Board of Governors of the Federal Reserve System



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)); 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.

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 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.

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.

Jame Verne	
Signature of Holding Company Director and Official 03/31/2014	
Date of Signature	
For holding companies <u>not</u> 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 465 5266	

Date of Report (top-tier	holding compa	ny's fiscal year-end):
December 31, 2014		
Month / Day / Year		
N/A		
Reporter's Legal Entity Identifier	(LEI) (20-Characte	er LEI Code)
Reporter's Name, Street,	and Mailing A	ddress
Mars National Bancorp	o, Inc.	
Legal Title of Holding Company		
145 Grand Avenue, Po	O Box 927	
(Mailing Address of the Holding	Company) Street /	P.O. Box
Mars	PA	16046
City	State	Zip Code

Person to whom questions about this report should be directed:

Exec VP. Treasurer & CFO

Physical Location (if different from mailing address)

Michael J. Kirk

724-625-8570

724-625-1555- 231

Area Code / FAX Number

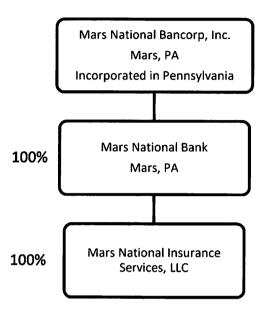
Area Code / Phone Number / Extension

Name

mkirk@i	marsbank.com
E-mail Addı	ress
https://w	ww.marsbank.com
Address (U	RL) for the Holding Company's web page
Does the	e reporter request confidential treatment for any portion of this ion?
Yes	Please identify the report items to which this request applies:
_	☐ In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided. ☐ The information for which confidential treatment is sought is being submitted separately labeled "Confidential."
· No	

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.

2a. Organizational Chart



2.b. Branch Listing

Results: A list of branches for your holding company: MARS NATIONAL BANCORP, INC. (4655266) of MARS, PA. The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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	n 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*	Comments
ОК		Full Service (Head Office)	978622	MARS NATIONAL BANK, THE	145 GRAND AVENUE	MARS	PA	16046	BUTLER	UNITED STATES	5069	(MARS NATIONAL BANK, THE	978622	4
ОК		Full Service	2121655	PENN BRANCH	600 PITTSBURGH ROAD	BUTLER	PA	16002	BUTLER	UNITED STATES	216955	4	MARS NATIONAL BANK, THE	978622	1
ОК		Full Service	979124	CRANBERRY BRANCH	20246 ROUTE 19	CRANBERRY TWP	PA	16066	BUTLER	UNITED STATES	216954		MARS NATIONAL BANK, THE	978622	4
ОК		Full Service	81625	RICHLAND BRANCH	5548 WILLIAM FLYNN HIGHWAY	GIBSONIA	PA	15044	ALLEGHENY	UNITED STATES	216952	1	MARS NATIONAL BANK, THE	978622	2
Close	12/31/2013	Limited Service	948027	ADAMS BRANCH	645 ROUTE 228	MARS	PA	16046	BUTLER	UNITED STATES	216953		MARS NATIONAL BANK, THE	978622	1
ОК		Full Service	4139663	HERITAGE CREEK OFFICE	211 SCHARBERRY LANE	MARS	PA	16046	BUTLER	UNITED STATES	492726	(MARS NATIONAL BANK, THE	978622	1
Close	1/31/2012	Full Service	3836572	RUSSELLTON BRANCH	10 CREIGHTON-RUSSELLTON ROAD	RUSSELLTON	PA	15076	ALLEGHENY	UNITED STATES	Not Required	Not Required	MARS NATIONAL BANK, THE	978622	2

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Legal Title of Holding Company: Mars National Bancorp, Inc. Fiscal Year End: December 31, 2014

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-

			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, control,	, or holdings of 5% or more with power to	vote as of fiscal year ending 12-31-2014.	fiscal year ending 12-31-2014.						
	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.)				
anet L. van Buskirk Balentine, Mars, PA, United States	United States	21,314 shares/26.52%	N/A	N/A	N/A				
Dianne Dobson Howard, Girard, PA, United States	United States	15,952 shares/19.82%	N/A	N/A	N/A				
	United States	15,952 shares/19.82%	N/A	N/A	N/A				
	United States	15,952 shares/19.82%	N/A	N/A	N/A				
nanen a coccan, comment	United States	21,214 shares/26.52%	N/A	N/A	N/A				
direct cutton and a second	United States	21,214 shares/26.52%	N/A	N/A	N/A				
					AND THE SELECTION OF STREET PROPERTY OF SECTION				
					Harrie Berlinger Berling von der Anzensphalter				
Above individuals presented as acting in concert:									
/an Buskirk family:									
anet L. van Buskirk Balentine, Mars, PA, United States									
Patricia Sutton van Buskirk, Mars, PA, United States									
Barbara van Buskirk, Portsmouth, N.H., United States									
obson Howard family:					CONTRACTOR OF STREET				
Dianne Dobson Howard, Girard, PA, United States				**					
Charles A. Norton, Mars, PA, United States									
Marion N. Dobson, Girard, PA, United States									
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Legal Title of Holding Company: Mars National Bancorp, Inc. Fiscal Year End: 12/31/2014

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 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 FRY

1) Vame, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Companies (include names of other companies)	[4](a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List Names of Other Companies (includes partnership if 25% or more of Voting Securities are Held (list name of companies and percentage of voting securities held
	Retired - Mars National Bank (formerly President and						
Dallas C. Hipple, Renfrew, PA, United States	Chief Executive Officer)	Chairman of the Board	Chairman of the Board	N/A	600 shares/0.75%	N/A	N/A
		Principal securities holder and Vice Chairman	1				
anet L. van Buskirk Balentine, Mars, PA, United St		of the Board	Vice Chairman of the Board	Settlement Officer, Everest Settlement	21,314 shares/26.52%	N/A	N/A
	Retired - Fugh Refrigeration, Inc. (formerly Vice						
R. Bruce Mensch, Valencia, PA, United States	President/Treasurer)	Secretary and Director	Secretary and Director	N/A	721 shares/0.90%	N/A	N/A
Harry G. Austin, III, Wexford, PA, United States	President, James Austin Company	Director	Director	President, James Austin Company	1,097 shares/1.37%	N/A	N/A
or. Daniel J. Cole, Wexford, PA, United States	Medical Doctor, Three Rivers Urology	Director	Director	Medical Doctor, Three Rivers Urology	1,503 shares/1.88%	N/A	N/A
				President & General Manager, Lectromat,	1		
Kenneth R. Fleeson, Cranberry Twp., PA, United St		Director	Director	Inc.	436 shares/0.55%	N/A	N/A
Dianne Dobson Howard, Girard, PA, United States	Retired - Lord Corporation	Principal securities holder and Director	Director	N/A	15,952 shares/19.82%	N/A	N/A
. Jay Their, Pittsburgh, PA, United States	President, Brynes and Kiefer Company	Director	Director	President, Brynes and Kiefer Company	200 shares/0.25%	N/A	N/A
ames V. Dionise, Wexford, PA, United States		President and Chief Executive Officer	President and Chief Executive Officer		350 shares/0.44%	N/A	N/A
		Executive Vice President, Chief Financial	Executive Vice President, Chief Financial				
Michael J. Kirk, Pittsburgh, PA, United States		Officer, Teasurer	Officer		75 shares/0.09%	N/A	N/A
	Retired - President and Chief Executive Officer of the	2010/06/2014 (00)					
Charles A. Norton, Mars, PA, United States	Bank	Principal securities holder	N/A	N/A	15,952 shares/19.82%	N/A	N/A
Marion N. Dobson, Girard, PA, United States	Retired - Homemaker	Principal securities holder	N/A	N/A	15,952 shares/19.82%	N/A	N/A
Patricia Sutton van Buskirk, Mars, PA, United State	Retired	Principal securities holder	N/A	N/A	21,214 shares/26.52%	N/A	N/A
Barbara van Buskirk, Portsmouth, N.H., United Sta	Retired - University Administrator	Principal securities holder	N/A	N/A	21,214 shares/26.52%	N/A	N/A
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		With the American Control					
Above individuals presented as acting in concert:							
/an Buskirk family:							
anet L. van Buskirk Balentine, Mars, PA, United St	ates						
Patricia Sutton van Buskirk, Mars, PA, United State	·s						
Barbara van Buskirk, Portsmouth, N.H., United Sta	tes	Salara and the salara salara					
Dobson Howard family:							
Dianne Dobson Howard, Girard, PA, United States							
harles A. Norton, Mars, PA, United States							
Marion N. Dobson, Girard, PA, United States							
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^{***}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.