howard, Girard, PA, United States
- Charles A. Norton, Mars, PA, United States