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 611(a)); and sections 113, 166, 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/ESOPS/SI formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

Name of the Holding Company Director and Official

President, Chief Executive Officer and Director

James V. Dionise

Name 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

3.15.18

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
[ ] not prepared

For Federal Reserve Bank Use Only

RSSID ID
C.I.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2017

Month / Day / Year

549300IQRRNMQBE86X8W17

Reporters Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters 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

Email 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."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.90 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 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.
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.

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
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</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
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</tr>
<tr>
<td>City</td>
<td>State</td>
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Physical Location (if different from mailing address)

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<td>State</td>
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<tr>
<td>City</td>
<td>State</td>
</tr>
</tbody>
</table>

Physical Location (if different from mailing address)

12/2012
2a. Organizational Chart

Mars Bancorp, Inc.
LEI # 5493001QRNMQBE86XW17
Mars, PA
Incorporated in Pennsylvania

100%

Mars Bank
LEI # 5493002XNHI5TR7431V31
Mars, PA
Incorporated in Pennsylvania

100%

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

<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>FDIC UNINUM*</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></td>
<td>Full Service (Head Office)</td>
<td>978622</td>
<td>MARS BANK</td>
<td>145 GRAND AVENUE</td>
<td>MARS</td>
<td>PA</td>
<td>16046</td>
<td>BUTLER</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>MARS BANK</td>
<td>978622</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>2121655</td>
<td>PENN BRANCH</td>
<td>600 PITTSBURGH ROAD</td>
<td>BUTLER</td>
<td>PA</td>
<td>16000</td>
<td>BUTLER</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>MARS BANK</td>
<td>978622</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>979124</td>
<td>CRANBERRY BRANCH</td>
<td>20248 ROUTE 19</td>
<td>CRANBERRY TWP</td>
<td>PA</td>
<td>16066</td>
<td>BUTLER</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>MARS BANK</td>
<td>978622</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>81525</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>Not Required</td>
<td>Not Required</td>
<td>MARS BANK</td>
<td>978622</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>4199663</td>
<td>HERITAGE CREEK OFFICE</td>
<td>231 SCHARBERRY LANE</td>
<td>MARS</td>
<td>PA</td>
<td>16046</td>
<td>BUTLER</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>MARS BANK</td>
<td>978622</td>
<td></td>
</tr>
</tbody>
</table>
### Report Item 3: Securities Holders

<table>
<thead>
<tr>
<th>1(a)</th>
<th>Name, City, State, Country</th>
<th>1(b)</th>
<th>Country of Citizenship or Incorporation</th>
<th>1(c)</th>
<th>Number and Percentage of Each Class of Voting Securities (Please include type of security.)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Janet L. van Buskirk Balentine, Mars, PA, United States</td>
<td></td>
<td>United States</td>
<td></td>
<td>21,184 shares/26.48%</td>
</tr>
<tr>
<td></td>
<td>Dianne Dobson Howard, Girard, PA, United States</td>
<td></td>
<td>United States</td>
<td></td>
<td>15,952 shares/20.14%</td>
</tr>
<tr>
<td></td>
<td>Charles A. Norton, Mars, PA, United States</td>
<td></td>
<td>United States</td>
<td></td>
<td>15,952 shares/20.14%</td>
</tr>
<tr>
<td></td>
<td>Patricia Sutton van Buskirk, Mars, PA, United States</td>
<td></td>
<td>United States</td>
<td></td>
<td>21,184 shares/26.48%</td>
</tr>
<tr>
<td></td>
<td>Barbara van Buskirk, Portsmouth, N.H., United States</td>
<td></td>
<td>United States</td>
<td></td>
<td>21,184 shares/26.48%</td>
</tr>
</tbody>
</table>

**Above individuals presented as acting in concert**

**Van Buskirk family**
- Janet L. van Buskirk Balentine, Mars, PA, United States
- Charles A. Norton, 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

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**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.
**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.

<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>(2) Principal Occupation If Other Than with Holding Company</th>
<th>(3a) Title &amp; Position with Holding Company</th>
<th>(3b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>(3c) Title &amp; Position with Other Companies (include names of other companies)</th>
<th>(4a) Percentage of Voting Shares in Holding Company</th>
<th>(4b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>(4c) 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>Janet L. van Buskirk Balentine, Mars, PA, United States</td>
<td>Retired, Settlement Officer, Everest Settlement</td>
<td>Chairman of the Board, Mars Bank</td>
<td>Retired, Settlement Officer, Everest Settlement</td>
<td>21,184 shares/26.48%</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Harry G. Austin, II, Wexford, PA, United States</td>
<td>President, James Austin Company</td>
<td>Director, Mars Bank</td>
<td>Director, Mars Bank</td>
<td>1,097 shares/1.37%</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Dr. Daniel J. Cole, Wexford, PA, United States</td>
<td>Medical Doctor, Three Rivers Urology, UPMC</td>
<td>Director</td>
<td>Medical Doctor, Three Rivers Urology - UPMC</td>
<td>1,513 shares/1.91%</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Kenneth R. Fleeson, Cranberry Twp., PA, United States</td>
<td>President, Lectromat, Inc.</td>
<td>Director, Mars Bank</td>
<td>Director, Mars Bank</td>
<td>458 shares/0.55%</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>M. Diane Dobson Howard, Girard, PA, United States</td>
<td>President and Chief Executive Officer</td>
<td>Director, Stirling Capital</td>
<td>Co-Chief Executive Officer of Schneider Downs and Company</td>
<td>40 shares/0.05%</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>J. Jay Their, Pittsburgh, PA, United States</td>
<td>Executive Vice President, Chief Financial Officer, Treasurer &amp; Secretary</td>
<td>Executive Vice President, Chief Financial Officer &amp; Secretary, Mars Bank</td>
<td>Executive Vice President, Chief Financial Officer &amp; Secretary, Mars Bank</td>
<td>31,952 shares/39.94%</td>
<td>1,489 shares/1.83%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Michael J. Kirk, Pittsburgh, PA, United States</td>
<td>Executive Vice President, Chief Financial Officer, Treasurer &amp; Secretary</td>
<td>Executive Vice President, Chief Financial Officer &amp; Secretary, Mars Bank</td>
<td>Executive Vice President, Chief Financial Officer &amp; Secretary, Mars Bank</td>
<td>378 shares/0.02%</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Charles A. Norton, Mars, PA, United States</td>
<td>Retired, President and Chief Executive Officer of Mars Bank</td>
<td>Principal securities holder</td>
<td>Principal securities holder</td>
<td>21,184 shares/26.48%</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Patrick Sutton van Buskirk, Mars, PA, United States</td>
<td>Development Executive</td>
<td>Principal securities holder</td>
<td>Principal securities holder</td>
<td>21,184 shares/26.48%</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Steven D. Thompson, Bridgeville, PA, United States</td>
<td>Co-Chief Executive Officer of Schneider Downs and Company</td>
<td>Director</td>
<td>Director, Mars Bank</td>
<td>40 shares/0.08%</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
</tr>
</tbody>
</table>

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

Dobson Howard family

- Charles A. Norton, Mars, PA, United States

Legal Title of Holding Company: Mars Bancorp, Inc.

Fiscal Year End: 12/31/2017

***Notes***

- Please ensure all information is accurate and complete.
- Include all applicable insiders for Items 1, 2, 3, and 4.
- Include “None” or “N/A” for items not applicable.
- Follow instructions provided for data entry.
- Include all names of subsidiaries and other companies.
- Include percentages of voting shares held.
- Include any partnerships or other companies with 25% or more voting securities.
- Ensure all entries are consistent and legible.