



Upper Peninsula Power Company
1002 Harbor Hills Drive
Marquette, MI 49855
www.UPPCO.com

April 22, 2016

Ms. Sheila Cornfield
Michigan Public Service Commission
Financial Analysis & Audit Division
7109 W. Saginaw Hwy
P.O. Box 30221
Lansing, Michigan 48909

RE: Guidelines for Transactions between Affiliates
MPSC Case No. U-12134

Dear Ms. Cornfield:

This report is filed in compliance with the requirements of the October 3, 2002 Commission Order in Case No. U-12134 as it relates to Upper Peninsula Power Company (UPPCO) for 2015.

Annual Filing Requirements, U-12134:

- 1.) Consolidated 10K reports and shareholder's reports of the consolidated utility and/or its parent holding company on an annual basis.

Response: UPPCO is not a publicly held corporation and therefore does not file 10K or shareholder reports with the SEC.

- 2.) Annual balance sheet and income statements of the non-regulated subsidiaries of the utility and/or the non-consolidated subsidiaries of the holding company.

Response: UPPCO does not have any unregulated subsidiaries. Upper Peninsula Power Holding Company (UPPHC), UPPCO's holding company, does not have any non-consolidated subsidiaries.

- 3.) Reports of internal audits conducted regarding transaction between the utility and its nonutility affiliates.

Response: There were no internal audits conducted in 2015 between UPPCO and UPPHC, UPPCO's holding company.

- 4.) Information on any arrangement that allows an affiliate to obtain credit in a manner that permits a creditor, upon default, to have recourse to or in any way encumber the utility's assets.

Response: There are no credit arrangements that allow an affiliate to encumber UPPCO's utility assets.

If you have any questions concerning this report please contact Susan Devon at 906-232-1422, or scdevon@uppc.com.

Very truly yours,

A handwritten signature in cursive script that reads "Susan Devon".

Susan Devon
Director of Regulatory Affairs

Cc: Barbara Siehr, Chief Executive Officer
Steve Serraino, General Counsel & Corporate Secretary
Nicholas Kates, Chief Financial Officer
Keith Moyle, Chief Operating Officer



Upper Peninsula Power Company
1002 Harbor Hills Drive
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April 22, 2016

Heather Cantin
Michigan Public Service Commission
Financial Analysis & Audit Division
7109 W Saginaw Hwy
P.O. Box 30221
Lansing, Michigan 48909

Dear Ms. Cantin:

In accordance with the amended order dated October 29, 2001 Code of Conduct, Section VII C, all regulated electric utilities or alternative energy suppliers are required to file an annual report with the commission summarizing the number and types of complaints received concerning compliance with the Code of Conduct and their resolution.

No complaints were received during 2015 regarding compliance of Upper Peninsula Power Company with the Code of Conduct. See attached Code of Conduct Report.

Please contact me at 906-232-1422 or scdevon@uppc.com if you have any questions regarding UPPCO's report.

Very truly yours,

Susan Devon
Director of Regulatory Affairs

Cc: Barbara Siehr, Chief Executive Officer
Steve Serraino, General Counsel & Corporate Secretary
Nicholas Kates, Chief Financial Officer
Keith Moyle, Chief Operating Officer



RICK SNYDER
GOVERNOR

STATE OF MICHIGAN
DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
PUBLIC SERVICE COMMISSION

MIKE ZIMMER
DIRECTOR

JOHN D. QUACKENBUSH
COMMISSIONER

SALLY A. TALBERG
CHAIRMAN

NORMAN J. SAARI
COMMISSIONER

MPSC
Code of Conduct Annual Report
For Year Ending December 31, 2015

Company Name: Upper Peninsula Power Company
Address: 1002 Harbor Hills Drive
City: Marquette State: MI Zip Code: 49855

Filing For: Electric Utility: (X) Alternative Electric Supplier: () Cooperative: ()

The Commission order dated October, 29, 2001 in Case No. U-12134 adopted the Code of Conduct, consistent with PA 141, MCL 460.10 et seq. Section VII C of the code requires all regulated electric utilities and alternative electric suppliers (AES) file an annual report with the MPSC summarizing the number and types of complaints receive and their resolution.

1. Are Code of Conduct documents kept at a designated company office in the state of Michigan?

No () Yes (X) where Marquette, Michigan

2. Please submit the following information on any Code of Conduct complaints:

- A. The name of the person or company filing the complaint.
- B. The date the complaint was filed.
- C. A written statement of the nature of the complaint.
- D. Resolution or results of process to the complaint.
(Attach documents to this form)

3. No Code of Conduct complaints filed. (X) Check here.

4. Name of company officer responsible for Code of Conduct.

Print Name: Barbara Siehr

Title: Chief Executive Officer

I certify that the foregoing statement and information is true and correct to the best of my knowledge.

Signature: [Signature] Date: 4/21/2016

Telephone # (906) 232-1400 Fax # () _____

Mail, Email or E-file to:

Michigan Public Service Commission
Financial Analysis & Audit Division
Attn: Heather Cantin
7109 W Saginaw Hwy, PO Box 30221
Lansing, Michigan 48909
email to: cantinh@michigan.gov
e-file to: U-12134

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