Form **8937**(December 2011)

(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-2224

Part I Reporting Issuer						
1 Issuer's name	2 Issuer's employer identification number (EIN)					
Midwest Bancshares, Inc.	74-3232312					
3 Name of contact for additional information	5 Email address of contact					
Katie Bailey	Kathryn.Bailey@pebo.com					
6 Number and street (or P.O. box if mail is no	7 City, town, or post office, state, and Zip code of contact					
400 0 4 4 4 4 5 4 4 4 4		Mariette OU 45750				
138 Putnam Street 8 Date of action	Marietta, OH 45750					
8 Date of action 9 Classification and description						
May 30, 2014	Common stock					
10 CUSIP number 11 Serial number	(s) 12 Ticker symbol	13 Account number(s)				
Part II Organizational Action Atta	ch additional statements if needed. See b	ack of form for additional questions				
		gainst which shareholders' ownership is measured for				
•		and into Peoples Bancorp Inc. ("Peoples"), with				
· · · · · · · · · · · · · · · · · · ·		as a reorganization described in Internal Revenue				
		of common stock. Pursuant to the merger, each				
share of Midwest common stock was conver						
fractional shares of Peoples common stock						
nacuonal shares of 1 copies common stock	Here issued in the merger, rather i sepies pe					
	- W-2-W2					
The second secon						
Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis <u>Each Midwest shareholder's tax basis in the shares of Peoples common stock received equals</u> the adjusted tax basis of the shares of the Midwest stock exchanged thereof, increased by the holder's recognized gain, if any, and decreased						
by the amount of any cash such holder recei		by the noider 5 recognized gain, it any, and decreased				
by the amount of any cash such holder recei	ved in the exchange.					
-						
	The second secon					
	31.5					
~	• •	n, such as the market values of securities and the				
valuation dates ► The calculations are b	ased upon the exchange ratio agreed to in t	he merger agreement, as described in paragraph 14				
above.						

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Part I		Organizational Action (continued)			
				2.2	
		applicable Internal Revenue Code section(s) and subsecti	on(s) upon which the tax to	reatment is based >	
Section	s 302,	354, 356, 358, and 368.			
18 Ca	an any	resulting loss be recognized? ► Loss may be recognized	zed only to the extent of o	cash received in li	eu of common or fractional
shares.		***************************************			
•					
				de terrinera Dene	stable veer is 2014
19 Pr	rovide	any other information necessary to implement the adjusti	nent, such as the reportab	lie tax year ► <u>Repo</u>	rtable year is 2014.
-					
-					
-					
317					
					and to the heat of my knowledge and
	Unde belief	penalties of perjury, I declare that I have examined this return, it is true, correct, and complete. Declaration of preparer (other the	ncluding accompanying sche nan officer) is based on all info	dules and statements, rmation of which prepa	and to the best of my knowledge and arer has any knowledge.
Sign	07:59:50			/	1
Here	Ciana	Katia Ry On.		Date ► 8/7	/14
	Signa	The full fully		Date - J	/11
	Print	your name ► Katie Bailey		Title ► SVP, Cor	ntroller
Paid		Print/Type preparer's name Preparer's signal	iture . O n.	Date of 1.	Check if PTIN
Prepa	arer	David L. Phillips	u L Hallyon	8/4/14	self-employed P01220686
Use C		Firm's name ► Ernst & Young LLP	U		Firm's EIN ► 34-6565596
		Firm's address ► 900 United Center, 500 Virginia Stree			Phone no. 304-343-8971
Send Fo	orm 89	37 (including accompanying statements) to: Department	of the Treasury, Internal Re	evenue Service, Og	den, UT 84201-0054

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