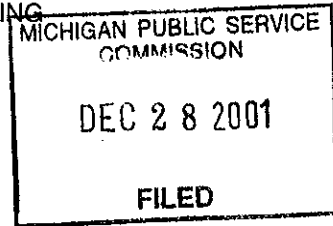


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PROJECTS

December 28, 2001

Dorothy Wideman
Michigan Public Service Commission
6545 Mercantile Way
Lansing, Michigan 48911

Re: Wisconsin Electric Power Company
MPSC Case No. U-12134

Dear Ms. Wideman:

Enclosed for filing are an original and four (4) copies of the Code of Conduct Compliance Plan for Wisconsin Electric Power Company. Also enclosed is an original Proof of Service. These documents are also being electronically filed (the signature page and Appendixes A&B will be scanned in in the future). Please be advised that because of the intervening holidays, the Affidavit of Compliance of Kristine Rappe is not executed. It is anticipated that an original executed copy will be filed with the Commission on January 3, 2002.

Very truly yours,

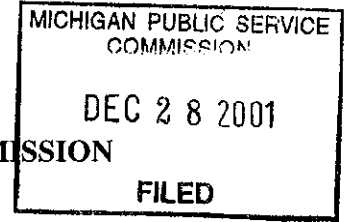
LOOMIS, EWERT, PARSLEY,
DAVIS & GOTTING, P.C.

A handwritten signature in cursive script that reads "Sherri A. Wellman".

Sherri A. Wellman

SAW/mkm
Enclosure

STATE OF MICHIGAN
BEFORE THE MICHIGAN PUBLIC SERVICE COMMISSION



In the matter of the approval of a code of)
conduct for **CONSUMERS ENERGY COMPANY**) Case No. U-12134
and **THE DETROIT EDISON COMPANY**)

A. INTRODUCTION

This Code of Conduct Compliance Plan is filed by Wisconsin Electric Power Company ("WE") to comply with the Order issued in Michigan Public Service Commission ("the Commission") case no. U-12134 on October 29, 2001. This Code of Conduct Compliance Plan (the "Plan") is intended to ensure that Wisconsin Electric is in compliance with the Michigan Code of Conduct provided for in U-12134.

The code of conduct pertains to all electric utilities and alternative electric suppliers who, along with their affiliates provide both regulated and unregulated services in Michigan. It is important to note that WE has no alternative electric suppliers as of the date of this filing. This code **only** applies to "the relationship between regulated and unregulated service offerings." (Commission's Order on Rehearing, U-12134, October 29, 2001 Page 14) The intent of the code is to prevent a utility from utilizing its regulated services to subsidize, provide competitively sensitive information, or grant preferential treatment in connection with its unregulated operations and affiliates. Transactions between only regulated service providers or only between unregulated service providers are not covered by the code of conduct.

B. CORPORATE OFFICER

WE has identified the WEC Corporate Secretary as the corporate officer who will oversee compliance with the code of conduct and will serve as the Commission's primary contact regarding compliance.

All correspondence regarding the Code of Conduct should be addressed to Kristine Rappe, Corporate Secretary, Wisconsin Energy Corporation, 231 West Michigan Street, Milwaukee, Wisconsin 53201.

C. ORGANIZATION CHART

Attached as Appendix A is an organization chart of Wisconsin Energy Corporation (WEC) and its subsidiaries. For ease of review and clarity, the chart details WEC's primary subsidiaries. Section E lists some of the major services/products of these entities. A listing of all affiliated interests of WEC (as defined by sec 196.52 Wis. Stats.) is attached as Appendix B.

D. WISCONSIN ENERGY CORPORATION

WEC was incorporated in the state of Wisconsin in 1981 and became a diversified holding company in 1986. It maintains its principal executive offices in Milwaukee, Wisconsin. Unless qualified by their context when used in this document, the terms "Wisconsin Energy" or the "Company" refer to the holding company and all of its subsidiaries.

Wisconsin Energy conducts its operations primarily in three operating segments: a utility energy segment, a non-utility energy segment and a manufacturing segment. The Company's primary subsidiaries are Wisconsin Electric Power Company ("WE"), Wisconsin Gas Company ("WG") and WICOR Industries, Inc.

UTILITY ENERGY SEGMENT: The utility energy segment consists of: Wisconsin Electric, which serves over 1,000,000 electric customers in Wisconsin and the Upper Peninsula of Michigan of which approximately 26,000 are in the Upper Peninsula of Michigan, 400,000 gas customers in Wisconsin and about 450 steam customers in metro Milwaukee; Wisconsin Gas, which serves about 550,000 gas customers in Wisconsin and about 1,840 water customers in suburban Milwaukee; and Edison Sault Electric Company ("ESE"), which serves approximately

22,000 electric customers in the Upper Peninsula of Michigan. The Compliance Plan of ESE is filed under separate cover.

E. UNREGULATED AFFILIATES

The following affiliates are independent of the utility operations of WEC, and generally operate as separate and free-standing operations. As a result of the substantial structural separation from the utility operations within WEC (WE, WG and ESE), the activities and operations of these entities are considered to be in full compliance with the Michigan Code of Conduct.

1. **NON-UTILITY ENERGY SEGMENT:** The non-utility energy segment consists of: Wisvest Corporation ("Wisvest"), which develops, owns and operates electric generating facilities and invests in other energy-related entities. During the twelve months ended December 31, 2000, Wisvest had \$253.3 million of consolidated operating revenues compared with \$193.2 million of consolidated operating revenues during 1999. As of December 31, 2000, Wisvest operations and investments included:

a. **WISVEST-CONNECTICUT, LLC:** Wisvest-Connecticut, LLC, a wholly-owned subsidiary of Wisvest, owns and operates two fossil-fueled power plants in the state of Connecticut. The plants include the Bridgeport Harbor Station, which has an active generating capacity of 590 megawatts, and the New Haven Harbor Station, which has an active generating capacity of 466 megawatts. These plants were acquired in April 1999.

b. **GRIFFIN ENERGY MARKETING:** Griffin Energy Marketing, L.L.C., a division of Wisvest, markets energy-related services and trades electricity.

c. **CHILLED WATER PRODUCTION AND DISTRIBUTION FACILITIES:** The chilled water production and distribution facilities that are part of the Milwaukee County Power Plant provide services to customers on the Milwaukee County Grounds in Wauwatosa, Wisconsin.

d. **CALUMET ENERGY TEAM, LLC:** In November 1999, Calumet Energy Team, LLC signed two agreements with the City of Chicago, Illinois to support the construction of a 308-megawatt natural gas-fired peaking power plant and to enter into a ten-year capacity reservation agreement for 50 megawatts of plant capacity. Wisvest has a 90% ownership interest in Calumet Energy Team, LLC, the developer and intended operator of the project.

e. **OTHER ENERGY-RELATED AFFILIATES:** The Company has minority interests in other energy-related entities such as a cogeneration facility in the state of Maine, the

Androscoggin Cogeneration Center, and Kaztex Energy Management, Inc., a strategic energy management services company with a focus on natural gas management. Kaztex is the oldest energy marketer in the state of Wisconsin.

2. **MANUFACTURING SEGMENT:** The manufacturing segment consists of WICOR Industries, Inc., an intermediary holding company, and its three primary subsidiaries: Sta-Rite Industries, Inc. ("Sta-Rite"), SHURflo Pump Manufacturing Co. ("SHURflo") and Hypro Corporation ("Hypro"), which are manufacturers of pumps, water treatment products and fluid handling equipment with manufacturing, sales and distribution facilities in 14 countries. WICOR Industries, Sta-Rite, SHURflo and Hypro were acquired by Wisconsin Energy as a result of the Company's acquisition of WICOR, Inc. ("WICOR") on April 26, 2000.

a. **STA-RITE INDUSTRIES, INC.:** Sta-Rite is incorporated under the laws of the state of Wisconsin and maintains its principal office and place of business in Delavan, Wisconsin. Sta-Rite is a manufacturer and marketer of pumps, tanks, water treatment products and fluid handling equipment for the water systems, agricultural, pool/spa and water treatment markets world wide. Sta-Rite's products are manufactured at 16 locations with facilities in the United States, Australia, China, Germany, India, Italy, Mexico and New Zealand and are sold through a world wide network of distributors, retailers and original equipment manufacturers.

b. **SHURFLO PUMP MANUFACTURING CO.:** SHURflo is incorporated under the laws of California and maintains its principal office and place of business in Santa Ana, California. SHURflo manufactures high performance pumps and fluid handling equipment for the beverage/food service, recreational vehicle, marine, industrial, and water treatment markets. Its products are manufactured in California and England. They are sold and distributed globally through original equipment manufacturers and a network of distributors.

c. **HYPRO CORPORATION:** Hypro is incorporated under the laws of the state of Minnesota and maintains its principal office and place of business in New Brighton, Minnesota. Hypro manufactures pumps, accessories and pumping systems for agricultural, marine, industrial and firefighting markets. Hypro's products are manufactured in Minnesota, Oregon and England and are sold to original equipment manufacturers, distributors and agricultural retailers.

3. Other non-utility operating subsidiaries of Wisconsin Energy include Minergy Corp. ("Minergy"), Wispark LLC ("Wispark"), formerly Wispark Corporation, Wisconsin Energy Capital Corporation, WEC Nuclear Corporation, Witech Corporation, WEC International, Inc., Badger Service Company, Northern Tree Service and W.E. Power.

a. **MINERGY:** Minergy Corp. is engaged in the development and marketing of proprietary technologies designed to convert high volume industrial and municipal wastes into value-added products, including renewable energy. During the twelve months ended December 31, 2000, Minergy had \$17.3 million of consolidated operating revenues compared with \$9.7 million of consolidated operating revenues during 1999. Current Minergy operations and investments include:

b. **MINERGY NEENAH, LLC:** In 1998, Minergy Neenah, LLC opened a facility in Neenah, Wisconsin that recycles paper sludge from area paper mills using the Company's patented Glass Aggregate technology into three usable and salable products: Glass Aggregate, steam and electricity. The plant provides substantial environmental and economic benefits to the area by providing an alternative to landfilling paper sludge.

The Neenah facility has demonstrated the feasibility of the technology and provided important data for the development of future Minergy technologies. During 2000, Wisconsin Energy engaged an outside consultant to evaluate the Neenah facility and the long-term benefits of the Minergy technologies. The results of the consultant's evaluation confirmed that the Minergy technologies are viable, innovative and needed in the market. As a result of this study, the Company intends to continue to pursue development of the Minergy businesses.

c. **GLASSPACK, LLC:** Minergy has designed, permitted and constructed the GlassPack demonstration facility in Winneconne, Wisconsin. This facility is a scaled-down modular version of the Glass Aggregate technology and is ideally suited for smaller wastewater treatment plants. Minergy has successfully tested numerous municipal and paper wastewater sludge at this plant. Minergy is currently pursuing development of GlassPack installations with several municipalities in the United States.

d. **MINERGY DETROIT, LLC:** In September 1999, the City Council of Detroit, Michigan, awarded a 15-year contract to Minergy Detroit, LLC, a wholly owned subsidiary of Minergy Corp., to recycle 500 to 600 dry tons per day of the city's wastewater solids into a Glass Aggregate product. The 15-year contract is contingent upon obtaining proper performance bonding and financing as well as upon reaching agreement with the City of Detroit on the results of a series of post-startup tests. An agreement with the City of Detroit was signed on November 8, 2001. Subject to the satisfactory resolution of the other contingent items, Minergy Detroit, LLC expects to begin construction of a proposed \$150 million recycling facility project in the Delray area of Detroit with startup anticipated in 2004.

e. **WISPARK:** Wispark LLC, formerly Wispark Corporation, develops and invests in real estate. During the twelve months ended December 31, 2000, Wispark had \$35.5 million of consolidated operating revenues compared with \$19.5 million of consolidated operating revenues during 1999. Wispark has developed several well known business parks primarily in southeastern Wisconsin, and to a lesser extent in the metropolitan Chicago and Minneapolis/St. Paul markets. Wispark's flagship development, the 1600-acre LakeView Corporate Park located near Kenosha, Wisconsin is home to more than 65 companies located in more than 7 million square feet of buildings that have been developed on property in excess of 750 acres.

- f. **WISCONSIN ENERGY CAPITAL CORPORATION:** Wisconsin Energy Capital Corporation engages in investing and financing activities. Activities include advances to affiliated companies, and investments in financial instruments and in partnerships developing low- and moderate-income housing projects. Other investments may be made from time to time.
- g. **WEC NUCLEAR CORPORATION:** WEC Nuclear Corporation has a 20% ownership interest in Nuclear Management Company, LLC. Formed during the first quarter of 1999, Nuclear Management Company, LLC provides services to Wisconsin Electric in connection with Point Beach Nuclear Plant as well as to other unaffiliated companies with nuclear generating facilities.
- h. **WITECH CORPORATION:** Witech Corporation is a venture capital company operating in the state of Wisconsin. As of December 31, 2000, Witech had investments in nine companies and one fund totaling more than \$51 million. Among others, the companies include: a provider of partner relationship management and business to business e-Commerce solutions for manufacturers in selected industries with shared service networks and distribution channels, and a manufacturer of electronic components.
- i. **WEC INTERNATIONAL INC.:** A holding company that oversees energy projects on an international level.
- j. **BADGER SERVICE COMPANY:** Badger Service Company holds coal rights in Indiana. Estimates indicate that 40 million tons of coal could be recovered from this property with conventional mining techniques.
- k. **NORTHERN TREE SERVICE:** Northern Tree Service, Inc. is engaged in tree trimming in the state of Michigan's eastern Upper Peninsula. During the twelve months ended December 31, 2000, Northern Tree had \$0.5 million of revenues compared with \$0.6 million of revenues during 1999.
- l. **W.E. POWER:** W.E. Power was created in 2001. It will design, permit, build and own the power plants that are part of the Power the Future plan to meet future energy needs in Wisconsin Energy's electric utility service areas. The Power the Future plan proposes to build at least five new power plants with a total capacity of 2,800 megawatts.

These WEC subsidiaries comprise most of WEC's "unregulated" businesses. To the greatest extent possible, the WEC subsidiaries described above maintain separate operating staff. This separation significantly safeguards against utility ratepayer subsidization of these "unregulated" businesses.

F. REQUEST FOR EXEMPTIONS / WAIVERS

1. MICHIGAN

The following are nonutility services provided by utility personnel in the state of Michigan. Occasionally customers will request WE to perform activities outside of the usual utility operations. Although these services are not promoted or solicited and customers are encouraged to procure the services elsewhere, WE utility personnel in Michigan may agree to provide the service requested in some circumstances. This is typically the result of the customers' inability to find a vendor with the skills or equipment, the need to perform the service in a timely fashion to eliminate or prevent a hazard, or the service is incidental to other work the utility is performing on the customer's premises. Charges for the services are billed on a time and materials basis to recover WE's cost.

- a. Customer substation maintenance: At the customers request, WE may perform testing of equipment owned by a customer; or equipment operation in a customer-owned substation to facilitate maintenance of electrical systems and equipment outside of the substation. Customers are encouraged to perform these activities in-house or to contract for the service from others. However, some customers lack in-house expertise or are unable to schedule qualified vendors locally to perform the work.
- b. Tree trimming: WE and/or forestry contractors hired by WE will perform incidental forestry work on a customer's premises if requested to do so. Only a diminimus amount of work is done and only when the crew is already on site performing other related work. In most cases, the incidental service is provided to facilitate cooperation from the property owner for forestry work the utility is performing on the utility right-of-way.
- c. Underground locating/fault identification of customer-owned facilities: This service is provided when requested by the customer if the customer is unable to procure the service from an alternative vendor. Few local contractors have the equipment necessary to identify underground faults or are unable/unwilling to respond immediately to locate the fault for a customer whose electric service is interrupted.
- d. Repair/replacement of customer-owned overhead equipment: This includes services such as isolated repair/replacement of municipally-owned streetlights if the municipality is unable to schedule a non-utility contractor. Individual customers requesting this service are referred to electrical contractors and only performed by WE if there are unique, extenuating circumstances usually involving public safety.

- e. Right-of-way clearing at customer request: These requests occur in conjunction with requests for WE to extend new electric service. WE's policy encourages the applicant to clear the necessary right-of-way themselves, or hire a local contractor to perform the work. In these cases, WE's estimated cost to the applicant for the new service extension does not reflect right-of-way clearing costs. For various reasons, the applicant may insist WE perform the right-of-way clearing associated with the new construction. If so, WE instructs the contractor hired to perform tree trimming on existing utility rights-of-way to clear the new right-of-way; then, passes on to the applicant the actual charge billed to WE by the contractor.
- f. Power quality services: Oftentimes a customer will contact the utility to inform them that a piece of electrical equipment is not working properly and the manufacturer has suggested a possible voltage problem. In these cases utility personnel will investigate the problem using metering equipment and make recommendations to the customer as to a possible solution.
- g. Trenching: Usually in connection with a new service extension, the utility will allow joint use either with a telephone or cable company. These costs are allocated accordingly to the telephone or cable company.
- h. Appliance turn-in programs: Part of the promotion of energy conservation programs has been the replacement of older, inefficient appliances. Customers were encouraged to turn in these appliances in order to capture environmentally sensitive products such as PCB's and CFC's.

As described above, a waiver granted by the Commission will not inhibit the development or functioning of a competitive market as the provision of these services are performed only upon request by the customer.

The services being provided by the utility are not marketed or promoted to consumers and are provided on an extremely limited basis. Oftentimes the utility is the only entity that owns or operates the type of equipment requested by the customer. This is a result of the Upper Peninsula being a small, mostly rural service territory. The prohibition of these services would actually hinder the customers' and municipalities' access to such equipment and may at times present safety issues. No complaints have been received regarding the provision of these services as taking business away from a potential competitor. The market for such competition in providing these services simply does not exist.

The services noted are separately accounted for and the time and materials charges are fully allocated to that separate account. Full and complete access to such books and records will be provided to the MPSC.

In addition, the provision of these services, although considered to be "unregulated" are governed by Wisconsin's Public Utility Holding Company laws, namely sec. 196.795 Wis. Stats. et. seq. These laws require WE to file an affiliated interest agreement with the PSCW which must demonstrate, inter alia, that "no public utility affiliate may provide any nonutility product or service in a manner that unfairly discriminates against any competing provider of the product or service." (sec. 196.795 (5)(dr) Wis. Stats.)

This Agreement was filed and approved by the PSCW on May 10, 2001.

Because Wisconsin regulations are already in place and these regulations speak to the same intent and spirit of Michigan's Code of Conduct requirements, WE requests a waiver from the Michigan Public Service Commission for the provision of these nonutility services performed by utility personnel. The Wisconsin regulations have been effective in providing the functional separation needed to prevent cross-subsidization between regulated and unregulated services and will provide the same protections in the state of Michigan. A waiver granted by the Michigan Public Service Commission will also assist in avoiding inconsistencies within the utility.

2. WISCONSIN

The following are nonutility services provided by utility personnel in the state of Wisconsin. WE requests a waiver for these services as they are not provided in Michigan; are governed by the regulations of the state of Wisconsin; and are performed in Wisconsin under the auspices of customer service.

- a. Conversion of appliances from LP to natural gas.
- b. Power Now!- A permanently installed, automatic emergency backup power supply.
- c. Leasing Services: A water softener and water heater service for commercial customers.

Sharing of resources between the utility and nonutility affiliates is limited to senior level management and certain corporate support functions (i.e., government relations, legal, tax, etc.). An affiliated interest agreement approved by the Public Service Commission of Wisconsin ("PSCW") governs the terms of this sharing. This agreement as well as Wisconsin statutory requirements (sec. 196.795, Wis. Stats.) provide safeguards to prevent ratepayer subsidization of nonregulated activities, release of competitively sensitive information or preferential treatment of affiliates by WEC's regulated utility subsidiaries.

WE also requests a waiver from Section VII (A) of the Michigan Code of Conduct that requires all documentation related to the code of conduct be kept in the state of Michigan. WE's corporate headquarters are located in Milwaukee, Wisconsin and oversight responsibilities rest with the Corporate Secretary. Copies of all relevant information will be kept at WE's Michigan offices and any further information requested by the MPSC will be available on a timely basis.

G. ONGOING COMPLIANCE PROCESS

Michigan Code of Conduct Oversight, Enforcement and Penalties

1.0 Responsibility for Michigan Code of Conduct

The Wisconsin Electric Michigan Code of Conduct program is under the oversight of the WEC Corporate Secretary. All disputes involving Michigan Code of Conduct will be handled by the Corporate Secretary or her designee.

2.0 Michigan Code of Conduct Documentation

2.1 All Michigan Code of Conduct documentation shall be maintained by the Corporate Secretary's office at Corporate headquarters in Milwaukee Wisconsin. Copies of the compliance plan as well as copies of each employees signature pages will be maintained at WE's Michigan facilities. Knowledgeable people designated by the Corporate Secretary will be made available to the MPSC or its staff to respond to their inquiries.

2.2 Management employees of Wisconsin Electric involved in Michigan activities will review the Michigan Code of Conduct either as a hard copy or via the company's intranet site and sign off that they have read and are in compliance with the Michigan Code of Conduct. The Corporate Secretary will administer the sign off and maintain such records.

3.0 Initiation of Dispute

3.1 The dispute initiator shall prepare a written statement which states the name of the person or entity filing the complaint and identifies the Code of Conduct compliance issue.

3.2 The dispute initiator shall provide its statement to the Corporate Secretary. The Corporate Secretary will receive the initial statement from the dispute initiator.

3.3 Upon receipt of the dispute the Corporate Secretary or designee will log the complaint. The log will assign a unique complaint number, YYXX where YY is the last two digits of the calendar year and XX is a sequential number of the complaint received for the calendar year. The log will also record the name of the person or entity filing the complaint, the date the complaint was received, a written statement of the nature of the complaint and, upon resolution of the complaint, the results of the resolution process.

4.0 Dispute Resolution

4.1 The Corporate Secretary or designee will investigate the dispute and resolve it in a manner that assures compliance with the Michigan Code of Conduct.

4.2 When the dispute is resolved it will be documented and implemented by the parties.

4.3 A copy of the resolution, signed by the agreeing parties, shall be maintained by the Corporate Secretary in their office in Milwaukee Wisconsin.

5.0 Annual Audit Report

The Corporate Secretary or her designee, shall file an annual report with the MPSC summarizing the number and types of complaints received and their resolution. A copy of the annual report shall be maintained in the Corporate Secretary files based on the corporate document retention policy.

Dated: December 28, 2001

Respectfully Submitted,

WISCONSIN ELECTRIC POWER COMPANY

Sherril A. Wellman

One of Its Attorneys

Harvey J. Messing (P23309)

Sherril A. Wellman (P38989)

Lisa A. Hanson (P60231)

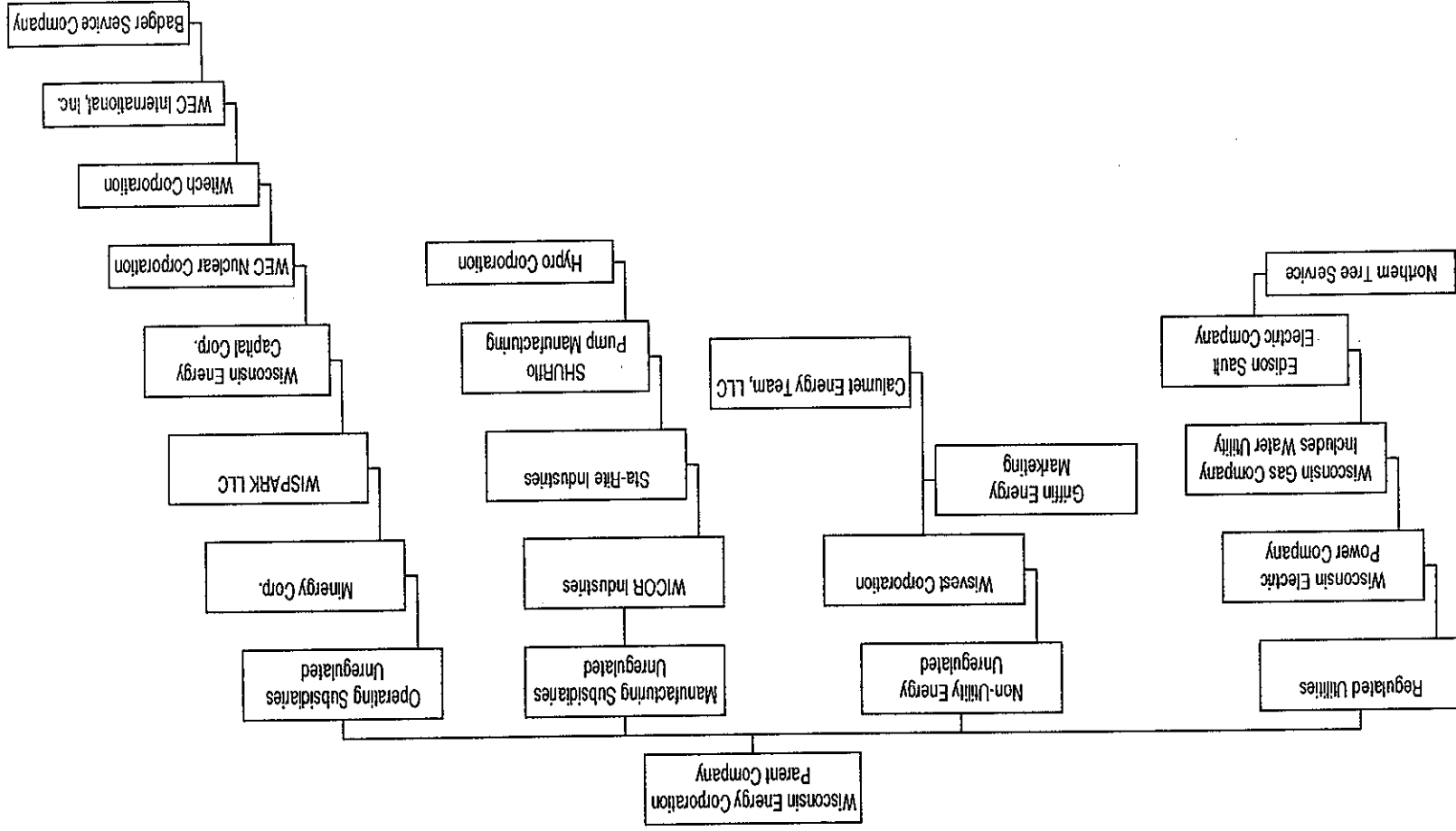
Loomis, Ewert, Parsley, Davis & Gotting, P.C.

232 S. Capitol Avenue, Suite 1000

Lansing, Michigan 48933

(517) 482-2400

Wisconsin Energy Corporation



**WISCONSIN ENERGY CORPORATION
INVESTMENTS @ 09/30/01**

Wisconsin Energy Corporation

- WEC Capital Trust I (100%)
- WEC Capital Trust II (100%)
- Wisconsin Michigan Corporation (100%)

Wisconsin Electric Power Company (100%)

- Bostco LLC (100%)
- ATC Management Inc. (42.482%)
- American Transmission Company LLC (37.295%)

Edison Sault Electric Company (100%)

- American Transmission Company LLC (5.1708%)

Wisconsin Energy Capital Corporation (100%)

- Appleton Court Limited Partnership (99%)
- Commerce Power, LLC (66%)
- Glenbrook Associates of Milwaukee Limited Partnership (99%)
(1% held by Wispark)
- Historic King Place Limited Partnership (49.84%)
- Housing Equity Fund 1992 Partnership (7.26%)
- Meadowood Apartments Limited Partnership (99%) (1% held
by Wispark)
- Merrill City Hall Associates Limited Partnership (99%)
- Milwaukee West Development Limited Partnership (24.75%)
- Neenah Housing Associates of Wisconsin, LLC (99%) (1%
held by Wispark)
- Paradise Place Associates Limited Partnership (99%)
- Riverfront Power LLC (99%)
- Saukville Associates Limited Partnership (99%)
- Southside Housing Partners I Limited Partnership (99%)
- Southside Housing Partners II Limited Partnership (99%)
- WMF Corp. (100%)

WISPARK LLC (100%)

Bolingbrooke Associates, LLC (50.01%)
Chatham Court Apartments Ltd. Partnership (1%)
FRED-Germantown Land Development Limited Partnership (49.5%)
Glenbrook Associates of Milwaukee Limited Partnership (1%)
(99% held by WECC)
Grand Oak Business Center I, LLC (80%)
LakeView Lodging LLC (100%)
Leasehold Capital Corporation (80%)
Meadowood Apartments Limited Partnership (1%)
(99% held by WECC)
MIBP Properties, LLC (50%)
Midland/WP, LLC (75%)
Mound Avenue Associates, LLC (50%)
Neenah Housing Associates of Wisconsin, LLC (1%)
(99% held by WECC)
NorthWest X LLC (50%)
Syndesis Development Corporation (100%)
Thompson Meadows, LLC (1%)
West Bend Property LLC (36%) (64% held by WISP, LLC)
Weston Pines (1%)
Wisconsin Equity Real Estate, LLC (33%)
WISP, LLC (50%)

WISVEST Corporation (100%)

Androscoggin Energy LLC (49.5%)
Badger Energy, LLC (50%)
Blackhawk Energy Services, LLC (50%)
CET One, LLC (100%)
CET Three, LLC (100%)
CET Two, LLC (100%)
Calumet Energy Team, LLC (100%)
Ecovest, LLC (100%)
Griffin Energy Marketing, LLC (100%)
Kaztex Energy Management, Inc. (49.5%)
Wisvest – Bridgeport, LLC (100%)
Wisvest – Connecticut, LLC (100%)
Wisvest – Detroit, LLC (100%)
Wisvest – Ther-Max, LLC (100%)

WITECH Corporation (100%)
ARI Network Services, Inc. (16.65%)
Delta Group, Inc. (100%)
Furniture Holdings, Inc. (100%)
Microelectronic Modules Corporation (53%)
Switch Power, Inc. (80%)
ReGENco, LLC (6.96%)
Thor Technology Corporation (95%)
SMA, LLC (Thor 99%) (Witech 1%)
Venture Investors of Wisconsin (1%)

Badger Service Company (100%)

Minergy Corp. (100%)
GlassPack, LLC (100%)
Minergy Detroit, LLC (100%)
Minergy Neenah LLC (100%)
Minergy Products, LLC (44.36%)

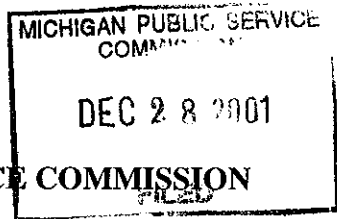
WEC International, Inc. (100%)
Insulinde/Minergy V.o.f. (50%)
Minergy International B.V. (100%)
VIT B.V. (70%)
Minergy Renewables Limited (100%)
VIT B.V. & Co., C.V. (69.3%) (1% held by VIT B.V.)

WEC Nuclear Corporation (100%)
Nuclear Management Company, LLC (20%)

Northern Tree Service, Inc. (100%)

- WICOR, Inc. (100%)
 - Wisconsin Gas Company (100%)
 - WICOR Energy Services Company (100%)
 - FT Holdings, Inc. (100%)
 - Guardian Pipeline, L.L.C. (33%)
 - WICOR Industries, Inc. (100%)
 - WEXCO of Delaware, Inc. (100%)
 - WICOR Foreign Sales Corp. (100%)
 - Sta-Rite Industries, Inc. (100%)
 - Fibrethane, Inc. (100%)
 - Webster Electric Company, LLC (100%)
 - Sta-Rite de Mexico S.A. de C.V. (80%)
 - Sta-Rite Industries GmbH Europa (.95%) (99.05% held by Sta-Rite Holdings, B.V.)
 - Nocchi Pompe S.p.A. (10%) (90% held by Sta-Rite Holdings, B.V.; subsidiaries of Nocchi Pompe, S.p.A. are listed below)
 - Sta-Rite Holdings, B.V. (100%)
 - Sta-Rite Industries GmbH Europa (99.05%) (0.95% held by Sta-Rite Industries, Inc.)
 - STA-RITE S.p.A. (90%) (10% held by Sta-Rite Industries, Inc.)
 - T.O.P. S.r. L. (100%)
 - NOKKI Kazakhstan (100%)
 - Nocchi Pompes Europe S.a.r.l. (100%)
 - Nocchi Pumps Moscow (100%)
 - Onga (New Zealand) Limited (100%)
 - Davies Pumps (100%)
 - WICOR Industries (Australia) Pty. Ltd. (100%)
 - WICOR Canada Company (21%) (79% held by Sta-Rite Industries, Inc.)
 - Onga Pty. Ltd. (100%)
 - Onga Pump Shops Pty. Ltd (100%)
 - WICOR Canada Company (79%) (21% held by WICOR Industries (Australia) Pty. Ltd.)
 - Sta-Rite de Argentina, S.A. (100%)
 - Sta-Rite Chile Limitada (100%)
 - Chansuba Pumps Private Ltd. (47%)
 - Hangzhou SRT Pump Co., Ltd. (25.01%)
 - Hypro Corporation (100%)
 - Lurmark Limited (100%)
- SHURflo Pump Manufacturing Co. (100%)
 - Western Dispensing Technologies, Inc. (100%)
 - SHURflo Limited (100%)
 - SHURflo International Limited (100%)
 - Total Equipment Asset Management, LLC (33%)

My Commission expires: _____



STATE OF MICHIGAN
BEFORE THE MICHIGAN PUBLIC SERVICE COMMISSION

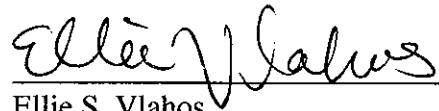
In the matter of the approval of a code of)
conduct for **CONSUMERS ENERGY COMPANY**) Case No. U-12134
and **THE DETROIT EDISON COMPANY**)

PROOF OF SERVICE

STATE OF MICHIGAN)
)
INGHAM COUNTY)

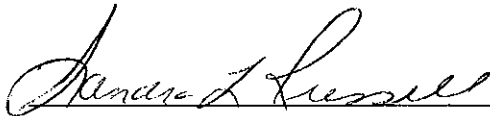
Ellie S. Vlahos, employed at Loomis, Ewert, Parsley, Davis & Gotting, P.C. being duly sworn affirms that on December 28, 2001 she served a copy of **Code of Conduct Compliance Plan for Wisconsin Electric Power Company** upon the attached service list:

via first class mail with postage fully prepaid and depositing same in the United States Mail receptacle.



Ellie S. Vlahos

Subscribed and sworn to before me on December 28, 2001.



Sandra L. Russell, Notary Public
Ingham County, Michigan
My commission expires: 4/23/03

SERVICE LIST

Case No. U-12134

Alpena Power Company

James D. Florip
Gillard Bauer Mazrum Florip
Smigelski & Gulden
109 E. Chisolm
Alpena, MI 49707

Detroit Edison Company

Bruce R. Maters
Jon P. Christinidis
The Detroit Edison Company
2000 Second Avenue, 688 WCB
Detroit, MI 48226

Consumers Energy Company

John C. Shea, Esq.
Consumers Energy Company
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Jackson, MI 49201-1923

Indiana Michigan Power Company

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Honigman Miller Schwartz & Cohn
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Lansing, MI 48933

Robert A. W. Strong

Clark Hill PLC
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Birmingham, MI 48009

Midland Cogeneration Venture

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222 N. Washington Square, Suite 500
Lansing, MI 48933

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Varnum Riddering Schmidt & Howlett LLP
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Grand Rapids, MI 49501

Michigan Electric Cooperative Assn.

DTE Edison America, Inc.
Edison Sault Electric Company
Albert Ernst
Dykema Gossett PLLC
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Unicom Energy, Inc.

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Energy Michigan

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PG&E Corporation

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Ms. Freddi L. Breenberg
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**Michigan Petroleum Association and
Michigan Association of Convenience
Stores**

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Knaggs Harter Brake & Schneider PC
1375 S. Washington Avenue, Suite 300
Lansing, MI 48910

Administrative Law Judge

Hon. George Schankler
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Lansing, MI 48911

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