

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2018

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public. Go to www.irs.gov/Form990 for instructions and the latest information.

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Header section A-K containing organization name (WPSC Master Welfare Benefit Trust), EIN (39-1567887), address (231 W Michigan Street, Milwaukee, WI), and other identifying information.

Part I Summary table with columns for line number, description, and amounts for Prior Year and Current Year. Includes revenue, expenses, and net assets.

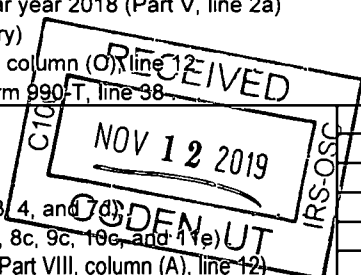
Part II Signature Block

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.

Signature of officer: William Guo, Vice President - Controller, dated 11/4/2019.

Paid Preparer Use Only section with fields for firm name, EIN, address, and phone number.

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No



Handwritten number: 620

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Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III []

1 Briefly describe the organization's mission
Receive and hold employee and employer contributions made under the Wisconsin Public Service Corporation (WPSC) Non-Administrative Employee Health Care Plan (Plan) and WPSC Life & Long-Term Disability Plan to disburse payments and satisfy member claims under the Plan

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No
If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No
If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code 900001) (Expenses \$ 7,813,149 including grants of \$) (Revenue \$)
Satisfy member claims under the WPSC Master Welfare Benefit Plan Trust Section 501(c)(9) VEBA

4b (Code) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O)
(Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0)

4e Total program service expenses 7,813,149

OR

Part IV Checklist of Required Schedules

| | Yes | No |
|---|-----|----|
| 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A | | X |
| 2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? | | X |
| 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I | | X |
| 4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II | | |
| 5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III | | X |
| 6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I | | X |
| 7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II | | X |
| 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III | | X |
| 9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV | | X |
| 10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V | | X |
| 11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable | | |
| a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI | | X |
| b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII | | X |
| c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII | | X |
| d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX | | X |
| e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X | | X |
| f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X | | |
| 12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII | | X |
| b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional | | X |
| 13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E | | X |
| 14a Did the organization maintain an office, employees, or agents outside of the United States? | | X |
| b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV | | X |
| 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV | | X |
| 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV | | X |
| 17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions) | | X |
| 18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II | | X |
| 19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III | | X |
| 20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H | | X |
| b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? | | |
| 21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II | | X |

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question, Yes, No. Rows 22-38 covering various organizational requirements and reporting obligations.

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V. []

Table with 3 columns: Question, Yes, No. Rows 1a-1c regarding Form 1096, Forms W-2G, and backup withholding rules.

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

Table with columns for question number, question text, and Yes/No columns. Rows include questions 2a through 16 regarding employee reporting, tax returns, unrelated business income, foreign accounts, prohibited transactions, and charitable contributions.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response or note to any line in this Part VI. [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year; 1b Enter the number of voting members included in line 1a, above, who are independent; 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?; 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?; 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?; 5 Did the organization become aware during the year of a significant diversion of the organization's assets?; 6 Did the organization have members or stockholders?; 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?; 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?; 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following; 8a The governing body?; 8b Each committee with authority to act on behalf of the governing body?; 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code)

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates?; 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?; 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13; 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?; 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done; 13 Did the organization have a written whistleblower policy?; 14 Did the organization have a written document retention and destruction policy?; 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?; 15a The organization's CEO, Executive Director, or top management official; 15b Other officers or key employees of the organization; 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?; 16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?.

Section C. Disclosure

Table with 2 columns: Question, Answer. Rows include: 17 List the states with which a copy of this Form 990 is required to be filed; 18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. [] Own website [] Another's website [X] Upon request [] Other (explain in Schedule O); 19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.; 20 State the name, address, and telephone number of the person who possesses the organization's books and records. Wisconsin Public Service Corporation (312) 240-4373 700 N Adams Street, Green Bay, WI 54307

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|----------------------------|--|--|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (1) Northern Trust Company | | | X | | | | | | | |
| (2) | | | | | | | | | | |
| (3) | | | | | | | | | | |
| (4) | | | | | | | | | | |
| (5) | | | | | | | | | | |
| (6) | | | | | | | | | | |
| (7) | | | | | | | | | | |
| (8) | | | | | | | | | | |
| (9) | | | | | | | | | | |
| (10) | | | | | | | | | | |
| (11) | | | | | | | | | | |
| (12) | | | | | | | | | | |
| (13) | | | | | | | | | | |
| (14) | | | | | | | | | | |

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

| (A) Name and title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|--|--|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (15) | | | | | | | | | | |
| (16) | | | | | | | | | | |
| (17) | | | | | | | | | | |
| (18) | | | | | | | | | | |
| (19) | | | | | | | | | | |
| (20) | | | | | | | | | | |
| (21) | | | | | | | | | | |
| (22) | | | | | | | | | | |
| (23) | | | | | | | | | | |
| (24) | | | | | | | | | | |
| (25) | | | | | | | | | | |
| 1b Sub-total | | | | | | | 0 | 0 | 0 | |
| c Total from continuation sheets to Part VII, Section A | | | | | | | 0 | 0 | 0 | |
| d Total (add lines 1b and 1c) | | | | | | | 0 | 0 | 0 | |

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

| | Yes | No |
|--|-----|----|
| 3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> | | X |
| 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> | | X |
| 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> | | |

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year.

| (A) Name and business address | (B) Description of services | (C) Compensation |
|----------------------------------|--------------------------------|---------------------|
| | | 0 |
| | | 0 |
| | | 0 |
| | | 0 |
| | | 0 |

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

| | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512-514 | |
|---|---|----------------------|--|---|--|--|
| Contributions, Gifts, Grants and Other Similar Amounts | 1a Federated campaigns | 1a 0 | | | | |
| | b Membership dues | 1b 0 | | | | |
| | c Fundraising events | 1c 0 | | | | |
| | d Related organizations | 1d 0 | | | | |
| | e Government grants (contributions) | 1e 0 | | | | |
| | f All other contributions, gifts, grants, and similar amounts not included above | 1f 0 | | | | |
| | g Noncash contributions included in lines 1a-1f. | \$ 0 | | | | |
| | h Total. Add lines 1a-1f | | 0 | | | |
| Program Service Revenue | Business Code | | | | | |
| | 2a Employer Contributions | 900099 | 118,267 | 118,267 | | |
| | b Participant Contributions | 900099 | 294,621 | 294,621 | | |
| | c | | 0 | | | |
| | d | | 0 | | | |
| | e | | 0 | | | |
| | f All other program service revenue | | 0 | | | |
| g Total. Add lines 2a-2f | | 412,888 | | | | |
| Other Revenue | 3 Investment income (including dividends, interest, and other similar amounts) | | -10,166,409 | -10,166,409 | | |
| | 4 Income from investment of tax-exempt bond proceeds | | 0 | | | |
| | 5 Royalties | | 0 | | | |
| | 6a Gross rents | (i) Real | | | | |
| | | (ii) Personal | | | | |
| | | | 0 | 0 | | |
| | b Less rental expenses | | | | | |
| | c Rental income or (loss) | | | | | |
| | d Net rental income or (loss) | | 0 | | | |
| | 7a Gross amount from sales of assets other than inventory | (i) Securities | | | | |
| | | (ii) Other | | | | |
| | | | 0 | 0 | | |
| | | | | | | |
| | b Less cost or other basis and sales expenses | | 0 | 0 | | |
| | c Gain or (loss) | | 0 | 0 | | |
| d Net gain or (loss) | | 0 | | | | |
| 8a Gross income from fundraising events (not including \$ 0 of contributions reported on line 1c) See Part IV, line 18 | a | 0 | | | | |
| b Less direct expenses | b | 0 | | | | |
| c Net income or (loss) from fundraising events | | 0 | | | | |
| 9a Gross income from gaming activities See Part IV, line 19 | a | 0 | | | | |
| b Less direct expenses | b | 0 | | | | |
| c Net income or (loss) from gaming activities | | 0 | | | | |
| 10a Gross sales of inventory, less returns and allowances | a | 0 | | | | |
| b Less cost of goods sold | b | 0 | | | | |
| c Net income or (loss) from sales of inventory | | 0 | | | | |
| Miscellaneous Revenue | | Business Code | | | | |
| 11a | | | 0 | | | |
| b | | | 0 | | | |
| c | | | 0 | | | |
| d All other revenue | | | 0 | | | |
| e Total. Add lines 11a-11d | | | 0 | | | |
| 12 Total revenue. See instructions | | | -9,753,521 | 412,888 | -10,166,409 | |
| | | | | | 0 | |

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)

Check if Schedule O contains a response or note to any line in this Part IX

| <i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i> | | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|---|--|-----------------------|---------------------------------|--|-----------------------------|
| 1 | Grants and other assistance to domestic organizations domestic governments See Part IV, line 21 | 0 | | | |
| 2 | Grants and other assistance to domestic individuals See Part IV, line 22 | 0 | | | |
| 3 | Grants and other assistance to foreign organizations, foreign governments, and foreign individuals See Part IV, lines 15 and 16 | 0 | | | |
| 4 | Benefits paid to or for members | 7,549,348 | 7,549,348 | | |
| 5 | Compensation of current officers, directors, trustees, and key employees | 0 | | 0 | |
| 6 | Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) | 0 | | | |
| 7 | Other salaries and wages | 0 | | | |
| 8 | Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | 0 | | | |
| 9 | Other employee benefits | 0 | | | |
| 10 | Payroll taxes | 0 | | | |
| 11 | Fees for services (non-employees) | | | | |
| a | Management | 263,801 | | 263,801 | |
| b | Legal | 0 | | | |
| c | Accounting | 0 | | | |
| d | Lobbying | 0 | | | |
| e | Professional fundraising services. See Part IV, line 17 | 0 | | | |
| f | Investment management fees | 0 | | | |
| g | Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O) | 0 | | 0 | |
| 12 | Advertising and promotion | 0 | | | |
| 13 | Office expenses | 0 | | | |
| 14 | Information technology | 0 | | | |
| 15 | Royalties | 0 | | | |
| 16 | Occupancy | 0 | | | |
| 17 | Travel | 0 | | | |
| 18 | Payments of travel or entertainment expenses for any federal, state, or local public officials | 0 | | | |
| 19 | Conferences, conventions, and meetings | 0 | | | |
| 20 | Interest | 0 | | | |
| 21 | Payments to affiliates | 0 | | | |
| 22 | Depreciation, depletion, and amortization | 0 | 0 | 0 | 0 |
| 23 | Insurance | 0 | | | |
| 24 | Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.) | | | | |
| a | ----- | 0 | | | |
| b | ----- | 0 | | | |
| c | ----- | 0 | | | |
| d | ----- | 0 | | | |
| e | All other expenses ----- | 0 | | | |
| 25 | Total functional expenses. Add lines 1 through 24e | 7,813,149 | 7,549,348 | 263,801 | 0 |
| 26 | Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). | | | | |

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

| | | (A) Beginning of year | | (B) End of year |
|---|---|--------------------------|-------------|--------------------|
| Assets | 1 Cash—non-interest-bearing | 0 | 1 | |
| | 2 Savings and temporary cash investments | 0 | 2 | |
| | 3 Pledges and grants receivable, net | 0 | 3 | 0 |
| | 4 Accounts receivable, net | 22,938 | 4 | 21,855 |
| | 5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L | 0 | 5 | |
| | 6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L. | 0 | 6 | |
| | 7 Notes and loans receivable, net | 0 | 7 | 0 |
| | 8 Inventories for sale or use | 0 | 8 | |
| | 9 Prepaid expenses and deferred charges | 0 | 9 | |
| | 10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D | 0 | 10a | |
| | b Less accumulated depreciation | 0 | 10b | |
| | 11 Investments—publicly traded securities | 255,644,968 | 11 | 236,768,270 |
| | 12 Investments—other securities See Part IV, line 11 | 0 | 12 | 0 |
| | 13 Investments—program-related See Part IV, line 11 | 0 | 13 | 0 |
| | 14 Intangible assets | 0 | 14 | 0 |
| | 15 Other assets See Part IV, line 11 | 0 | 15 | 0 |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 255,667,906 | 16 | 236,790,125 | |
| Liabilities | 17 Accounts payable and accrued expenses | 1,311,111 | 17 | 0 |
| | 18 Grants payable | 0 | 18 | 0 |
| | 19 Deferred revenue | 0 | 19 | 0 |
| | 20 Tax-exempt bond liabilities | 0 | 20 | 0 |
| | 21 Escrow or custodial account liability Complete Part IV of Schedule D | 0 | 21 | 0 |
| | 22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L | 0 | 22 | 0 |
| | 23 Secured mortgages and notes payable to unrelated third parties | 0 | 23 | 0 |
| | 24 Unsecured notes and loans payable to unrelated third parties | 0 | 24 | 0 |
| | 25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17–24) Complete Part X of Schedule D | 0 | 25 | 0 |
| | 26 Total liabilities. Add lines 17 through 25 | 1,311,111 | 26 | 0 |
| Net Assets or Fund Balances | Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. | | | |
| | 27 Unrestricted net assets | 0 | 27 | 0 |
| | 28 Temporarily restricted net assets | 0 | 28 | 0 |
| | 29 Permanently restricted net assets | 0 | 29 | 0 |
| | Organizations that do not follow SFAS 117 (ASC958), check here <input type="checkbox"/> and complete lines 30 through 34. | | | |
| | 30 Capital stock or trust principal, or current funds | 0 | 30 | 0 |
| | 31 Paid-in or capital surplus, or land, building, or equipment fund | 0 | 31 | 0 |
| | 32 Retained earnings, endowment, accumulated income, or other funds | 254,356,795 | 32 | 236,790,125 |
| 33 Total net assets or fund balances | 254,356,795 | 33 | 236,790,125 | |
| 34 Total liabilities and net assets/fund balances | 255,667,906 | 34 | 236,790,125 | |

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

| | | | |
|-----------|---|-----------|-------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | -9,753,521 |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 7,813,149 |
| 3 | Revenue less expenses Subtract line 2 from line 1 | 3 | -17,566,670 |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 254,356,795 |
| 5 | Net unrealized gains (losses) on investments | 5 | |
| 6 | Donated services and use of facilities | 6 | |
| 7 | Investment expenses | 7 | |
| 8 | Prior period adjustments | 8 | |
| 9 | Other changes in net assets or fund balances (explain in Schedule O) | 9 | |
| 10 | Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 236,790,125 |

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

| | | Yes | No |
|-----------|---|-----|----|
| 1 | Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O | | |
| 2a | Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | X | |
| b | Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | X | |
| c | If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O. | X | |
| 3a | As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? | | X |
| b | If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits. | | |

Name of the organization

Employer identification number

WPSC Master Welfare Benefit Trust

39-1567887

Area with horizontal dashed lines for supplemental information.

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2018

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
- ▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

Name of the organization

WPSC Master Welfare Benefit Trust

Employer identification number

39-1567887

Part I Identification of Disregarded Entities. Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

| (a) Name, address, and EIN (if applicable) of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|---|-------------------------|--|---------------------|---------------------------|----------------------------------|
| (1) ----- | | | | | |
| (2) ----- | | | | | |
| (3) ----- | | | | | |
| (4) ----- | | | | | |
| (5) ----- | | | | | |
| (6) ----- | | | | | |

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Section 512(b)(13) controlled entity? | |
|--|-------------------------|--|----------------------------|---|----------------------------------|--|----|
| | | | | | | Yes | No |
| (1) WPSC Key-Employee Post Retirement Health Care Trust 39-1567884 231 W Michigan Street Milwaukee, WI 53203 | Benefits | WI | 501(c)(9) | | | | X |
| (2) WPSC Admin Employees' Health Care Plan Trust 39-1293572 231 W Michigan Street Milwaukee, WI 53203 | Benefits | WI | 501(c)(9) | | | | X |
| (3) Wisconsin Public Service Foundation 39-6075016 700 North Adams Street Green Bay, WI 54307-9001 | Charitable | WI | 501(c)(3) | PF | | | X |
| (4) WPS Community Foundation 39-1852771 700 North Adams Street Green Bay, WI 54307-9001 | Charitable | WI | 501(c)(3) | | | | X |
| (5) PELLC Life & Health Benefit Trust for Bargaining Unit 36-680319C 231 W Michigan Street Milwaukee, WI 53203 | Benefits | | 501(c)(9) | | | | X |
| (6) PELLC Life & Health Benefit Trust for Non-Bargaining Unit 36-7035824 231 W Michigan Street Milwaukee, WI 53203 | Benefits | | 501(c)(9) | | | | X |
| (7) WI Energy Corp Union and Non-Union Retiree Life Insurance Benefits Trust 36-1634044 231 W Michigan Street Milwaukee, WI 53203 | Benefits | WI | 501(c)(9) | | | | X |

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

HTA

Schedule R (Form 990) 2018

Part III Identification of Related Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Predominant income (related, unrelated, excluded from tax under sections 512-514) | (f) Share of total income | (g) Share of end-of-year assets | (h) Disproportionate allocations? | | (i) Code V—UEI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? | | (k) Percentage ownership |
|---|-------------------------|--|----------------------------------|--|------------------------------|------------------------------------|--------------------------------------|----|--|-------------------------------------|----|-----------------------------|
| | | | | | | | Yes | No | | Yes | No | |
| (1) _____ | | | | | | | | | | | | |
| (2) _____ | | | | | | | | | | | | |
| (3) _____ | | | | | | | | | | | | |
| (4) _____ | | | | | | | | | | | | |
| (5) _____ | | | | | | | | | | | | |
| (6) _____ | | | | | | | | | | | | |
| (7) _____ | | | | | | | | | | | | |

Part IV Identification of Related Organizations Taxable as a Corporation or Trust. Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Type of entity (C corp, S corp, or trust) | (f) Share of total income | (g) Share of end-of-year assets | (h) Percentage ownership | (i) Section 512(b)(13) controlled entity? | |
|---|-------------------------|--|----------------------------------|--|------------------------------|------------------------------------|-----------------------------|--|----|
| | | | | | | | | Yes | No |
| (1) WEC Energy Group, Inc. 39-1391525 231 W. Michigan Street Milwaukee, WI 53203 | Holding Company | WI | | C Corp | | | | | X |
| (2) Wisconsin Public Service Corporation 39-0715160 231 W. Michigan Street Milwaukee, WI 53203 | Public Utility | WI | | C Corp | | | | | X |
| (3) _____ | | | | | | | | | |
| (4) _____ | | | | | | | | | |
| (5) _____ | | | | | | | | | |
| (6) _____ | | | | | | | | | |
| (7) _____ | | | | | | | | | |

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note: Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

| | | Yes | No |
|----------|---|-----|----|
| 1 | During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV? | | |
| a | Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity | | X |
| b | Gift, grant, or capital contribution to related organization(s) | | X |
| c | Gift, grant, or capital contribution from related organization(s) | | X |
| d | Loans or loan guarantees to or for related organization(s) | | X |
| e | Loans or loan guarantees by related organization(s) | | X |
| f | Dividends from related organization(s) | | X |
| g | Sale of assets to related organization(s) | | X |
| h | Purchase of assets from related organization(s) | | X |
| i | Exchange of assets with related organization(s) | | X |
| j | Lease of facilities, equipment, or other assets to related organization(s) | | X |
| k | Lease of facilities, equipment, or other assets from related organization(s) | | X |
| l | Performance of services or membership or fundraising solicitations for related organization(s) | | X |
| m | Performance of services or membership or fundraising solicitations by related organization(s) | | X |
| n | Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) | | X |
| o | Sharing of paid employees with related organization(s) | | X |
| p | Reimbursement paid to related organization(s) for expenses | | X |
| q | Reimbursement paid by related organization(s) for expenses | | X |
| r | Other transfer of cash or property to related organization(s) | | X |
| s | Other transfer of cash or property from related organization(s) | X | |

| 2 | (a) Name of related organization | (b) Transaction type (a-s) | (c) Amount involved | (d) Method of determining amount involved |
|----------|-------------------------------------|-------------------------------|------------------------|--|
| (1) | WEC Business Services, LLC | p | 7,813,149 | Actual Expenses Incurred |
| (2) | | | | |
| (3) | | | | |
| (4) | | | | |
| (5) | | | | |
| (6) | | | | |

Part VI Unrelated Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships

| (a) Name, address, and EIN of entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Predominant income (related, unrelated, excluded from tax under sections 512-514) | (e) Are all partners section 501(c)(3) organizations? | | (f) Share of total income | (g) Share of end-of-year assets | (h) Disproportionate allocations? | | (i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? | | (k) Percentage ownership |
|---|-------------------------|--|--|--|----|------------------------------|------------------------------------|--------------------------------------|----|--|-------------------------------------|----|-----------------------------|
| | | | | Yes | No | | | Yes | No | | Yes | No | |
| (1) | | | | | | | | | | | | | |
| (2) | | | | | | | | | | | | | |
| (3) | | | | | | | | | | | | | |
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| (15) | | | | | | | | | | | | | |
| (16) | | | | | | | | | | | | | |

Part VII **Supplemental Information.**

Provide additional information for responses to questions on Schedule R. See instructions.

Area with horizontal dashed lines for supplemental information.

Continuation Sheet for Schedule R (Form 990)

Name of filing organization: **WPSC Master Welfare Benefit Trust** Employer identification number: **39-1567887**

Part I Continuation of Identification of Disregarded Entities

| | (a) Name, address, and EIN of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|------|---|-------------------------|--|---------------------|---------------------------|----------------------------------|
| (7) | | | | | | |
| (8) | | | | | | |
| (9) | | | | | | |
| (10) | | | | | | |
| (11) | | | | | | |
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| (18) | | | | | | |
| (19) | | | | | | |
| (20) | | | | | | |
| (21) | | | | | | |

Part II Continuation of Identification of Related Tax-Exempt Organizations

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Section 512(b)(13) controlled entity? | |
|--|-------------------------|--|----------------------------|---|----------------------------------|--|----|
| | | | | | | Yes | No |
| (8) Wisconsin Energy Corporation Union Retiree Medical Benefits Trust 39-172319 231 W Michigan Street Milwaukee, WI 53203 | Benefits | WI | 501(c)(9) | | | | X |
| (9) We Energies Foundation, Inc. 39-1433726 231 W Michigan Street Milwaukee, WI 53203 | Charitable | WI | 501(c)(3) | PF | | | X |
| (10) ----- | | | | | | | |
| (11) ----- | | | | | | | |
| (12) ----- | | | | | | | |
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Part IV Continuation of Identification of Related Organizations Taxable as a Corporation or Trust

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Type of entity (C corp, S corp, or trust) | (f) Share of total income | (g) Share of end-of-year assets | (h) Percentage ownership | (i) Section 512(b)(13) controlled entity? | |
|---|-------------------------|--|----------------------------------|--|------------------------------|------------------------------------|-----------------------------|--|----|
| | | | | | | | | Yes | No |
| (8) | | | | | | | | | |
| (9) | | | | | | | | | |
| (10) | | | | | | | | | |
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Part V Continuation of Transactions With Related Organizations

| | (a) Name of other organization | (b) Transaction type (a-r) | (c) Amount involved | (d) Method of determining amount involved |
|------|-----------------------------------|-------------------------------|------------------------|--|
| (7) | | | | |
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