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. §§ 245(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(a)(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.

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, that the Reporter has no objection to public release of any information contained in the report. The Reporter also certifies that all individuals have been notified of the Reporter's intent to consent to public release of all information contained in the report.

Signature of Holding Company Director and Official

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

December 31, 2018

Month / Day / Year

549300IQRMQBBE686XW17

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

Street Address of the Holding Company

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. Kirsch, Exec VP, Treasurer & CFO

Name Title

724-625-1555 X231

Area Code / Phone Number / Extension

724-625-8570

Area Code / FAX Number

mkirsch@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 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 to 10 hours per response, with an average of 5 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.
Mars Bancorp, Inc.
LEI # 549300IQRNMQ8E6XW17
Mars, PA
Incorporated in Pennsylvania

100%

Mars Bank
LEI # 5493002NKHYR7431V31
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 12/31/2018. 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.
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.

<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>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>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>Full Service</td>
<td>979124</td>
<td>CRANBERRY BRANCH</td>
<td>20246 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>Full Service</td>
<td>81625</td>
<td>RICHFIELD 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>Full Service</td>
<td>4139663</td>
<td>HERITAGE CREEK OFFICE</td>
<td>211 SCHRABERRY 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>
### Current securities holders with ownership, control, or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2018.

<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>(b) Country of Citizenship or Incorporation</th>
<th>(c) Number and Percentage of Each Class of Voting Securities (Please include type of security)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Janet L. van Buskirk Balentine, Mars, PA, United States</td>
<td>United States</td>
<td>21,214 shares/26.52%</td>
</tr>
<tr>
<td>Dianne Dobson Howard, Girard, PA, United States</td>
<td>United States</td>
<td>15,952 shares/19.94%</td>
</tr>
<tr>
<td>Charles A. Norton, Mars, PA, United States</td>
<td>United States</td>
<td>15,952 shares/19.94%</td>
</tr>
<tr>
<td>Patricia Sollin van Buskirk, Mars, PA, United States</td>
<td>United States</td>
<td>21,214 shares/26.52%</td>
</tr>
<tr>
<td>Barbara van Buskirk, Portsmouth, N.H., United States</td>
<td>United States</td>
<td>21,214 shares/26.52%</td>
</tr>
</tbody>
</table>

**Above individuals presented as acting in concert:**

- Van Buskirk family:
  - Janet L. van Buskirk Balentine, Mars, PA, United States
  - Patricia Sollin 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

### 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 fiscal year ending 12-31-2018.

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

---

**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.

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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.

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

**Fiscal Year End:** December 31, 2018
**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.

**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.

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<table>
<thead>
<tr>
<th>(1) Name, City, State, Country</th>
<th>(2) Principal Occupation if 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>Janet L. van Buskirk Balentine, Mars, PA, United States</td>
<td>Retired, Settlement Officer, Everest Settlement</td>
<td>Principal securities holder and Chairman of the Board</td>
<td>Chairman of the Board, Mars Bank</td>
<td>Retired, Settlement Officer, Everest Settlement</td>
<td>26.52%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Harry G. Austin, III, Wexford, PA, United States</td>
<td>President, James Austin Company</td>
<td>Director</td>
<td>Director, Mars Bank</td>
<td>Mars Bank</td>
<td>1.37%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Dr. David J. Cole, Wexford, PA, United States</td>
<td>Medical Doctor, Three Rivers Urology - UPMC</td>
<td>Director</td>
<td>Director, Mars Bank</td>
<td>Medical Doctor, Three Rivers Urology - UPMC</td>
<td>53%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Kenneth R. Fleeson, Cranberry Twp., PA, United States</td>
<td>President, Lectromat, Inc.</td>
<td>Director</td>
<td>Director, Mars Bank</td>
<td>President, Lectromat, Inc.</td>
<td>0.55%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Dianne Dobson Howard, Girard, PA, United States</td>
<td>President and Chief Executive Officer</td>
<td>Director</td>
<td>Director, Mars Bank</td>
<td>Chairman of the Board, Mars Bank</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>James V. Dionisie, Wexford, PA, United States</td>
<td>President and Chief Executive Officer</td>
<td>Director</td>
<td>Director, Mars Bank</td>
<td>Vice Chairman of the Board of the Board, Mars Bank</td>
<td>N/A</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, Mars Bank</td>
<td>N/A</td>
<td>0.22%</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 Mars Bank</td>
<td>Principal securities holder</td>
<td>President, Mars Bank</td>
<td>N/A</td>
<td>26.52%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Patricia Sutton van Buskirk, Mars, PA, United States</td>
<td>Retired, Settlement Officer</td>
<td>Principal securities holder</td>
<td>President, James Austin Company</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Steven Thompson, Bridgeville, PA, United States</td>
<td>Co-Chief Executive Officer of Schneider Downs and Company</td>
<td>Principal securities holder</td>
<td>President, Mars Bank</td>
<td>Co-Chief Executive Officer of Schneider Downs and Company</td>
<td>N/A</td>
<td>37.5%</td>
<td>N/A</td>
</tr>
<tr>
<td>Gregory B. Mensch, Pittsburgh PA United States</td>
<td>Executive Engineering Manager, Naval Nuclear Laboratory</td>
<td>Director</td>
<td>Director, Mars Bank</td>
<td>Executive Engineering Manager, Naval Nuclear Laboratory</td>
<td>N/A</td>
<td>51%</td>
<td>N/A</td>
</tr>
</tbody>
</table>

**Added 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
- Barbara van Buskirk, Portsmouth, VA, United States
- Dobson Howard family: Dianne Dobson Howard, Girard, PA, United States