Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(e)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(e)(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)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The Annual Report of Bank Holding Companies must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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, Anthony S. Thorne
Name of the Bank Holding Company Director and Official
President
Title of the Bank Holding Company Director and Official

attest that the Annual Report of Bank Holding Companies (including the supporting attachments) for this report date have 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______________________
Date ______________________

For bank 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
☐ is not prepared

For Federal Reserve Bank Use Only

RSSID ID 3656529
C.I. ______________________

This report form is to be filed by all top-tier bank 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). 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.

Date of Report (top-tier bank holding company’s fiscal year-end): December 31, 2013

Month / Day / Year

Reporter’s Name, Street, and Mailing Address
Midwest Bancshares, Inc.
Legal Title of Bank Holding Company
101 E.' A' Street
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Wellston OH 45692
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:
Anthony S. Thorne President
Name Title
740-384-2146 Area Code / Phone Number / Extension
740-384-6925 Area Code / FAX Number
Anthony S. Thorne (asthorne@fnbwellston.com)
E-mail Address

Address (URL) for the Bank Holding Company’s web page

Does the reporter request confidential treatment for any portion of this submission?
☐ Yes Please identify the report items to which this request applies:
☐ No

☐ 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.”

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.

12/2011
Form FR Y-6

Fiscal Year Ending December 31, 2013

Report Item

1:  a. The BHC is not required to prepare form 10K with the SEC.

1:  b. The BHC does prepare an annual report for its shareholders. (Copy Enclosed)

2:  Organizational Chart

<table>
<thead>
<tr>
<th>Midwest Bancshares, Inc.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Wellston, Ohio</td>
</tr>
<tr>
<td>Incorporated in Ohio</td>
</tr>
<tr>
<td>100%</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>The First National Bank of Wellston</th>
</tr>
</thead>
<tbody>
<tr>
<td>Wellston, Ohio</td>
</tr>
<tr>
<td>Incorporated in Ohio</td>
</tr>
</tbody>
</table>

Supplement to Organizational Chart:

2.a Copy Attached

2.b None

2.c None

2.d None
### Report Item 3: Shareholders

<table>
<thead>
<tr>
<th>(1)(a)</th>
<th>(1)(b)</th>
<th>(1)(c)</th>
<th>Shareholders not listed in (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-13</th>
</tr>
</thead>
</table>
| Name & Address  
(City, State, Country) | Number of Voting Securities | Percentage of Each Class of Voting Securities | |
| Richard H. Billman, III  
Jackson, Ohio | USA | 11,250 | 5.99% |
<p>| | | | N/A |
| | | | N/A |
| | | | N/A |</p>
<table>
<thead>
<tr>
<th>Name &amp; Address (City, State, Country)</th>
<th>Principal Occupation if other than with Bank Holding Company</th>
<th>Title &amp; Position with Bank Holding Company</th>
<th>Title &amp; Position with Other Businesses (include names of subsidiaries)</th>
<th>Percentage of Voting Shares in Bank Holding Company</th>
<th>Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Anthony S. Thorne, Jackson, Ohio</td>
<td>Banker</td>
<td>President and Director</td>
<td>President &amp; Director The First National Bank of Wellston</td>
<td>0.5%</td>
<td>N/A</td>
</tr>
<tr>
<td>Randall R. Adams, Jackson, Ohio</td>
<td>CPA</td>
<td>Director</td>
<td>Director – FNB ADAMS, TOPE, MOORE, C.P.A.</td>
<td>0.68%</td>
<td>N/A</td>
</tr>
<tr>
<td>Richard H. Billman, III, Jackson, Ohio</td>
<td>Optometrist</td>
<td>Director Chairman</td>
<td>Director – FNB Richard H. Billman, II, OD</td>
<td>5.99%</td>
<td>N/A</td>
</tr>
<tr>
<td>Lawrence A. Heiser, Jackson, Ohio</td>
<td>Attorney</td>
<td>Director</td>
<td>Director – FNB OTHS, HEISER, MILLER, PARTNER</td>
<td>1.10%</td>
<td>N/A</td>
</tr>
<tr>
<td>Matthew G. Fields, Jackson, Ohio</td>
<td>Theater Owner</td>
<td>Director</td>
<td>Director – FNB Tri-City Theaters Owners</td>
<td>0.05%</td>
<td>N/A</td>
</tr>
</tbody>
</table>
Results: A list of branches for your holding company: MIDWEST BANCSHARES, INC. (3655529) of WELLSTON, OH.
The data are as of 12/31/2013. Data reflects information that was received and processed through 02/24/2014

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 UNNUM, 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 UNNUM*</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>325824</td>
<td>FIRST NATIONAL BANK OF WELLSTON, THE</td>
<td>101 EAST &quot;A&quot; STREET</td>
<td>WELLSTON</td>
<td>OH</td>
<td>45692</td>
<td>JACKSON</td>
<td>UNITED STATES</td>
<td>4309</td>
<td>FIRST NATIONAL BANK OF WELLSTON, THE</td>
<td>325824</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>2259875</td>
<td>JACKSON OFFICE</td>
<td>590 EAST MAIN STREET</td>
<td>JACKSON</td>
<td>OH</td>
<td>45640</td>
<td>JACKSON</td>
<td>UNITED STATES</td>
<td>211992</td>
<td>FIRST NATIONAL BANK OF WELLSTON, THE</td>
<td>325824</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>