

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Mid Penn Bancorp, Inc.		2 Issuer's employer identification number (EIN) 25-1666413	
3 Name of contact for additional information Edward P. Williams	4 Telephone No. of contact (717) 692-7175	5 Email address of contact edward.williams@midpennbank.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 349 Union Street		7 City, town, or post office, state, and Zip code of contact Millersburg, PA 17061	
8 Date of action March 1, 2015	9 Classification and description Common Stock		
10 CUSIP number 595409107	11 Serial number(s)	12 Ticker symbol MPB	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On March 1, 2015, Phoenix Bancorp, Inc., a Pennsylvania corporation ("Phoenix"), merged with and into Mid Penn Bancorp, Inc., a Pennsylvania corporation ("Mid Penn"), pursuant to the agreement and plan of merger dated as of August 27, 2014 between Mid Penn and Phoenix, with Mid Penn as the surviving corporation in the merger. As a result of the merger, each share of Phoenix common stock was converted into either cash in the amount of \$51.60 or 3.167 shares of Mid Penn common stock. Cash was paid in lieu of fractional shares.

15 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 ▶ The aggregate tax basis of the Mid Penn common stock a former Phoenix shareholder received in the merger (including any fractional shares treated as issued and redeemed for cash) is generally the same as the former Phoenix shareholder's aggregate tax basis in the Phoenix common stock surrendered in the merger, increased by any gain recognized and decreased by any cash received in the merger.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ See Question 15 above.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ The merger qualified as a reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"). In general, the federal income tax consequences to the Phoenix shareholders are determined under Sections 354 and 358 of the Code.

18 Can any resulting loss be recognized? ▶ No

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The merger was effective March 1, 2015 and thus the federal income tax consequences are reportable in the taxable year that includes that date.

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	Signature ▶	<i>Edward P. Williams</i>	Date ▶	<i>3/23/15</i>
Paid Preparer Use Only	Print your name ▶ Edward P. Williams		Title ▶ SVP & Interim Principal Financial Officer	
	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed PTIN
	Stephen Kruse	<i>Stephen Kruse</i>	<i>3/23/15</i>	P01217532
	Firm's name ▶ Stevens & Lee PC	Firm's EIN ▶	23-1886296	
Firm's address ▶ PO Box 679, Reading, PA 19603-0679	Phone no. 610-478-2116			