

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2018</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2018 or fiscal plan year beginning <u>01/01/2018</u> and ending <u>12/31/2018</u>	
A This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information				
1a Name of plan <u>PEOPLES SERVICES, INC. EMPLOYEE STOCK OWNERSHIP PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1986</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1986</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1986</u>					
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>PEOPLES SERVICES, INC.</u> <u>P.O. BOX 20109</u> <u>CANTON, OH 44701-0109</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>34-1692443</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>330-453-3709</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>484120</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>34-1692443</u>	2c Plan Sponsor's telephone number <u>330-453-3709</u>	2d Business code (see instructions) <u>484120</u>	
2b Employer Identification Number (EIN) <u>34-1692443</u>					
2c Plan Sponsor's telephone number <u>330-453-3709</u>					
2d Business code (see instructions) <u>484120</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2019	LARRY P. KELLEY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2018)
v. 171027

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 387
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 327 6a(2) 419 6b 0 6c 27 6d 446 6e 0 6f 446 6g 442 6h 7
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2I 2O 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)
- (2)** ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3)** ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☐ **A** (Insurance Information)
- (4)** ☒ **C** (Service Provider Information)
- (5)** ☐ **D** (DFE/Participating Plan Information)
- (6)** ☐ **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2018 Form M-1 annual report. If the plan was not required to file the 2018 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2018
		This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018		
A Name of plan PEOPLES SERVICES, INC. EMPLOYEE STOCK OWNERSHIP PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 PEOPLES SERVICES, INC.	D Employer Identification Number (EIN) 34-1692443	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FARMERS TRUST COMPANY

34-1853512

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19	NONE	42993	Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

NATIONAL ASSOCIATES, INC.

34-0677453

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 17 37 38	NONE	9356	Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

FIDUCIARY TRUST SERVICES

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	NONE	12000	Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

GBQ CONSULTING

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
34	NONE	7800	Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2018 This Form is Open to Public Inspection
For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018		
A Name of plan PEOPLES SERVICES, INC. EMPLOYEE STOCK OWNERSHIP PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 PEOPLES SERVICES, INC.	D Employer Identification Number (EIN) 34-1692443	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	149511	229678
(2) U.S. Government securities	1c(2)	2264709	1515032
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)	503757	639571
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)	1291832	2403953
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	1311688	1295781
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	4546212	5479188
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	10067709	11563203

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	10067709	11563203
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Part II Income and Expense Statement

- 2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1200000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1200000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	54335	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		54335
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	72439	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	28024	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		100463
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	616993	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		616993

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		1971791

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	393957	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		393957
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	82340	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		82340
j Total expenses. Add all expense amounts in column (b) and enter total	2j		476297

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1495494
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: 415 GROUP, INC

(2) EIN: 34-1341400

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
4d		X	
e Was this plan covered by a fidelity bond?	X		1000000
4e	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X		
4j	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?..... ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____. (See instructions.)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2018 This Form is Open to Public Inspection.
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan <u>PEOPLES SERVICES, INC. EMPLOYEE STOCK OWNERSHIP PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PEOPLES SERVICES, INC.</u>	D Employer Identification Number (EIN) <u>34-1692443</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>34-0843660</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
----------------	---

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2018
v. 171027

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year

b The plan year immediately preceding the current plan year

c The second preceding plan year

14a**14b****14c**

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year

b The corresponding number for the second preceding plan year

15a**15b**

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year

b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers

16a**16b**

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: _____ % Investment-Grade Debt: _____ % High-Yield Debt: _____ % Real Estate: _____ % Other: _____ %

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

**PEOPLES SERVICES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES**

YEARS ENDED DECEMBER 31, 2018 AND 2017



**PEOPLES SERVICES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES**

YEARS ENDED DECEMBER 31, 2018 AND 2017

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INDEPENDENT AUDITORS' REPORT

Plan Administrator
Peoples Services, Inc.
Employee Stock Ownership Plan
Canton, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Peoples Services, Inc. Employee Stock Ownership Plan, ("the Plan"), which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statement of changes in net assets available for benefits for the year ended December 31, 2018, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Farmers Trust Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2018 and 2017, and for the year ended December 31, 2018, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules of Schedule of Assets (Held at End of Year), Schedule of Assets (Acquired and Disposed of Within Year), and Schedule of Reportable Transactions as of and for the year ended December 31, 2018 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter disclosed in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Certified Public Accountants

**Canton, Ohio
October 14, 2019**

**PEOPLES SERVICES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN**

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

(Form 5500 - Schedule H - Part I)

	December 31,	
	2018	2017
ASSETS:		
Investments, at fair value:		
Common stocks	\$ 7,883,141	\$ 5,838,044
Mutual funds	1,295,781	1,311,688
Money market fund	229,678	149,511
Government securities	1,515,032	2,264,709
Corporate bonds	639,571	503,757
NET ASSETS AVAILABLE FOR BENEFITS	\$ 11,563,203	\$ 10,067,709

The accompanying notes are an integral part of these financial statements.

**PEOPLES SERVICES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN**

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

(Form 5500 - Schedule H - Part II)

	Year Ended December 31, 2018
ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Investment income:	
Net appreciation in fair value of investments	\$ 616,993
Interest and dividends	<u>154,798</u>
	771,791
Contributions:	
Employer	<u>1,200,000</u>
Total additions	1,971,791
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Benefit payments	(393,957)
Administrative expenses	<u>(82,340)</u>
Total deductions	<u>(476,297)</u>
NET INCREASE	1,495,494
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	<u>10,067,709</u>
End of year	<u>\$ 11,563,203</u>

The accompanying notes are an integral part of these financial statements.

**PEOPLES SERVICES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN**

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2018 AND 2017

A. PLAN DESCRIPTION AND BASIS OF PRESENTATION:

The following description of Peoples Services, Inc. Employees Stock Ownership Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

Peoples Services, Inc. (the "Company") established the Plan effective as of January 1, 1986. As of January 1, 2014, the Plan was amended and operates, in relevant part, as an employee stock ownership plan ("ESOP") and is designed to comply with Section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code of 1986, as amended ("IRC"), and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan is administered by individuals appointed by the Company's board of directors. An independent third-party is the Plan's trustee.

The Plan acquired Company common shares and holds the common stock in a trust established under the Plan and all common shares have been allocated.

Eligibility – Employees of the Company and its participating subsidiaries are generally eligible to participate in the Plan after one year of service, provided they worked at least 1,000 hours during such Plan year. Also, the employee may not be a member of a union and must have attained the age of 21. Participants who do not have at least 1,000 hours of service during such Plan year and are not employed on the last working day of a Plan year are generally not eligible for an allocation of Company contributions for such year. A Participant who retires, dies or terminates employment due to disability shall share in the allocation on the basis of the compensation earned during the portion of the plan year preceding retirement, disability or death.

Contributions – Company contributions are at the discretion of the Company's board of directors. Each participant's Employer Stock Account is credited annually with their allocable share of the sponsor Company's common shares (the "Employer Stock") purchased or contributed to the trust, and forfeitures of Employer Stock. Each participant's Employer Stock Account is credited annually in the proportion each participant's compensation for the plan year bears to total compensation of all participants for the plan year. The participant's Other Investments Account is credited or debited with the participant's share of gains or losses on the investments based on the ratio of each participant's account balance as of the immediately preceding valuation date to the aggregate of all participants' accounts as of the same valuation date. A cash contribution of \$1,200,000 was made for the Plan year ended December 31, 2018.

Payment of Benefits – Upon attaining age 59-1/2, retirement, death, disability or termination, the participant (or beneficiary, if participant is deceased) is eligible to receive the participant's account balance payable to the participant (or beneficiary, if participant is deceased) in the form of a lump-sum equal to 100% of the value of the his or her account, or monthly, quarterly or annual installments over a period of not more than the recipient's life expectancy (participant or beneficiary's life expectancies). Terminated employees that have not attained the age of 59-1/2 are entitled to a lump-sum payment in an amount equal to the terminated participant's vested account balance. In the event that the termination of a Participant's employment is caused by his or her death, his or her beneficiary shall be vested in and paid 100% of the deceased's account balance.

Administrative Expenses – As provided in the Plan agreement, administrative expenses may be paid either by the Plan or by the Company. The Plan has historically paid the operating expenses for the Plan.

PEOPLES SERVICES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

A. PLAN DESCRIPTION AND BASIS OF PRESENTATION (CONTINUED):

Voting Rights – Each participant is entitled to exercise voting rights attributable to the Company shares allocated to his or her account and is notified by the Trustee prior to the time that such rights are to be exercised. The Trustee is not permitted to vote on behalf of any allocated share for which instructions have not been given by a participant. The Trustee is required, however, to vote on behalf of any unallocated shares on behalf of the collective best interest of Plan participants and beneficiaries.

Participant Accounts – The Plan is a defined contribution plan under which a separate individual account is established for each participant. Each participant's account is credited as of the last day of each Plan year with an allocation of shares of the Company's common stock released by the Trustee from the unallocated account and forfeitures of terminated participants' non-vested accounts. Only those participants who are eligible employees of the Company as of the last day of the Plan year will receive an allocation. Allocations are based on a participant's eligible compensation, relative to total eligible compensation. Plan earnings are allocated to each participant's account based on the ratio of the investment balance of the participant's account balance to the respective investment balance in the Plan. Allocations of investments included in participant accounts are at the direction of the Trustee.

Vesting – If a participant's employment with the Company ends for any reason other than retirement, permanent disability or death, he or she will vest in the balances in his or her account based on total years of service with the Company. Participants vest 20 percent per year of service after two years and are 100 percent vested after six years of service. If a Participant's employment with the Employer is terminated on or after the attainment of age 59-1/2, the Participant shall be vested in and entitled to receive, 100% of the entire amount then in each of their accounts.

Put Option – Under Federal income tax regulations, the employer's stock that is held by the Plan and its participants and is not readily tradable on an established market, or is subject to trading limitations, includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the fair market value of the stock. The put option is only exercisable during the 60-day period immediately following the date of distribution and if the put option is not exercised within such 60-day period, then it can be exercised for an additional period of 60 days in the following Plan year. The Company can pay for the purchase with interest over a period not exceeding five years.

Diversification – Diversification is offered to participants close to retirement so they may have the opportunity to move part of the value of their investment in Company common stock into investments, which are more diversified. Participants who are at least age 55 with at least 10 years of participation in the Plan may elect to diversify a portion of their account. Such a participant may elect within 90 days after the close of each Plan year in the qualified election period to diversify 25 percent of his or her account, less any amount to which a prior election applies. In the case of the last year to which an election applies, 50 percent shall be substituted for 25 percent.

Forfeitures – Forfeited Company contributions from terminated participants' non-vested accounts are allocated to all participants who were eligible to receive Company contributions in the Plan year in which the forfeiture occurred. Forfeitures are allocated in the same manner as contributions are allocated. Cash forfeitures totaled approximately \$46,400 and stock forfeitures of 00.53 shares were allocated to the eligible participants during the plan year ended December 31, 2018. There were no unallocated forfeitures at December 31, 2018 and 2017.

PEOPLES SERVICES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO FINANCIAL STATEMENTS

B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Reporting – The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates – The preparation of financial statements in accordance with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition – The investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisors and custodian. See note D for a discussion of the fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Dividend income is accrued on the ex-dividend date. Realized gains and losses from security transactions are reported on the average cost method. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits – Benefits are recorded when paid.

Subsequent Events – Plan management has evaluated subsequent events through October 14, 2019, the date the financial statements were available to be issued.

C. INFORMATION PREPARED AND CERTIFIED BY THE CUSTODIAN:

Certain information related to investments, other than investments in Peoples Services, Inc. common stock and Massillon Cable TV, Inc. common stock, disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2018 and 2017, and net appreciation in fair value of investments, interest and dividends, other than net appreciation in fair value of investments, interest and dividends from Peoples Services, Inc. common stock and Massillon Cable TV, Inc. common stock, for the year ended December 31, 2018, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Farmers Trust Company, the custodian of the Plan.

D. FAIR VALUE MEASUREMENTS:

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under the Financial Accounting Standards Board Accounting Standards Codification 820 are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

PEOPLES SERVICES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

D. FAIR VALUE MEASUREMENTS (CONTINUED):

Level 2 - Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2018 or 2017.

Common stocks - publicly traded: Valued at the closing price reported on the active market on which the individual securities are traded.

Common stocks - privately held: Value based on an annual independent appraisal. This appraisal was based on a combination of the market and income approaches consistent with prior years. Each approach contains various valuation methodologies. The appraiser took into account market comparables, historic and projected cash flows and applicable discounts and premiums.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the U.S. Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Money market fund: Money market accounts are valued at cost, which approximates fair value.

Government Securities: Valued using pricing models maximizing the use of observable inputs for similar securities.

Corporate Bonds: Valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing value on yields currently available on comparable securities of issuers with similar credit ratings.

**PEOPLES SERVICES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN**

NOTES TO FINANCIAL STATEMENTS

D. FAIR VALUE MEASUREMENTS (CONTINUED):

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2018 and 2017:

Fair Value Measurements at December 31, 2018:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common stocks	\$ 2,248,595	\$ -	\$ 5,634,546	\$ 7,883,141
Mutual funds	1,295,781	-	-	1,295,781
Money market fund	229,678	-	-	229,678
Government securities	-	1,515,032	-	1,515,032
Corporate bonds	-	639,571	-	639,571
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Total investments at fair value	<u>\$ 3,774,054</u>	<u>\$ 2,154,603</u>	<u>\$ 5,634,546</u>	<u>\$ 11,563,203</u>

Fair Value Measurements at December 31, 2017:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common stocks	\$ 1,157,189	\$ -	\$ 4,680,855	\$ 5,838,044
Mutual funds	1,311,688	-	-	1,311,688
Money market fund	149,511	-	-	149,511
Government securities	-	2,264,709	-	2,264,709
Corporate bonds	-	503,757	-	503,757
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Total investments at fair value	<u>\$ 2,618,388</u>	<u>\$ 2,768,466</u>	<u>\$ 4,680,855</u>	<u>\$ 10,067,709</u>

The following tables set forth a summary of changes in the fair value of the Plan's Level 3 assets for the years ended December 31, 2018:

	Common Stocks – Privately Held <u>2018</u>
Balance at January 1,	\$ 4,680,855
Realized gains	12,732
Unrealized appreciation in estimated fair value	<u>940,959</u>
Balance at December 31,	<u>\$ 5,634,546</u>

The amount of total gains for the period included in changes in net assets attributable to the change in unrealized gains or losses relating to assets still held at the reporting date	\$ 953,691
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Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the statement of changes in net assets available for benefits.

PEOPLES SERVICES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

D. FAIR VALUE MEASUREMENTS (CONTINUED):

The valuation process involves the selection of an appraiser, who renders services enumerated through an engagement letter. Plan management accumulates the data for the appraiser from audited financial statements of the Company. The appraiser prepares a preliminary report which Plan management, along with the Plan trustee, reviews in detail, discusses and approves.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

E. ADMINISTRATION OF PLAN ASSETS:

The Plan's assets, which consist of common stocks – privately held, common stocks - publicly traded, mutual funds, money market fund, government securities and corporate bonds, are held by the custodian of the Plan.

Company contributions are held and managed by the custodian, which invests cash received, interest, and dividend income and makes distributions to participants.

Certain administrative functions are performed by officers or employees of the Company or its subsidiaries. No such officer or employee receives compensation from the Plan. Administrative expenses for the Trustee's fees are paid directly by the Plan.

F. RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS:

The Plan invests in Company common stock. There are related party and party-in-interest transactions. As described in Note A, the Plan pays all plan expenses. The Plan has a number of service providers. Such providers are parties-in-interest under ERISA.

G. RISKS AND UNCERTAINTIES:

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

H. PLAN TERMINATION:

The Company reserves the right to terminate the Plan at any time, subject to Plan provisions. Upon termination of the Plan, participants become fully vested in their accounts and the Company's board of directors directs the Trustee to pay all liabilities and expenses of the ESOP and to sell shares of financed common stock held as collateral to the extent it determines such sale to be necessary in order to repay liabilities. Subsequently, the interest of each participant in the trust fund will be distributed to such participant or his or her beneficiary at the time prescribed by the Plan terms and the IRC.

**PEOPLES SERVICES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN**

NOTES TO FINANCIAL STATEMENTS

I. INCOME TAX STATUS:

The Plan has received a determination letter from the Internal Revenue Service ("IRS") dated April 13, 1994, stating that the Plan is qualified under the IRC and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed, and being operated, in compliance with the applicable requirements of the IRC. Therefore, they believe that the Plan was qualified, and the related trust was tax-exempt as of the financial statement date. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability if the organization has taken a significant uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

During the year ended December 31, 2018 the Plan had income of \$29,802 from its investment in the common stock of Massillon Cable TV, Inc. that resulted in unrelated business income tax of \$9,043. This amount is included in the administrative fees of the Plan.

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
Form 5500 - Schedule H, Part IV, Line 4(i)

December 31, 2018

	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
(a)	(b)	(c)	(d)	(e)
*	Peoples Services, Inc.	Common stock	\$ 182,994	\$ 5,479,188
	Massillon Cable TV, Inc.	Common stock	300	155,358
	Eaton Corp PLC	Common stock	30,641	26,090
	Ingersoll-Rand PLC	Common stock	23,053	27,825
	Fedex Corp	Common stock	20,105	18,553
	Honeywell International, Inc.	Common stock	21,710	25,103
	Raytheon Company	Common stock	28,477	23,769
	Resideo Technologies	Common stock	593	596
	Union Pacific Corp	Common stock	19,991	24,328
	Kraft Heinz Co.	Common stock	31,232	26,297
	PepsiCo, Inc.	Common stock	28,075	28,614
	Procter and Gamble Co.	Common stock	33,943	35,849
	Wal Mart, Inc.	Common stock	29,350	34,559
	DR Horton, Inc.	Common stock	33,459	26,342
	Garrett Motion Inc.	Common stock	208	210
	Home Depot Inc.	Common stock	26,443	24,055
	TJX Companies Inc.	Common stock	21,780	25,054
	V F Corp.	Common stock	13,265	17,121
	Air Products & Chemicals	Common stock	19,338	19,206
	Nucor Corp	Common stock	24,420	23,833
	Medtronic PLC	Common stock	24,174	22,922
	CVS Health Corp	Common stock	31,839	31,122
	Glaxosmithkline, PLC	Common stock	36,527	34,389
	HCA Healthcare Inc.	Common stock	19,614	29,246
	Johnson & Johnson	Common stock	36,511	37,425
	Lilly, Eli & Co.	Common stock	18,007	25,458
	Apple Computer, Inc.	Common stock	29,754	37,384
	Cisco Sys, Inc.	Common stock	29,351	40,730
	Cognizant Tech Solutions	Common stock	24,121	24,630
	HP, Inc.	Common stock	24,557	29,462
	Intel Corp.	Common stock	32,710	38,013
	International Business Machines	Common stock	14,782	11,140
	Microsoft Corporation	Common stock	22,115	33,518
	Visa, Inc.	Common stock	15,941	26,388
	Exxon Mobil Corp	Common stock	43,291	35,800
	Kinder Morgan Inc. Class P	Common stock	19,744	18,456
	Schlumberger Ltd.	Common stock	34,828	19,483
	Aqua America	Common stock	22,352	20,856
	Edison Intl	Common stock	20,781	18,450
	Nextera Energy, Inc.	Common stock	23,717	31,288
	Capital One Financial Corp.	Common stock	15,004	16,175
	Citigroup Inc.	Common stock	28,914	21,345
	MetLife, Inc	Common stock	35,610	31,493
	Charles Schwab Corp.	Common stock	25,958	24,918
	US Bancorp	Common stock	30,250	26,278
	AT&T Inc.	Common stock	30,304	25,401

PEOPLES SERVICES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
(Employer Federal ID #34-1692443, Plan #001)

SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)
Form 5500 - Schedule H, Part IV, Line 4(i)

(See Independent Auditors' Report)

December 31, 2018

(a)	Identity of Issuer, Borrower, Lessor, or Similar Party (b)	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value (c)	Cost (d)	Current Value (e)
	Alphabet Inc Cl A	Common stock	33,103	40,753
	Twitter	Common stock	28,909	21,498
	Host Hotels & Resorts, Inc.	Common stock	35,416	33,259
	Sector SPDR Util Select SBI	Common stock	14,328	14,288
	SPDR S&P Regional Banking ETF	Common stock	23,594	24,097
	SPDR Consumer Discretionary ETF	Common stock	22,646	24,951
	SPDR S&P 500 EFT Trust	Common stock	997,095	949,695
	Vanguard Real Estate Index ETF	Common stock	22,968	20,880
	DFA Commodity Strategy Portfolio	Mutual fund	121,401	105,588
	DFA Global Real Estate Securities	Mutual fund	178,145	167,213
	Federated Mdt Small Cap Core Fund R6	Mutual fund	74,499	56,155
	Ivy International Core Equity	Mutual fund	282,448	261,518
	JP Morgan Small Cap Core Fund Select	Mutual fund	152,601	135,079
	Oppenheimer Intl Diversified Fund Class I	Mutual fund	70,000	57,624
	Federated Institutional High Yield Bond Fund	Mutual fund	160,000	149,224
	Goldman Sachs Inflation Protected Securities Instl Class	Mutual fund	139,815	135,484
	PIMCO International Bond Fund (Unhedged) Inst	Mutual fund	174,254	166,181
	Vanguard Longe Term Treasury Index Admiral Shares	Mutual fund	60,000	61,715
	Federal Home Loan Bank 2.250%	Government security	25,000	24,639
	Federal Home Loan Bank 1.920%	Government security	50,000	47,092
	Federal Home Loan Bank 2.540%	Government security	100,000	90,081
	Federal Home Loan Bank 3.875%	Government security	25,150	25,219
	Federal Home Loan Bank 4.000%	Government security	25,000	25,164
	Federal Home Loan Bank 4.300%	Government security	50,000	50,040
	Federal Home Loan Bank 2.250%	Government security	50,000	49,968
	Federal Farm Credit Bank 1.820%	Government security	100,000	96,135
	Federal Farm Credit Bank 2.020%	Government security	25,000	24,611
	Federal Farm Credit Bank 2.340%	Government security	50,000	46,337
	Federal Farm Credit Bank 1.580%	Government security	25,000	24,695
	Federal Farm Credit Bank 2.050%	Government security	25,000	24,484
	Federal Home Loan Mortgage Corp 1.500%	Government security	25,000	24,721
	Federal National Mortgage Assoc 2.150%	Government security	100,000	94,438
	Tennessee Valley Authority 0.000%	Government security	41,000	41,352
	US Treasury Bill 08/15/19	Government security	492,311	491,807
	US Treasury Note 1.625% 11/30/20	Government security	48,732	49,188
	US Treasury Note 2.625% 7/31/20	Government security	50,002	50,067
	US Treasury Stripped 11/15/26	Government security	83,759	80,875
	US Treasury Stripped 08/15/31	Government security	112,160	104,402
	Lexington-Fayette Urban Cnty KY Arpt 1.570%	Government security	50,049	49,717
	Suntrust Bank CD 1.200% 12/27/21-19 Q	Corporate bond	50,000	48,870
	Apple Inc 3.200% 5/11/27	Corporate bond	23,830	24,127
	Bank of America Corp 2.625% 4/19/21	Corporate bond	24,635	24,660
	Bank of New York Mellon 2.600% 08/17/20	Corporate bond	51,020	49,671
	Berkshire Hathaway, Inc. 3.125% 03/15/26	Corporate bond	52,569	48,462
	Chevron Corp 2.419% 11/17/20	Corporate bond	24,873	24,770
	Cisco Systems, Inc. 2.200% 2/28/21	Corporate bond	24,618	24,669
	Cisco Systems, Inc. 2.450% 06/15/20	Corporate bond	25,128	24,867

**PEOPLES SERVICES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
(Employer Federal ID #34-1692443, Plan #001)**

**SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)
Form 5500 - Schedule H, Part IV, Line 4(i)**

(See Independent Auditors' Report)

December 31, 2018

(a)	Identity of Issuer, Borrower, Lessor, or Similar Party (b)	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value (c)	Cost (d)	Current Value (e)
	Coca Cola Co. 2.875% 10/27/25	Corporate bond	52,079	48,137
	Exxon Mobile Corp 2.397% 03/06/22	Corporate bond	24,351	24,535
	General Electric Capital Corp 3.450% 05/15/24	Corporate bond	53,336	46,966
	Highmark, Inc. 4.750% 05/15/21	Corporate bond	50,823	51,045
	Morgan Stanley Bank NA 3.250% 11/23/21	Corporate bond	50,000	50,075
	Procter & Gamble Co 2.300% 02/06/22	Corporate bond	51,273	49,223
	Wal Mart Stores, Inc. 2.550% 04/11/23	Corporate bond	51,304	48,747
	Wal Mart Stores, Inc. 3.700% 06/26/28	Corporate bond	50,295	50,747
	Federated Government Obligations Fund	Money market fund	229,678	229,678
			<u>\$ 6,314,330</u>	<u>\$ 11,563,203</u>

* Indicates a party-in-interest to the Plan. (See Note F)

**PEOPLES SERVICES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
(Employer Federal ID #34-1692443, Plan #001)**

**SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR)
Form 5500 - Schedule H, Part IV, Line 4(i)**

(See Independent Auditors' Report)

December 31, 2018

Identity of Issue, Borrower, Lessor, or Similar Party (a)	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value (b)	Cost of Acquisitions (c)	Proceeds of Dispositions (d)
Amgen, Inc.	Common stock	\$ 4,142	\$ 3,949
Aqua America	Common stock	6,445	5,778
Capital One Financial Corp	Common stock	2,998	2,981
Cognizant Tech Solutions	Common stock	7,315	7,160
Electronic Arts	Common stock	6,025	6,848
Ford Motor Company	Common stock	1,192	959
Garrett Motion, Inc.	Common stock	8	8
General Electric Company	Common stock	29,919	25,545
Honeywell International Inc.	Common stock	3,979	3,839
International Business Machines	Common stock	24,135	17,267
JM Smucker	Common stock	4,312	4,187
JM Smucker Co.	Common stock	5,587	5,625
Laboratory Corp of America	Common stock	3,356	2,863
Mohawk Inds Inc.	Common stock	3,725	3,188
Resideo Technologies, Inc.	Common stock	5	4
TJX Companies Inc	Common stock	772	1,094
Unum Group	Common stock	6,899	5,073
US Bankcorp Del New	Common stock	1,972	1,940
Viacom Inc New B	Common stock	11,516	12,268
Westrock Company	Common stock	11,224	9,226
DFA Commodity Strategy Portfolio	Mutual Fund	5,000	4,823
SPDR Consumer Discretionary ETF	Mutual Fund	2,763	2,644
United States Treasury Bill	Government Security	1,011,003	1,010,996
		<u>\$ 1,154,292</u>	<u>\$ 1,138,265</u>

**PEOPLES SERVICES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
(Employer Federal ID #34-1692443, Plan #001)**

SCHEDULE OF REPORTABLE TRANSACTIONS

(Form 5500 - Schedule H - Part IV, Line 4(j))

(See Independent Auditors' Report)

Year Ended December 31, 2018

Identity of Party Involved (a)	Description of Assets (b)	Number of Transactions	Purchase Price (c)	Selling Price (d)	Cost of Asset (g)	Current value on Transaction date (h)	Net Gain or (Loss) (i)
Fed Govt Obligations FD #117 PRM	Government security	134	\$ 1,598,822	\$ -	\$ 1,598,822	\$ 1,598,822	\$ -
Fed Govt Obligations FD #117 PRM	Government security	110	-	1,518,655	1,518,655	1,518,655	-
SPDR S&P 500 EFT Trust	Government security	6	997,095	-	997,095	997,095	-
US Treasury Bill 09/13/2018	Government security	2	39,717	-	39,717	39,717	-
US Treasury Bill 09/13/2018	Government security	2	-	1,482,994	1,482,994	1,482,994	-
US Treasury Bill 08/15/2019	Government security	2	1,503,314	-	1,503,314	1,503,314	-
US Treasury Bill 08/15/2019	Government security	1	-	1,010,996	1,011,003	1,010,996	(7)

* Indicates a party-in-interest to the Plan. (See Note F)

Columns E, "Lease Rental", and F, "Expense Incurred With Transaction" have been omitted because there is nothing to report

PEOPLES SERVICES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
(Employer Federal ID #34-1692443, Plan #001)

SCHEDULE OF REPORTABLE TRANSACTIONS

(Form 5500 - Schedule H - Part IV, Line 4(j))

(See Independent Auditors' Report)

Year Ended December 31, 2018

Identity of Party Involved (a)	Description of Assets (b)	Number of Transactions	Purchase Price (c)	Selling Price (d)	Cost of Asset (g)	Current value on Transaction date (h)	Net Gain or (Loss) (i)
Fed Govt Obligations FD #117 PRM	Government security	134	\$ 1,598,822	\$ -	\$ 1,598,822	\$ 1,598,822	\$ -
Fed Govt Obligations FD #117 PRM	Government security	110	-	1,518,655	1,518,655	1,518,655	-
SPDR S&P 500 EFT Trust	Government security	6	997,095	-	997,095	997,095	-
US Treasury Bill 09/13/2018	Government security	2	39,717	-	39,717	39,717	-
US Treasury Bill 09/13/2018	Government security	2	-	1,482,994	1,482,994	1,482,994	-
US Treasury Bill 08/15/2019	Government security	2	1,503,314	-	1,503,314	1,503,314	-
US Treasury Bill 08/15/2019	Government security	1	-	1,010,996	1,011,003	1,010,996	(7)

* Indicates a party-in-interest to the Plan (See Note F)

Columns E, "Lease Rental", and F, "Expense Incurred With Transaction" have been omitted because there is nothing to report

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**OMB Nos. 1210-0110
1210-0089**2018****This Form Is Open to Public Inspection****Part I Annual Report Identification Information**

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

- A** This return/report is for: ☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- ☒ a single-employer plan ☐ a DFE (specify) _____
- B** This return/report is: ☐ the first return/report ☐ the final return/report
- ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
- C** If the plan is a collectively-bargained plan, check here. ☐
- D** Check box if filing under: ☒ Form 5558 ☐ automatic extension ☐ the DFVC program
- ☐ special extension (enter description) _____

Part II Basic Plan Information—enter all requested information**1a** Name of plan

PEOPLES SERVICES, INC. EMPLOYEE STOCK OWNERSHIP PLAN

1b Three-digit plan number (PN) ▶ 001**1c** Effective date of plan 01/01/1986**2a** Plan sponsor's name (employer, if for a single-employer plan)

Mailing address (include room, apt., suite no. and street, or P.O. Box)

City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)

PEOPLES SERVICES, INC.

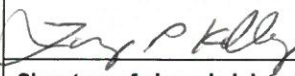
2b Employer Identification Number (EIN)
34-1692443**2c** Plan Sponsor's telephone number
(330) 453-3709

P.O. BOX 20109

CANTON, OH 44701-0109

2d Business code (see instructions)
484120**Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.**

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE		10/7/2019	LARRY P. KELLEY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2018)
v. 171027

PEOPLES SERVICES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
(Employer Federal ID #34-1692443, Plan #001)

SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)
Form 5500 - Schedule H, Part IV, Line 4(i)

(See Independent Auditors' Report)

December 31, 2018

(a)	Identity of Issuer, Borrower, Lessor, or Similar Party (b)	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value (c)	Cost (d)	Current Value (e)
	Alphabet Inc Cl A	Common stock	33,103	40,753
	Twitter	Common stock	28,909	21,498
	Host Hotels & Resorts, Inc.	Common stock	35,416	33,259
	Sector SPDR Util Select SBI	Common stock	14,328	14,288
	SPDR S&P Regional Banking ETF	Common stock	23,594	24,097
	SPDR Consumer Discretionary ETF	Common stock	22,646	24,951
	SPDR S&P 500 EFT Trust	Common stock	997,095	949,695
	Vanguard Real Estate Index ETF	Common stock	22,968	20,880
	DFA Commodity Strategy Portfolio	Mutual fund	121,401	105,588
	DFA Global Real Estate Securities	Mutual fund	178,145	167,213
	Federated Mdt Small Cap Core Fund R6	Mutual fund	74,499	56,155
	Ivy International Core Equity	Mutual fund	282,448	261,518
	JP Morgan Small Cap Core Fund Select	Mutual fund	152,601	135,079
	Oppenheimer Intl Diversified Fund Class I	Mutual fund	70,000	57,624
	Federated Institutional High Yield Bond Fund	Mutual fund	160,000	149,224
	Goldman Sachs Inflation Protected Securities Instl Class	Mutual fund	139,815	135,484
	PIMCO International Bond Fund (Unhedged) Inst	Mutual fund	174,254	166,181
	Vanguard Longe Term Treasury Index Admiral Shares	Mutual fund	60,000	61,715
	Federal Home Loan Bank 2.250%	Government security	25,000	24,639
	Federal Home Loan Bank 1.920%	Government security	50,000	47,092
	Federal Home Loan Bank 2.540%	Government security	100,000	90,081
	Federal Home Loan Bank 3.875%	Government security	25,150	25,219
	Federal Home Loan Bank 4.000%	Government security	25,000	25,164
	Federal Home Loan Bank 4.300%	Government security	50,000	50,040
	Federal Home Loan Bank 2.250%	Government security	50,000	49,968
	Federal Farm Credit Bank 1.820%	Government security	100,000	96,135
	Federal Farm Credit Bank 2.020%	Government security	25,000	24,611
	Federal Farm Credit Bank 2.340%	Government security	50,000	46,337
	Federal Farm Credit Bank 1.580%	Government security	25,000	24,695
	Federal Farm Credit Bank 2.050%	Government security	25,000	24,484
	Federal Home Loan Mortgage Corp 1.500%	Government security	25,000	24,721
	Federal National Mortgage Assoc 2.150%	Government security	100,000	94,438
	Tennessee Valley Authority 0.000%	Government security	41,000	41,352
	US Treasury Bill 08/15/19	Government security	492,311	491,807
	US Treasury Note 1.625% 11/30/20	Government security	48,732	49,188
	US Treasury Note 2.625% 7/31/20	Government security	50,002	50,067
	US Treasury Stripped 11/15/26	Government security	83,759	80,875
	US Treasury Stripped 08/15/31	Government security	112,160	104,402
	Lexington-Fayette Urban Cnty KY Arpt 1.570%	Government security	50,049	49,717
	Suntrust Bank CD 1.200% 12/27/21-19 Q	Corporate bond	50,000	48,870
	Apple Inc 3.200% 5/11/27	Corporate bond	23,830	24,127
	Bank of America Corp 2.625% 4/19/21	Corporate bond	24,635	24,660
	Bank of New York Mellon 2.600% 08/17/20	Corporate bond	51,020	49,671
	Berkshire Hathaway, Inc. 3.125% 03/15/26	Corporate bond	52,569	48,462
	Chevron Corp 2.419% 11/17/20	Corporate bond	24,873	24,770
	Cisco Systems, Inc. 2.200% 2/28/21	Corporate bond	24,618	24,669
	Cisco Systems, Inc. 2.450% 06/15/20	Corporate bond	25,128	24,867

PEOPLES SERVICES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
(Employer Federal ID #34-1692443, Plan #001)

SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)
Form 5500 - Schedule H, Part IV, Line 4(i)

(See Independent Auditors' Report)

December 31, 2018

(a)	Identity of Issuer, Borrower, Lessor, or Similar Party (b)	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value (c)	Cost (d)	Current Value (e)
	Coca Cola Co. 2.875% 10/27/25	Corporate bond	52,079	48,137
	Exxon Mobile Corp 2.397% 03/06/22	Corporate bond	24,351	24,535
	General Electric Capital Corp 3.450% 05/15/24	Corporate bond	53,336	46,966
	Highmark, Inc. 4.750% 05/15/21	Corporate bond	50,823	51,045
	Morgan Stanley Bank NA 3.250% 11/23/21	Corporate bond	50,000	50,075
	Procter & Gamble Co 2.300% 02/06/22	Corporate bond	51,273	49,223
	Wal Mart Stores, Inc. 2.550% 04/11/23	Corporate bond	51,304	48,747
	Wal Mart Stores, Inc. 3.700% 06/26/28	Corporate bond	50,295	50,747
	Federated Government Obligations Fund	Money market fund	229,678	229,678
			<u>\$ 6,314,330</u>	<u>\$ 11,563,203</u>

* Indicates a party-in-interest to the Plan. (See Note F)

PEOPLES SERVICES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
(Employer Federal ID #34-1692443, Plan #001)

SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR)
Form 5500 - Schedule H, Part IV, Line 4(i)

(See Independent Auditors' Report)

December 31, 2018

Identity of Issue, Borrower, Lessor, or Similar Party (a)	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value (b)	Cost of Acquisitions (c)	Proceeds of Dispositions (d)
Amgen, Inc.	Common stock	\$ 4,142	\$ 3,949
Aqua America	Common stock	6,445	5,778
Capital One Financial Corp	Common stock	2,998	2,981
Cognizant Tech Solutions	Common stock	7,315	7,160
Electronic Arts	Common stock	6,025	6,848
Ford Motor Company	Common stock	1,192	959
Garrett Motion, Inc.	Common stock	8	8
General Electric Company	Common stock	29,919	25,545
Honeywell International Inc.	Common stock	3,979	3,839
International Business Machines	Common stock	24,135	17,267
JM Smucker	Common stock	4,312	4,187
JM Smucker Co.	Common stock	5,587	5,625
Laboratory Corp of America	Common stock	3,356	2,863
Mohawk Inds Inc.	Common stock	3,725	3,188
Resideo Technologies, Inc.	Common stock	5	4
TJX Companies Inc	Common stock	772	1,094
Unum Group	Common stock	6,899	5,073
US Bankcorp Del New	Common stock	1,972	1,940
Viacom Inc New B	Common stock	11,516	12,268
Westrock Company	Common stock	11,224	9,226
DFA Commodity Strategy Portfolio	Mutual Fund	5,000	4,823
SPDR Consumer Discretionary ETF	Mutual Fund	2,763	2,644
United States Treasury Bill	Government Security	1,011,003	1,010,996
		<u>\$ 1,154,292</u>	<u>\$ 1,138,265</u>