

LARGE FILING SEPERATOR SHEET

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application

retirement benefit plans, as well as changes made to the assumptions used to measure these plans at December 31, 2007, compared with December 31, 2006. See Note 19, "Employee Benefit Plans," for more information.

Detailed explanations for changes in the short-term and long-term debt balances at December 31, 2007, compared to December 31, 2006, are included in Note 13, "Short-Term Debt and Lines of Credit," and Note 14, "Long-Term Debt."

Accounts payable increased \$382.4 million (40.3%), from \$949.4 million at December 31, 2006, to \$1,331.8 million at December 31, 2007. Accounts payable recorded at PGL and NSG at December 31, 2007, was \$197.0 million. Accounts payable at Integrys Energy Services increased \$177.8 million, driven by the addition of PEC's nonregulated business (\$120.6 million of accounts payable related to PEC's nonregulated operations was assumed on the merger date). Accounts payable at Integrys Energy Services also increased as a result of an increase in natural gas purchases in the fourth quarter of 2007, compared with the same quarter of 2006, due to general business growth.

Other current liabilities increased \$304.0 million (168.8%), from \$180.1 million at December 31, 2006, to \$484.1 million at December 31, 2007, primarily due to an increase in liabilities related to vacation, salaries, and other general expenses related to the PEC merger.

Environmental remediation liabilities increased \$609.8 million (636.5%), from \$95.8 million at December 31, 2006, to \$705.6 million at December 31, 2007. The increase related to estimated costs of future natural gas remediation for several manufactured gas plant sites at PGL and NSG. PGL and NSG anticipate that natural gas plant site remediation costs will be collected in rates; therefore, an offsetting regulatory asset has been recorded. See Note 17, "Commitments and Contingencies," for more information.

Liquidity and Capital Resources

We believe that our cash balances, liquid assets, operating cash flows, access to equity capital markets and borrowing capacity made available because of strong credit ratings, when taken together, provide adequate resources to fund ongoing operating requirements and future capital expenditures related to expansion of existing businesses and development of new projects. However, our operating cash flow and access to capital markets can be impacted by macroeconomic factors outside of our control. In addition, our borrowing costs can be impacted by short-term and long-term debt ratings assigned by independent rating agencies. Currently, we believe our ratings are among the best in the energy industry (see "Financing Cash Flows—Credit Ratings" below).

Operating Cash Flows

During 2007, net cash provided by operating activities was \$238.5 million, compared with \$72.9 million in 2006. The \$165.6 million increase in net cash provided by operating activities was driven by a \$84.0 million decrease in working capital requirements year-over-year. It is important to note that changes in working capital balances at February 21, 2007, as a result of the PEC merger are not incorporated in the Consolidated Statement of Cash Flows, as the merger was a noncash transaction. Only PEC changes in working capital from the merger date to December 31, 2007, are included. Inventory levels at Integrys Energy Services increased from December 31, 2006, to December 31, 2007, but this change was less than the increase from December 31, 2005, to December 31, 2006, driving the majority of the decrease in working capital requirements. Integrys Energy Services continued to see growth in its natural gas business in both new and existing markets. The year-over-year change in natural gas inventories at the regulated utilities was

not significant. The remaining increase in net cash provided by operating activities was driven by a year-over-year increase in income available for common shareholders.

During 2006, net cash provided by operating activities was \$72.9 million, compared with \$77.4 million in 2005. The \$4.5 million decrease in net cash provided by operating activities was driven by an \$88.2 million increase in cash required to fund working capital requirements, primarily due to an increase in natural gas inventories at Integrys Energy Services. Natural gas in storage at Integrys Energy Services increased \$85.2 million primarily related to a 121% increase in natural gas volumes in storage at December 31, 2006, compared to December 31, 2005 (partially offset by a 20% decrease in the average cost of inventory in storage). Integrys Energy Services chose to purchase more natural gas for storage due to high natural gas storage spreads (future natural gas sales prices were higher than the near term price of natural gas). The increase in cash used to fund higher Integrys Energy Services natural gas inventories was partially offset at the regulated utilities by cash used to fund costs incurred in 2005 related to the unplanned outage at Kewaunee, the start-up of MISO, and coal shortages.

Investing Cash Flows

Net cash used for investing activities was \$451.5 million in 2007, compared with \$1,030.1 million in 2006. The \$578.6 million decrease was driven by \$659.3 million of cash used by Integrys Energy Group to acquire natural gas operations in Michigan and Minnesota in 2006. Also contributing \$44.0 million to the decrease in net cash used for investing activities in 2007 was WPSC's liquidation of the cash that was deposited into an escrow account in 2006, which was used for the payment of the outstanding principal balance of first mortgage bonds in January 2007 (discussed below in significant financing activities). Partially offsetting these decreases were \$58.4 million of proceeds received from the sale of our investment in Guardian Pipeline, LLC, and WPS ESI Gas Storage, LLC in 2006 and a \$50.6 million year-over-year increase in capital expenditures (discussed below).

Net cash used for investing activities was \$1,030.1 million in 2006, compared with \$148.8 million in 2005. The \$881.3 million year-over-year increase was primarily due to \$659.3 million of cash paid in 2006 for the acquisition of the Michigan and Minnesota natural gas distribution operations from Aquila, \$112.5 million of proceeds received in 2005 related to the sale of Kewaunee, \$127.1 million of proceeds received in 2005 from the liquidation of the related non-qualified decommissioning trust, and \$95.1 million of proceeds received in 2005 from DPC upon closing of the sale of a 30% ownership interest in Weston 4. Also contributing to the increase was \$22.0 million of cash deposited into an escrow account in 2006 for the payment of the outstanding principal balance of first mortgage bonds in January 2007. Partially offsetting the increase in cash used for investing activities was a \$71.9 million decrease in capital expenditures (discussed below), proceeds of \$38.5 million received in 2006 from the sale of the company's one-third interest in Guardian Pipeline, LLC, and proceeds of \$19.9 million received in 2006 from the sale of WPS ESI Gas Storage, LLC.

Capital Expenditures

Capital expenditures by business segment for the years ended December 31, 2007, 2006, and 2005 were as follows:

Reportable Segment (Millions)	Year Ended December 31,	
	2006	2005
Electric utility	\$282.1	\$373.9
Natural gas utility	54.6	36.4
Integrys Energy Services	5.5	2.7
Holding company and other	(0.2)	0.9
Integrys Energy Group consolidated	\$342.0	\$413.9

The decrease in capital expenditures at the electric utility in 2007 compared with 2006 was mainly due to a decrease in capital expenditures associated with the construction of Weston 4. The increase in capital expenditures at the natural gas utility was primarily driven by capital requirements of PGL and NSG, which were acquired in the merger with PEC on February 21, 2007. Capital expenditures in 2007 for PGL and NSG related mainly to the natural gas distribution systems. The increase in capital expenditures at Integrys Energy Services was due to capital required to open new offices in Colorado, Michigan, and Washington, D.C., as well as to move the Chicago office; improvements at various generation facilities; new systems infrastructure; and the Winnebago Energy Center landfill gas project. The increase in capital expenditures at the Holding Company and Other segment was driven by the purchase of a corporate airplane.

The decrease in capital expenditures at the electric utility in 2006 compared with 2005 was mainly due to lower capital expenditures associated with the construction of Weston 4. The increase in capital expenditures at the natural gas utility was related to a combined \$20.1 million of capital expenditures incurred by MGUC and MERC for natural gas mains.

Financing Cash Flows

Net cash used for financing activities was \$459.2 million in 2007, compared with net cash provided by financing activities of \$891.7 million in 2006. The \$1.4 billion change was driven by \$458.0 million of short-term debt borrowings during 2006, compared with the repayment of \$463.7 million of short-term debt in 2007. In 2007, Integrys Energy Group was able to pay down short-term debt with a portion of the proceeds received from the sale of PEP. The remaining net change in financing activity was driven by a \$321.8 million decrease in long-term debt issuances year-over-year and a \$119.0 million year-over-year decrease in common stock issued. Short-term borrowings in 2006 and the long-term debt and stock issuances in 2006 were used primarily for the acquisitions of the natural gas distribution operations in Michigan and Minnesota. An \$81.0 million increase in dividends paid in 2007, compared with 2006, was driven by an increase in shares outstanding and higher dividend rates. These items were partially offset by natural gas loan proceeds at Integrys Energy Services of \$34.4 million in 2007, compared with repayment of \$68.4 million of natural gas loans during 2006. An increase in natural gas spreads made it more conducive to enter into natural gas loan deals in 2007 compared with 2006.

Net cash provided by financing activities was \$891.7 million in 2006, compared with net cash related to financing activities of \$0 in 2005. The change was primarily attributed to a \$458.0 million increase in short-term debt and the issuance of \$447.0 million of long-term debt in 2006. Increased borrowings were used primarily for the acquisitions of the natural gas distribution operations in Michigan and Minnesota, construction expenditures related to Weston 4, working capital requirements at Integrys Energy Services, and other general corporate purposes.

Significant Financing Activities

Dividends paid increased in 2007 compared with 2006 as a result of the merger with PEC. Integrys Energy Group issued 31.9 million shares of common stock as part of the merger and increased the dividend paid per share. The quarterly common stock dividend was increased from 57.5 cents per share to 66 cents per share in 2007. In February 2008, Integrys Energy Group increased its quarterly common stock dividend to 67 cents per share.

Integrys Energy Group had outstanding commercial paper borrowings of \$308.2 million and \$562.8 million at December 31, 2007, and 2006, respectively. Integrys Energy Group had other outstanding short-term debt of \$160.0 million as of December 31, 2007, and 2006. In April 2006, Integrys Energy Services entered into a \$150.0 million credit agreement,

which has been renewed to April 2008, to finance its margin requirements related to natural gas and electric contracts traded on the New York Mercantile Exchange (NYMEX) and the Intercontinental Exchange (ICE), as well as the cost of natural gas in storage and for general corporate purposes. As of December 31, 2007 and 2006, \$150.0 million of borrowings were outstanding under this credit agreement, which is guaranteed by Integrys Energy Group.

In 2007, 2006, and 2005 Integrys Energy Group issued new shares of common stock under its Stock Investment Plan and under certain stock-based employee benefit and compensation plans. As a result of these plans, equity increased \$45.7 million, \$25.0 million, and \$29.0 million in 2007, 2006, and 2005, respectively. Integrys Energy Group did not repurchase any existing common stock during 2007, 2006, or 2005.

In November 2007, WPSC issued \$125.0 million of 5.65%, 10-year senior notes. The net proceeds from the issuance of the senior notes were used to fund construction costs and capital additions, reduce short-term indebtedness, as well as for general corporate utility purposes.

On December 14, 2006, the Village of Weston, Wisconsin, issued \$22.0 million of 3.95% Pollution Control Refunding Revenue Bonds and loaned the proceeds from the sale of the bonds to WPSC. In return, WPSC issued \$22.0 million of 3.95% senior notes, due in 2013, to the Village of Weston. At December 31, 2006, the \$22.0 million of proceeds received from the Village of Weston were classified as restricted cash. In January 2007, WPSC used the restricted cash to repay the outstanding principal balance of its 6.90% first mortgage bonds which originally were to mature in 2013.

In December 2006, WPSC issued \$125.0 million of 5.55% 30-year senior notes. The net proceeds from the issuance of the senior notes were used for general corporate utility purposes, including funding construction costs and capital additions and reducing short-term indebtedness.

On December 1, 2006, Integrys Energy Group issued \$300.0 million of junior subordinated notes. Interest has been fixed at 6.22% through the use of forward-starting interest rate swaps. For more information on the junior subordinated notes, see Note 14, "Long-Term Debt."

In November 2005, Integrys Energy Group entered into a forward equity sale agreement with an affiliate of J.P. Morgan Securities, Inc., as forward purchaser, relating to 2.7 million shares of Integrys Energy Group's common stock. On May 10, 2006, Integrys Energy Group physically settled the forward equity agreement by issuing 2.7 million shares of common stock, and received proceeds of \$139.6 million. The proceeds were used to pay down commercial paper borrowings.

In November 2005, Integrys Energy Group issued and sold 1.9 million shares of common stock at a public offering price of \$53.70 per share. The proceeds of \$98.3 million, net of underwriting discounts and commissions, were used to reduce short-term debt and fund equity contributions to subsidiary companies.

In June 2005, \$62.9 million of non-recourse debt at an Integrys Energy Services subsidiary that was used to finance the purchase of Sunbury was restructured to a five-year Integrys Energy Group obligation in connection with the sale of Sunbury's allocated emission allowances. An additional \$2.7 million drawn on a line of credit at Integrys Energy Services was rolled into the five-year Integrys Energy Group obligation. The floating interest rate on the total five-year Integrys Energy Group obligation of \$65.6 million was fixed at 4.595% through two interest rate swaps.

Credit Ratings

Integrys Energy Group uses internally generated funds and commercial paper borrowings to satisfy most of its capital requirements. Integrys Energy Group also periodically issues long-term debt and common

stock to reduce short-term debt, maintain desired capitalization ratios, and fund future growth. Integrys Energy Group may seek nonrecourse financing for funding nonregulated acquisitions. Integrys Energy Group's commercial paper borrowing program provides for working capital requirements of the nonregulated businesses, PEC, UPPCO, MGUC, and MERC. WPSC and PGL have their own commercial paper borrowing programs. NSG provides for its working capital needs through inter-company borrowings. WPSC periodically issues long-term debt, receives equity contributions from Integrys Energy Group, and makes payments for returns of capital to Integrys Energy Group to reduce short-term debt, fund future growth, and maintain capitalization ratios as authorized by the PSCW. PGL and NSG periodically issue long-term debt in order to reduce short-term debt, refinance maturing securities, maintain desired capitalization ratios, and fund future growth. The specific forms of long-term financing, amounts, and timing depend on business needs, market conditions, and other factors.

The current credit ratings for Integrys Energy Group, WPSC, PEC, PGL, and NSG are listed in the table below.

Credit Ratings		
Integrys Energy Group		
Issuer credit rating	A-	BBB
Senior unsecured debt	BBB+	A-1
Commercial paper	A-1	P-1
Credit facility	A-	A-1
Junior subordinated notes	BBB	Baa2
WPSC		
Issuer credit rating	A-	BBB
First mortgage bonds	A-	A-1
Senior secured debt	A	Aaa
Preferred stock	BBB+	A-1
Commercial paper	A-1	P-1
Credit facility	A-	A-1
PEC		
Issuer credit rating	A-	BBB
Senior unsecured debt	BBB+	A-1
PGL		
Issuer credit rating	A-	BBB
Senior secured debt	A	A-1
Commercial paper	A-1	P-1
NSG		
Issuer credit rating	A-	BBB
Senior secured debt	A	A-1

We believe these ratings continue to be among the best in the energy industry and allow us to access commercial paper and long-term debt markets on favorable terms. Credit ratings are not recommendations to buy and are subject to change, and each rating should be evaluated independently of any other rating.

In December 2007, Standard & Poor's and Moody's withdrew the ratings assigned to PEC's commercial paper at the request of Integrys Energy Group.

On November 13, 2007, Standard & Poor's revised the outlook on Integrys Energy Group and all of its subsidiaries to stable from negative. Standard & Poor's outlook had been negative since February 21, 2007, for all Integrys Energy Group companies, as discussed below. The revised outlook reflects Integrys Energy Group's progress to improve its financial position and business profiles since its one-notch downgrade on February 21, 2007. On November 13, 2007, Standard & Poor's also reaffirmed its A rating on WPSC's senior secured debt.

On September 6, 2007, Standard & Poor's raised the senior secured debt for NSG one notch from A- to A. The new rating was the result of a review and changes made to the collateral coverage requirements

Standard and Poor's uses when assigning recovery ratings to United States Utility First Mortgage Bonds.

On February 21, 2007, Standard & Poor's lowered the corporate credit rating on Integrys Energy Group to A- from A and removed it from CreditWatch with negative implications. Standard & Poor's also lowered Integrys Energy Group's unsecured ratings to BBB+ from A and all other issue-specific ratings by one notch. Standard & Poor's stated that the ratings actions were due to concerns related to plans to expand its energy marketing business, the dividend requirements resulting from the PEC merger, moderate capital expenditure requirements, lower than expected performance at MGUC and MERC, uncertainty regarding future rate relief, and full integration of the newly acquired PEC utilities. At the same time, Standard & Poor's lowered all WPSC's issue-specific ratings by one notch as they stated "WPSC's liquidity is being pressured by its ongoing construction program." Standard & Poor's affirmed all PEC, PGL, and NSG ratings. Standard & Poor's outlook for all Integrys Energy Group related companies was negative pending successful integration of recent acquisitions.

On February 21, 2007, Moody's downgraded the senior unsecured rating of Integrys Energy Group to A3 from A1, the bank credit facility to A3 from A1, the commercial paper rating to Prime-2 from Prime-1, and the junior subordinated notes to Baa1 from A2. Moody's also downgraded WPSC's senior secured rating to Aa3 from Aa2, its senior unsecured bank credit facility to A1 from Aa3, and its preferred stock to A3 from A2 and confirmed WPSC's commercial paper rating at Prime-1. At the same time, Moody's affirmed the ratings of PGL and NSG. Moody's actions to downgrade were due to concerns about increases in Integrys Energy Group's consolidated debt levels and business risk profile evidenced by the increased scale and scope of the post merger non-regulated energy marketing business plus the entry into the historically more challenging regulatory jurisdiction of Illinois. Moody's outlook for all Integrys Energy Group related companies is stable.

On February 21, 2007, Moody's also upgraded the senior unsecured rating of PEC to A3 from Baa2, conforming it with those of Integrys Energy Group, and affirmed all other ratings for PEC. Moody's actions to upgrade the senior unsecured rating were due to the expected business risk improvement from the merger with Integrys Energy Group, which resulted in the sale of PEP and transferred PEC's energy and marketing business to Integrys Energy Services, leaving PEC holding only the two regulated subsidiaries, PGL and NSG. In addition, the upgrade reflects Integrys Energy Group's guaranty of the \$325.0 million of PEC 6.90% notes due in 2011.

Discontinued Operations

Net cash provided by discontinued operations was \$690.2 million in 2007 and \$61.0 million in 2006. The increase in net cash provided by discontinued operations was driven by approximately \$879.1 million of proceeds received from the sale of PEP in the third quarter of 2007. Post-closing adjustments in the amount of \$9.9 million were settled in February 2008 related to this sale, which reduced the sale price to \$869.2 million. These post-closing adjustments were funded through other current liabilities at December 31, 2007 and, therefore, are included in Note 1(d), "Cash and Cash Equivalents," as a non-cash transaction.

Net cash provided by discontinued operations was \$61.0 million in 2006 and \$59.1 million in 2005. The increase in cash provided by discontinued operations in 2006 was driven by a decrease in cash paid for emission allowances required to operate Sunbury in 2006, compared with 2005 (substantially all of the emission allowances required to operate Sunbury through the 2006 sale were purchased in 2005), and by the \$33.6 million of proceeds received from the sale of Sunbury in 2006. These increases were partially offset by \$110.9 million of proceeds received from the sale of Sunbury's allocated emission allowances in 2005 (which was partially offset by income taxes paid related to the gain on the sale of these emission allowances).

Future Capital Requirements and Resources

Contractual Obligations

The following table summarizes the contractual obligations of Integrys Energy Group, including its subsidiaries.

Contractual Obligations As of December 31, 2007 (Millions)	Total Amount Contracted	Payments Due by Period			
		2008	2009-2010	2011-2012	2013 and Thereafter
Long-term debt principal and interest payments ⁽¹⁾	\$ 8,542.2	\$ 186.6	\$ 522.2	\$ 416.6	\$2,022.9
Operating lease obligations	43.7	8.3	13.4	12.4	9.6
Commodity purchase obligations ⁽²⁾	6,986.7	3,352.6	2,102.8	784.7	746.6
Purchase orders ⁽³⁾	349.1	386.1	9.4	2.5	1.1
Other ⁽⁴⁾	379.5	72.1	79.8	40.0	187.6
Total contractual cash obligations	\$11,401.2	\$3,955.6	\$2,727.6	\$1,750.2	\$2,967.8

⁽¹⁾ Represents bonds issued, notes issued, and loans made to Integrys Energy Group and its subsidiaries. All principal obligations are recorded on the Consolidated Balance Sheet. For purposes of this table, it is assumed that the interest rates on variable rate debt at December 31, 2007, will remain in effect until the debt matures.

⁽²⁾ Energy supply contracts at Integrys Energy Services included as part of commodity purchase obligations are generally entered into to meet obligations to deliver energy to customers. WPSC, UPPCO, MGUC, MERC, PGL, and NSG expect to recover the costs of their contracts in future customer rates.

⁽³⁾ Includes obligations related to normal business operations and large construction obligations, including 100% of Weston 4 obligations. The sale of a 30% interest in Weston 4 to DPC was completed in November 2005, but WPSC retains the legal obligation to initially remit payment to third parties for 100% of all construction costs incurred, 30% of which will subsequently be billed to DPC.

⁽⁴⁾ Mainly represents expected pension and postretirement funding obligations.

The table above does not reflect any payments related to the manufactured gas plant remediation liability of \$704.2 million at December 31, 2007, as the amount and timing of payments are uncertain. See Note 17, "Commitments and Contingencies," for more

information about environmental liabilities. Also, the table does not reflect any payments for our liability at December 31, 2007, for unrecognized tax benefits. See Note 16, "Income Taxes," for more information about this liability.

Capital Requirements

Estimated construction expenditures by company for the three-year period 2008 through 2010 are as follows:

(Millions)	
WPSC	
Environmental projects	\$ 360.1
Wind generation projects	45.0
Electric and natural gas distribution projects	223.5
Natural gas laterals to connect to Guardian Pipeline	45.4
Weston 4 ⁽¹⁾	125.7
Other projects	131.9
UPPCO	
Electric distribution projects and repairs and safety measures at hydroelectric facilities	54.4
MGUC	
Natural gas pipe distribution system and underground natural gas storage facilities	21.7
MERC	
Natural gas pipe distribution system	50.1
PGL	
Natural gas pipe distribution system and underground natural gas storage facilities ⁽²⁾	481.2
NSG	
Natural gas pipe distribution system	100.8
Integrys Energy Services	
Miscellaneous projects and landfill natural gas project	22.2
Integrys Business Support, LLC (IBS)	
Corporate services infrastructure projects	40.9
Total capital expenditures	\$1,748.2

⁽¹⁾ As of December 31, 2007, WPSC has incurred a total cost of approximately \$516 million related to its ownership interest in the project. WPSC has incurred approximately \$77 million and expects to incur an additional \$16 million related to the construction of the transmission facilities required to support Weston 4. ATC will reimburse WPSC for these transmission facilities and related carrying costs (approximately \$8 million in carrying costs) when Weston 4 becomes operational. Weston 4 is scheduled to be placed in service in the first quarter of 2008.

⁽²⁾ Includes approximately \$100 million of expenditures related to the accelerated replacement of cast iron mains at PGL. The expenditures were initially included in a request for recovery in a rider to PGL's rate case; however, the Illinois Commerce Commission (ICC) rejected the rider. The company is investigating alternative recovery options. See Note 23, "Regulatory Environment," for more information on the PGL rate case.

Integrys Energy Group expects to provide additional capital contributions to ATC (not included in the above table) of approximately \$47 million for the period 2008 through 2010.

All projected capital and investment expenditures are subject to periodic review and revision and may vary significantly from the estimates depending on a number of factors, including, but not limited to, industry restructuring, regulatory constraints, acquisition opportunities, market volatility, and economic trends. Other capital expenditures for Integrys Energy Group and its subsidiaries for 2008 through 2010 could be significant depending on its success in pursuing development and acquisition opportunities. When appropriate,

Integrys Energy Group may seek nonrecourse financing for a portion of the cost of these acquisitions.

Capital Resources

As of December 31, 2007, Integrys Energy Group and each of its subsidiaries were in compliance with all of their respective covenants under their lines of credit and other debt obligations.

For the period 2008 through 2010, Integrys Energy Group plans to use internally generated funds net of forecasted dividend payments, cash proceeds from asset sales, and debt and equity financings to fund capital requirements. Integrys Energy Group plans to maintain current debt to equity ratios at appropriate levels to support current credit ratings and corporate growth. Management believes Integrys Energy Group has adequate financial flexibility and resources to meet its future needs.

See Note 13, "Short-Term Debt and Lines of Credit," for more information on our credit facilities and other short-term credit agreements.

In April 2006, Integrys Energy Group filed a shelf registration under the new United States Securities and Exchange Commission (SEC) securities offering reform rules for the ability to issue debt, equity, and certain types of hybrid securities. This shelf registration statement includes the unused capacity remaining under Integrys Energy Group's prior registration statement. Specific terms and conditions of securities issued will be determined prior to the actual issuance of any specific security. Under the new SEC securities offering reform rules, Integrys Energy Group will be able to issue securities under this registration statement for three years. Integrys Energy Group's Board of Directors has authorized issuance of up to \$700 million of equity, debt, or other securities under this shelf registration statement, \$300 million of which was used in December 2006 when Integrys Energy Group issued junior subordinated notes.

In May 2004, WPSC filed a shelf registration with the SEC authorizing the issuance of up to \$350 million of senior debt securities. WPSC issued \$125 million of senior debt securities under this registration statement in December 2006 and an additional \$125 million of senior debt securities under this registration statement in November 2007, leaving existing capacity under the registration statement of \$100 million as of December 31, 2007.

Other Future Considerations

Asset Management Strategy

Integrys Energy Group continues to pursue alternatives for the sale of the balance of its identified real estate holdings no longer needed for operation.

Regulatory Matters and Rate Trends

To mitigate the volatility of electric fuel generation and purchased power costs in 2008 and beyond, WPSC is employing risk management techniques pursuant to its PSCW approved Risk Plan and Policy, including the use of derivative instruments such as futures and options.

In WPSC's retail electric rate case proceeding for 2006, the PSCW applied a "financial harm" test when considering the rate recovery of certain costs previously authorized for deferred accounting treatment. The PSCW has not applied a financial harm test previously when considering the rate recovery of costs that were previously authorized for deferral. In WPSC's rate case proceeding for 2006, after applying the financial harm test, the PSCW disallowed rate recovery of the 2004 extended outage at Kewaunee. The PSCW also disallowed recovery of 50% of the pre-tax loss realized on the sale of Kewaunee. None of these disallowed costs were found to be imprudent by the PSCW. Notwithstanding the PSCW's

Management's Discussion and Analysis

decision on these Kewaunee related deferred costs, WPSC still believes it is probable that all regulatory assets recorded at December 31, 2007, will be collected from ratepayers.

Forecasting and monitoring of fuel costs have become extremely difficult for both the PSCW and WPSC. These challenges can be attributed to the implementation of the MISO Day 2 market and volatility in natural gas prices. In 2005, the PSCW received several applications from various Wisconsin electric utilities under the PSCW Chapter 116 fuel rules for large rate increases due to increased natural gas prices. In response, on February 7, 2006, the PSCW opened Docket 01-AC-224 to review the fuel rules. On February 1, 2007, the five utilities subject to the current fuel rules filed proposed changes to the fuel rules with the PSCW. The primary proposed change was to replace the trigger mechanism with a true "dead band" of 1%, which would limit a utility's annual exposure or opportunity to a maximum of 1% of fuel costs. On May 3, 2007, the PSCW directed staff to prepare a draft rule revision to PSCW Chapter 116 fuel rules incorporating many of the components of the utilities' proposal, with a 2% bandwidth as opposed to the 1% bandwidth recommended by the utilities. The PSCW staff circulated a draft rule to that effect and the parties have commented on the draft rule. The draft rule is currently awaiting PSCW action.

For a discussion of regulatory filings and decisions, see Note 23, "Regulatory Environment."

See Note 9, "Regulatory Assets and Liabilities," for a list of regulatory assets and liabilities recorded at December 31, 2007.

Natural Gas Charge Reconciliation Proceedings and Related Matters

For the Integrys Energy Group regulated retail gas operations, the ICC, PSCW, Minnesota Public Utility Commission (MPUC), and MPSC conduct annual proceedings regarding the reconciliation of revenues from the Gas Charge and related gas costs. In these proceedings, the accuracy of the reconciliation of revenues and costs is reviewed and the prudence of gas costs recovered through the Gas Charge is examined by interested parties.

For additional information on the Gas Charge Reconciliation Proceedings and Related Matters, see Note 17, "Commitments and Contingencies."

Industry Restructuring

ILLINOIS

The Illinois Attorney General filed a complaint at Federal Energy Regulatory Commission (FERC) on March 15, 2007, against 15 power generators and suppliers that won contracts in the auction to supply Commonwealth Edison and the three Ameren utilities. Integrys Energy Services was named in the complaint because it won three tranches of approximately 50 megawatts each in the auction. On August 29, 2007, the Attorney General filed a motion to voluntarily dismiss the pending action at the FERC with prejudice. The FERC ruled on that motion and issued an order dismissing the people's claims based on the Illinois 2006 power auction "with prejudice, and terminating the proceeding."

On the heels of the Illinois Attorney General's complaint filed at FERC, two class action lawsuits were filed by various ratepayers in Cook County. Those complaints, which essentially mirrored the Attorney General's complaint, were removed to federal court. Motions to dismiss these cases filed by the defendants were granted on December 21, 2007, and the cases were dismissed without prejudice.

MAINE

Integrys Energy Services continues to serve retail customers in both northern and southern Maine by way of direct customer contracts and

Standard Offer Service for a number of utilities. Northern Maine customers experienced a significant increase in their energy supply rates starting January 1, 2007. This increase was a result of the competitive bid process conducted in late 2006 whereby Integrys Energy Services was the successful bidder. Integrys Energy Services is currently petitioning the Maine Public Utilities Commission for rate relief as a result of market rule changes in the northern Maine market. These changes are a part of bidder conditions for the utility Standard Offer Service (default service) that was included in Integrys Energy Services' bid in late 2006.

The legislature is back in session and there are a few bills that will be of interest to Integrys Energy Services, ranging from the creation of a Northern Maine Power Authority, changes/enhancements to transmission investment, encouragement of wind development, and different levels of re-regulation.

New Renewable Portfolio Standard requirements are in effect for the state of Maine. The new standard will cause Competitive Electric Providers to acquire 10% of new renewable generation by 2017. As part of its obligations as an active Competitive Electricity Provider in Maine, Integrys Energy Services is working to meet this obligation with qualified generators.

Seams Elimination Charge Adjustment

For a discussion of SECA, see Note 23, "Regulatory Environment."

Income Taxes

MICHIGAN TAXES

On July 12, 2007, the Michigan Governor signed legislation that replaced the Single Business Tax with an effective date of January 1, 2008. On September 30, 2007, the Michigan legislature passed, and the governor signed into law, a "SFAS No. 109" amendment to the new Michigan Business Tax (MBT), providing a future tax deduction for existing book-tax differences. This legislation allows companies to record a state deferred tax asset for this future tax deduction, which offsets the state deferred tax liability recorded in the third quarter of 2007 for this new MBT.

On September 30, 2007, the Michigan legislature passed a bill that will expand the state's 6% sales tax to additional services. The Governor signed the legislation on September 30, 2007. On December 1, 2007, the Governor signed legislation that would repeal the previous expansion of the state's sales tax. The same legislation added an annual surcharge to taxpayer's MBT liability. These new provisions discussed above are effective as of January 1, 2008, at which time we began recording the effects on current earnings.

Environmental

See Note 17, "Commitments and Contingencies," for a detailed discussion of environmental considerations.

Wisconsin Energy Efficiency and Renewables Act

In March 2006, Wisconsin's Governor signed 2005 Wisconsin Act 141 (2005 Senate Bill 459), the Energy Efficiency and Renewables Act, which requires Wisconsin electric providers to increase the amount of renewable electricity they sell by 2% above their current level before 2010 and 6% above their current level by 2015. The goal is to have 10% of the state's electricity generated from renewable sources by 2015, which is intended to increase the use of renewable energy in Wisconsin, promote the development of renewable energy technologies, and strengthen the state's energy efficiency programs. As of December 31, 2007, approximately 4% of Integrys Energy Group's generation in Wisconsin is from renewable sources. Integrys Energy Group continuously evaluates alternatives for cost-effective renewable energy sources and will secure reliable and efficient renewable energy sources to meet both requirements by their respective dates. Currently, WPSC is negotiating a transaction to

purchase a 99-megawatt wind generation project, to be constructed in Howard County, Iowa. An agreement with the counterparty is anticipated to be reached in the first quarter of 2008.

Michigan 21st Century Energy Plan

On January 31, 2007, the MPSC Chairman presented the "21st Century Energy Plan" to Michigan's Governor. The plan recognizes the increased need for energy in the next 20 years. The plan proposes an alternative method of receiving pre-construction approval for significant generating plant additions versus the alternative of building a generation plant and then seeking approval for recovery of costs. The plan calls for legislation to implement a 10% renewable energy portfolio standard by 2015 as well as a statewide energy efficiency program. Discussions have moved to the legislature and several bills have been introduced, though none have been enacted at this time.

Midwest Independent Transmission System Operator

WPSC, UPPCO, and Integrys Energy Services are members of the MISO, which operates a financial and physical electric wholesale market in the Midwest. The market pricing is based on a locational marginal pricing system. MISO participants offer their generation and bid their customer load into the market on an hourly basis and on a day ahead basis. This results in net receipts from, or net obligations to, MISO for each hour of each day. MISO aggregates these hourly transactions and provides bi-weekly settlement statements. These disputable settlements have an adjustment period based on the subsequent data which may require billing adjustments resulting in increases or decreases to the net MISO receipt or obligation. For WPSC and UPPCO, it is anticipated that the billing adjustments will be recovered through the state rate recovery process.

New Accounting Pronouncements

See Note 1(v), "New Accounting Pronouncements," for a detailed discussion of new accounting pronouncements.

Guarantees and Off Balance Sheet Arrangements

See Note 18, "Guarantees," for information regarding guarantees.

Market Price Risk Management Activities

Market price risk management activities include the electric and natural gas marketing and related risk management activities of Integrys Energy Services, along with oil options used to mitigate the risk of an increase in oil prices. Integrys Energy Services' marketing and trading operations manage electricity and natural gas procurement as an integrated portfolio with its retail and wholesale sales commitments. Derivative instruments are utilized in these operations.

Integrys Energy Services measures the fair value of derivative instruments on a mark-to-market basis. The fair value is included in assets or liabilities from risk management activities on Integrys Energy Group's Consolidated Balance Sheet, with an offsetting entry to other comprehensive income (for the effective portion of cash flow hedges) or to earnings. The following table provides an assessment of the factors impacting the change in the net value of Integrys Energy Services' assets and liabilities from risk management activities for the year ended December 31, 2007.

Integrys Energy Services Mark-to-Market Roll Forward (Millions)	Oil Options	Natural Gas	Electric	Total
Fair value of contracts at December 31, 2006 ⁽¹⁾	\$(4.7)	\$105.2	\$ 7.1	\$107.6
Plus: Contracts assumed in the merger with PEC				
Less: Contracts realized or settled during period ⁽²⁾				
Plus: Changes in fair value of contracts in existence at December 31, 2007 ⁽³⁾				
Fair value of contracts at December 31, 2007 ⁽¹⁾				

⁽¹⁾ Reflects the values reported on the balance sheet for net mark-to-market current and long-term risk management assets and liabilities as of those dates.

⁽²⁾ Includes the value of contracts in existence at December 31, 2006, that were no longer included in the net mark-to-market assets as of December 31, 2007, along with the amortization of contracts originally accounted for as derivatives and later designated as normal purchases and sales under SFAS No. 133.

⁽³⁾ Includes unrealized gains and losses on contracts that existed at December 31, 2006, and contracts that were entered into subsequent to December 31, 2006, which are included in Integrys Energy Services' portfolio at December 31, 2007, as well as gains and losses at the inception of contracts when a liquid market exists.

There were, in many cases, offsetting positions entered into and settled during the period resulting in gains or losses being realized during the

current period. The realized gains or losses from these offsetting positions are not reflected in the table above.

Market quotes are more readily available for short duration contracts (generally for contracts with a duration of less than five years). The table below shows the sources of fair value and maturities of Integrys Energy Services' risk management instruments.

Integrys Energy Services Risk Management Contract Aging at Fair Value As of December 31, 2007 (Millions)	Maturity Less Than 1 Year	Maturity 1 to 3 Years	Maturity 4 to 5 Years	Maturity In Excess of 5 years	Total Fair Value
Source of Fair Value					
Prices actively quoted ^(a)	\$37.2	\$30.8	\$10.8	\$ —	\$ 78.8
Prices provided by external sources ^(a)	7.5	36.9	3.0	—	47.4
Prices based on models and other valuation methods	—	—	—	11.4	11.4
Total fair value	\$44.7	\$67.7	\$13.8	\$11.4	\$137.6

^(a) Includes exchange-traded contracts such as NYMEX and ICE contracts and basis swaps.

^(b) Includes electric and natural gas contract positions for which pricing information, used by Integrys Energy Services to calculate fair value, is obtained primarily through broker quotes and other publicly available sources.

Critical Accounting Policies

Integrys Energy Group has identified the following accounting policies to be critical to the understanding of our financial statements because their application requires significant judgment and reliance on estimations of matters that are inherently uncertain. Integrys Energy Group's management has discussed these critical accounting policies with the Audit Committee of the Board of Directors.

Risk Management Activities

Integrys Energy Group has entered into contracts that are accounted for as derivatives under the provisions of SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," as amended. At December 31, 2007, those derivatives not designated as hedges are primarily commodity contracts used to manage price risk associated with natural gas and electricity purchase and sale activities. The utilities defer the effects of mark-to-market accounting for most energy-related derivatives as regulatory assets or liabilities, pursuant to SFAS No. 71. In addition, Integrys Energy Group may apply the normal purchases and sales exception, provided by SFAS No. 133, as amended, to certain derivative contracts. The normal purchases and sales exception provides that recognition of gains and losses in the consolidated financial statements is not required until the settlement of the contracts.

Cash flow hedge accounting treatment may be used when Integrys Energy Group enters contracts to buy or sell a commodity at a fixed price for future delivery to protect future cash flows corresponding with anticipated physical sales or purchases. Fair value hedge accounting may be used when Integrys Energy Group holds assets or firm commitments and enters into transactions that hedge the risk that the price of a commodity may change between the contract's inception and the physical delivery date of the commodity. To the extent that the hedging instrument is fully effective in offsetting the transaction being hedged, there is no impact on income available for common shareholders prior to settlement of the hedge.

Derivative contracts that are determined to fall within the scope of SFAS No. 133, as amended, are recorded at fair value on the Consolidated Balance Sheets of Integrys Energy Group. Changes in fair value, except those related to derivative instruments designated as cash flow hedges or qualifying for regulatory deferral, are generally included in the determination of income available for common shareholders at each financial reporting date until the contracts are ultimately settled. When available, quoted market prices are used to determine a contract's fair value. If no active trading market exists for a commodity or for a contract's duration, fair value is estimated through the use of internally developed valuation techniques or models using external information wherever possible. Such estimates require significant judgment as to assumptions and valuation methodologies deemed appropriate by Integrys Energy Group's management. Like

most commodity markets, after some length of time, markets for natural gas and power become relatively illiquid, making it difficult to obtain reliable price information.

As a component of the fair value determination, Integrys Energy Group considers the requirements to service certain of its contracts as well as counterparty credit risk and liquidity risk. This component of the fair value determination is especially subjective because limited liquid market information is available. Under SFAS No. 157, "Fair Value Measurements," beginning January 1, 2008, Integrys Energy Services will no longer include transaction costs in these fair value determinations. See Note 1(v), "New Accounting Pronouncements," for more information on this topic. The effect of changing the underlying assumptions for this component of fair value at December 31, 2007, is as follows:

Change in Component	Effect on Fair Value of Net Risk Management Assets at December 31, 2007 (Millions)
100% increase	\$27.1 decrease
50% decrease	\$13.5 increase

These potential changes in fair value would be included in current and long-term liabilities from risk management activities on the Consolidated Balance Sheets and as part of nonregulated revenue on the Consolidated Statements of Income, unless the related contracts are designated as cash flow hedges, in which case potential changes would be included in Other Comprehensive Income—Cash Flow Hedges on the Consolidated Statements of Common Shareholders' Equity.

Purchase Accounting

The merger with PEC in 2007, as well as the acquisitions of natural gas distribution operations in Michigan and Minnesota in 2006, were accounted for using the purchase method of accounting in accordance with SFAS No. 141, "Business Combinations." Under this statement, the purchase price paid by the acquirer, including transaction costs, is allocated to the assets and liabilities acquired as of the acquisition date based on their fair values. The per share fair value of the common stock issued by Integrys Energy Group for the acquisition of PEC was determined by using the average market value of Integrys Energy Group's common stock over a five-day period, beginning two days before the announcement date of the merger. As Integrys Energy Group announced its intent to sell PEP at the time of the closing of the merger, the PEP assets and liabilities were reported at estimated fair value less costs to sell.

Management makes estimates of fair value based upon historical experience and information obtained from the management of the acquired company. Assumptions may be incomplete, and unanticipated events and circumstances may occur which may affect the validity of

such assumptions, estimates, or actual results. As discussed below within "Asset Impairment," a significant amount of goodwill resulted from these acquisitions, which requires impairment testing on at least an annual basis.

In conjunction with the PEC merger, the most significant fair value adjustments related to nonderivative commodity contracts and customer relationships, which were recorded as intangible assets at Integrys Energy Services. The intangible asset related to the contracts is being amortized into earnings as the contracts settle, and the intangible asset related to customer relationships is being amortized over the estimated lives of those relationships. The amortization of these items had a negative impact on earnings in 2008.

PGL, NSG, MGUC, and MERC are predominantly regulated utilities; therefore, in accordance with SFAS No. 71, "Accounting for the Effects of Certain Types of Regulation," the fair value of the majority of their assets and liabilities did not change significantly as a result of applying purchase accounting.

Environmental Activities Relating to Former Manufactured Gas Operations

Integrys Energy Group's utility subsidiaries, their predecessors, and certain former affiliates operated facilities in the past at multiple sites for the purpose of manufacturing gas and storing manufactured gas (manufactured gas sites). The utility subsidiaries are accruing and deferring the costs they incur in connection with environmental activities at the manufactured gas sites pending recovery through rates or from other entities. The amounts deferred include costs incurred but not yet recovered through rates and management's best estimates of the costs that the utilities will incur in investigating and remediating the manufactured gas sites. Management's estimates are based upon a probabilistic model and an ongoing review by management of future investigative and remedial costs.

Integrys Energy Group considers this policy critical due to the substantial uncertainty in the estimation of future costs with respect to the amount and timing of costs, and the extent of recovery from other potential responsible parties. (See Note 17, "Commitments and Contingencies" for further discussion of environmental matters.)

Asset Impairment

Integrys Energy Group annually reviews its assets for impairment. SFAS No. 144, "Accounting for the Impairment and Disposal of Long-Lived Assets," and SFAS No. 142, "Goodwill and Other Intangible Assets," form the basis for these analyses.

WPSC recorded goodwill of \$36.4 million in its natural gas utility segment resulting from the Wisconsin Fuel and Light acquisition in 2001. In 2006, Integrys Energy Group recorded \$267.0 million of goodwill in conjunction with the acquisition of the natural gas distribution operations in Michigan and Minnesota. In 2007, \$644.9 million of goodwill attributable to the PEC merger was recorded. The goodwill for each of our reporting units is tested for impairment annually or when events or circumstances warrant based on the guidance of SFAS No. 142. The test for impairment includes estimating the fair market value of each reporting unit using assumptions about future profitability of the reporting units. A significant decrease in market values and/or projected future cash flows could result in an impairment loss.

The review for impairment of tangible assets is more critical to Integrys Energy Services than to our other segments because of its significant investment in property, plant, and equipment and lack of access to rate setting based on cost of service that is available to our regulated segments. At December 31, 2007, the carrying value of Integrys Energy Services' property, plant, and equipment totaled \$140.1 million. Integrys Energy Group believes that the accounting estimate related to asset

impairment of power plants is a "critical accounting estimate" because: (1) the estimate is susceptible to change from period to period because it requires management to make assumptions about future market sales pricing, production costs, capital expenditures, and generation volumes and (2) the impact of recognizing an impairment could be material to our financial position or results of operations. Management's assumptions about future electricity and capacity prices and generation volumes require significant judgment because actual prices and generation volumes have fluctuated in the past as a result of changing fuel costs, environmental changes, and required plant maintenance and are expected to continue to do so in the future.

The primary estimates used at Integrys Energy Services in the impairment analyses are future revenue streams and operating costs. A combination of inputs from both internal and external sources is used to project revenue streams. Integrys Energy Services forecasts future operating costs with input from external sources for fuel costs and forward energy prices. These estimates are modeled over the projected remaining life of the power plants using the methodology defined in SFAS No. 144. Integrys Energy Services evaluates property, plant, and equipment for impairment whenever indicators of impairment exist. These indicators include a significant underperformance of the assets relative to historical or projected future operating results, a significant change in the use of the assets or business strategy related to such assets, and significant negative industry or economic trends. SFAS No. 144 requires that if the sum of the undiscounted expected future cash flows from a company's asset is less than the carrying value of the asset, an asset impairment must be recognized in the financial statements. For assets held for sale, impairment charges are recorded if the carrying value of such assets exceeds the estimated fair value less costs to sell. The amount of impairment recognized is calculated by reducing the carrying value of the asset to its fair value (or fair value less costs to sell if held for sale).

Throughout 2007, Integrys Energy Services tested various power plants for impairment whenever events or changes in circumstances indicated that their carrying amount might not be recoverable. No impairment charges were recorded in 2007 as a result of the recoverability tests. Results of past impairment tests may not necessarily be an indicator of future results given the nature of the accounting estimates involved, as discussed more fully above. Changes in actual results or assumptions could result in an impairment.

Receivables and Reserves

Our regulated natural gas and electric utilities and Integrys Energy Services accrue estimated amounts of revenue for services rendered but not yet billed. Estimated unbilled sales are calculated using actual generation and throughput volumes, recorded sales, and weather factors. The estimated unbilled sales are assigned different rates based on historical customer class allocations. At December 31, 2007, and 2006, Integrys Energy Group's unbilled revenues were \$464.7 million and \$184.8 million, respectively. Any difference between actual sales and the estimates are recorded in revenue in the next period. Differences historically have not been significant.

Integrys Energy Services, UPPCO, MERC, MGUC, PGL, and NSG record reserves for potential uncollectible customer accounts as an expense on the income statement and an uncollectible reserve on the balance sheet. WPSC, however, records a regulatory asset to offset its uncollectible reserve. The reserve is most critical to PGL because their accounts receivables have higher credit risk and are sensitive to the price of natural gas, and to Integrys Energy Services because their receivables comprise the majority of the total. PGL's reserve for uncollectible accounts reflects its best estimates of probable losses on the accounts receivable balances. The reserve is based on known troubled accounts, historical experience, and other currently available evidence. Provisions for bad debt expense are affected by changes

in various factors, including the impacts of natural gas prices and weather. Each quarter, PGL evaluates the adequacy of the reserve for uncollectible accounts based on the most current available information and adjusts the reserve for changes in estimated probable accounts receivable losses. Integrys Energy Services calculates the reserve for potential uncollectible customer receivable balances by applying an estimated bad debt experience rate to each past due aging category and reserving for 100% of specific customer receivable balances deemed to be uncollectible. The basis for calculating the reserve for receivables from wholesale counterparties considers netting agreements, collateral, and guarantees. If the assumption that historical uncollectible experience matches current customer default is incorrect, or if a specific customer with a large account receivable that has not previously been identified as a risk defaults, there could be significant changes to the expense and uncollectible reserve balance.

Pension and Postretirement Benefits

The costs of providing non-contributory defined benefit pension benefits and other postretirement benefits, described in Note 19, "Employee Benefit Plans," are dependent upon numerous factors resulting from actual plan experience and assumptions regarding future experience.

Pension and other postretirement benefit costs are impacted by actual employee demographics (including age, compensation levels, and employment periods), the level of contributions made to the plans, and earnings on plan assets. Pension and other postretirement benefit costs may be significantly affected by changes in key actuarial assumptions, including anticipated rates of return on plan assets, discount rates used in determining the projected pension and other postretirement benefit obligations and pension and other postretirement benefit costs, and health care cost trends. Changes made to the plan provisions may also impact current and future pension and other postretirement benefit costs.

Integrys Energy Group's pension and other postretirement benefit plan assets are primarily made up of equity and fixed income investments. Fluctuations in actual equity market returns, as well as changes in general interest rates, may result in increased or decreased benefit costs in future periods. Management believes that such changes in costs would be recovered at our regulated segments through the ratemaking process.

The following chart shows how a given change in certain actuarial assumptions would impact the projected benefit obligation and the reported annual pension cost on the income statement. Each factor below reflects an evaluation of the change based on a change in that assumption only.

Actuarial Assumption (Millions, except percentages)	Assumptions			
	Assumption	2007	2006	2005
Discount rate	10.0%	\$10.0	\$10.0	\$10.0
Discount rate	9.5%	\$10.0	\$10.0	\$10.0
Rate of return on plan assets	10.0%	\$10.0	\$10.0	\$10.0
Rate of return on plan assets	9.5%	\$10.0	\$10.0	\$10.0

The following chart shows how a given change in certain actuarial assumptions would impact the accumulated other postretirement benefit obligation and the reported annual other postretirement benefit cost on the income statement. Each factor below reflects an evaluation of the change based on a change in that assumption only.

Actuarial Assumption (Millions, except percentages)	Assumptions			
	Assumption	2007	2006	2005
Discount rate	10.0%	\$10.0	\$10.0	\$10.0
Discount rate	9.5%	\$10.0	\$10.0	\$10.0
Health care cost trend rate	10.0%	\$10.0	\$10.0	\$10.0
Health care cost trend rate	9.5%	\$10.0	\$10.0	\$10.0
Rate of return on plan assets	10.0%	\$10.0	\$10.0	\$10.0
Rate of return on plan assets	9.5%	\$10.0	\$10.0	\$10.0

Integrys Energy Group utilizes the assistance of its plan actuaries in determining the expected timing of cash outflows from plan payments. Integrys Energy Group considers bonds, rated by Moody's as "Aa" or better, when determining the discount rate at the measurement date. Regression analysis is applied to construct a best-fit curve that makes coupon yields to maturity a function of time to maturity. The pension or retiree medical cash flows are then matched to the appropriate spot rates and discounted back to the measurement date.

To select an assumed long-term rate of return on qualified plan assets, the historical returns and the future expectations for returns for each asset class are considered, as well as the target allocation of the benefit trust portfolios. The assumed long-term rate of return was 8.5% in 2007, 2006, and 2005. For 2007, 2006, and 2005, the actual rates of return on pension plan assets, net of fees, were 6.2%, 11.3%, and 6.9%, respectively.

The determination of expected return on qualified plan assets is based on a market-related valuation of assets, which reduces year-to-year volatility. Cumulative gains and losses in excess of 10% of the greater of the pension benefit obligation or market-related value are amortized over the average remaining future service to expected retirement ages. Realized and unrealized gains and losses on plan assets are recognized for purposes of calculating benefit cost over a five-year period. Because of this method, the future value of assets will be impacted as previously deferred gains or losses are recorded.

In selecting assumed health care cost trend rates, past performance and forecasts of health care costs are considered. More information on health care cost trend rates can be found in Note 19, "Employee Benefit Plans."

For a table showing future payments that Integrys Energy Group expects to make for pension and other postretirement benefits, see Note 19, "Employee Benefit Plans."

Regulatory Accounting

The electric and natural gas utility segments of Integrys Energy Group follow SFAS No. 71, "Accounting for the Effects of Certain Types of Regulation," and our financial statements reflect the effects of the different ratemaking principles followed by the various jurisdictions regulating these segments. We defer certain items that would otherwise be immediately recognized as expenses and revenues because our regulators have authorized deferral of these items as regulatory assets and regulatory liabilities for future recovery or refund to customers. Future recovery of regulatory assets is not assured, but is generally subject to review by regulators in rate proceedings for matters such as prudence and reasonableness. Management regularly assesses whether these regulatory assets and liabilities are probable of future recovery or refund by considering factors such as changes in the regulatory environment, earnings at the utility segments, and the status of any pending or potential deregulation legislation. Once approved, we amortize the regulatory assets and liabilities into income over the rate recovery period. If recovery of costs is not approved or is no longer deemed probable, these regulatory assets or liabilities are recognized in current period income.

If our regulated electric and natural gas utility segments would no longer meet the criteria for application of SFAS No. 71, we would discontinue its application as defined under SFAS No. 101, "Regulated Enterprises—Accounting for the Discontinuation of Application of SFAS No. 71." Assets and liabilities recognized solely due to the actions of rate regulation would no longer be recognized on the balance sheet and would be classified as an extraordinary item in income for the period in which the discontinuation occurred. A write-off of all of Integrys Energy Group's regulatory assets and regulatory liabilities at December 31, 2007, would result in an 11.1% decrease in total assets and a 4.7% decrease in total liabilities.

Tax Provision

As part of the process of preparing our Consolidated Financial Statements, we are required to estimate our income taxes for each of the jurisdictions in which we operate. This process involves estimating our actual current tax exposure together with assessing temporary

differences resulting from differing treatment of items, such as depreciation, for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included within our Consolidated Balance Sheet. We must also assess the likelihood that our deferred tax assets will be recovered from future taxable income and, to the extent we believe that recovery is not likely, we must establish a valuation allowance, which is offset by an adjustment to income tax expense in the income statement. The interpretation of tax laws involves uncertainty, since tax authorities may interpret them differently. As of January 1, 2007, we adopted the provisions of FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes—an Interpretation of FAS 109." As allowed under Interpretation No. 48, Integrys Energy Group elected to change its method of accounting to record interest and penalties paid on income tax obligations as a component of income tax expense.

Significant management judgment is required in determining our provision for income taxes, our deferred tax assets and liabilities, and any valuation allowance recorded against our deferred tax assets. The assumptions involved are supported by historical data, reasonable projections, and technical interpretations of applicable tax law and regulation across multiple taxing jurisdictions. Significant changes in these assumptions could have a material impact on Integrys Energy Group's financial condition and results of operations.

Impact of Inflation

Our financial statements are prepared in accordance with accounting principles generally accepted in the United States of America and report operating results in terms of historic cost. The statements provide a reasonable, objective, and quantifiable statement of financial results, but they do not evaluate the impact of inflation. For our regulated operations, to the extent we are not recovering the effects of inflation, we will file rate cases as necessary in the various jurisdictions. Our nonregulated businesses include inflation in forecasted costs. However, any increase from inflation is offset with projected business growth. Therefore, the estimated effect of inflation on our nonregulated businesses is minor.

Consolidated Statements of Income

Year Ended December 31 (Millions, except per share data)	2007	2006	2005
Nonregulated revenue	\$ 4,987.0	\$5,156.7	\$5,301.3
Utility revenue	3,905.4	1,734.0	1,524.2
Total revenues	18,292.8	6,890.7	6,825.5
Nonregulated cost of fuel, natural gas, and purchased power	4,474.8	4,968.9	5,139.5
Utility cost of fuel, natural gas, and purchased power	2,844.0	1,006.1	801.2
Operating and maintenance expense	422.1	484.3	525.9
Depreciation, amortization, and decommissioning expense	175.1	121.3	149.7
Taxes other than income taxes	25.5	60.9	50.3
Operating income	267.3	249.2	158.9
Miscellaneous income	64.1	42.8	88.8
Interest expense	(144.0)	(99.2)	(62.0)
Minority interest	0.1	3.8	4.5
Other (expense) income	(143.8)	(52.6)	31.3
Income before taxes	287.1	196.6	190.2
Provision for income taxes	88.0	45.0	39.6
Income from continuing operations	181.1	151.6	150.6
Discontinued operations, net of tax	7.3	7.3	11.5
Income before cumulative effect of change in accounting principle	288.4	158.9	162.1
Cumulative effect of change in accounting principle, net of tax	—	—	(1.6)
Income before preferred stock dividends of subsidiary	288.4	158.9	160.5
Preferred stock dividends of subsidiary	3.1	3.1	3.1
Income available for common shareholders	\$ 281.3	\$ 155.8	\$ 157.4
Average shares of common stock			
Basic	21.6	42.3	38.3
Diluted	21.9	42.4	38.7
Earnings (loss) per common share (basic)			
Income from continuing operations	\$3.51	\$3.51	\$3.85
Discontinued operations, net of tax	\$0.17	\$0.17	\$0.30
Cumulative effect of change in accounting principle, net of tax	—	—	(0.04)
Earnings per common share (basic)	\$3.68	\$3.68	\$4.11
Earnings (loss) per common share (diluted)			
Income from continuing operations	\$3.50	\$3.50	\$3.81
Discontinued operations, net of tax	\$0.17	\$0.17	\$0.30
Cumulative effect of change in accounting principle, net of tax	—	—	(0.04)
Earnings per common share (diluted)	\$3.67	\$3.67	\$4.07
Dividends per common share	\$2.28	\$2.28	\$2.24

The accompanying notes to Integrys Energy Group's consolidated financial statements are an integral part of these statements.

Consolidated Balance Sheets

At December 31 (Millions)	2007	2006
Assets		
Cash and cash equivalents		\$ 23.2
Restricted cash		22.0
Accounts receivable – net of reserves of \$51.3 and \$17.0, respectively		1,037.3
Accrued unbilled revenues		184.8
Inventories		456.3
Assets from risk management activities		1,068.6
Regulatory assets		8.7
Assets held for sale		6.1
Other current assets		120.4
Current assets		2,927.4
Property, plant, and equipment, net		2,534.8
Regulatory assets		430.1
Assets from risk management activities		308.2
Goodwill		303.9
Pension assets		–
Other		357.3
Total assets		\$6,861.7
Liabilities and Shareholders' Equity		
Short-term debt		\$ 722.8
Current portion of long-term debt		26.5
Accounts payable		949.4
Liabilities from risk management activities		1,001.7
Regulatory liabilities		22.8
Deferred income taxes		3.1
Other current liabilities		180.1
Current liabilities		2,906.4
Long-term debt		1,287.2
Deferred income taxes		97.6
Deferred investment tax credits		13.6
Regulatory liabilities		301.7
Environmental remediation liabilities		95.8
Pension and postretirement benefit obligations		188.6
Liabilities from risk management activities		264.7
Asset retirement obligations		10.1
Other		111.3
Long-term liabilities		2,370.6
Commitments and contingencies		
Preferred stock of subsidiary with no mandatory redemption		51.1
Common stock equity		1,533.6
Total liabilities and shareholders' equity		\$6,861.7

The accompanying notes to Integrys Energy Group's consolidated financial statements are an integral part of these statements.

Consolidated Statements of Common Shareholders' Equity

(Millions)	Comprehensive Income	Total	Employee Stock Plan Guarantees and Deferred Compensation Trust	Common Stock	Capital in Excess of Par Value	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)
Balance at December 31, 2004	\$ -	\$1,091.8	\$ (8.4)	\$37.5	\$ 582.1	\$497.0	\$(0.3)	\$(16.1)
Income available for common shareholders	157.4	157.4	-	-	-	157.4	-	-
Other comprehensive income - cash flow hedges (net of tax of \$7.9)	(12.1)	(12.1)	-	-	-	-	-	(12.1)
Other comprehensive income - minimum pension liability (net of tax of \$11.4)	17.1	17.1	-	-	-	-	-	17.1
Other comprehensive income - available for sale securities (net of tax of \$0.4)	0.6	0.6	-	-	-	-	-	0.6
Other comprehensive income - currency translation (net of tax of \$0.1)	0.1	0.1	-	-	-	-	-	0.1
Comprehensive income	163.1	-	-	-	-	-	-	-
Issuance of common stock	-	127.3	-	2.5	124.8	-	-	-
Dividends on common stock	-	(85.4)	-	-	-	(85.4)	-	-
Other	-	7.4	(2.5)	0.1	10.1	(0.3)	-	-
Balance at December 31, 2005	\$ -	\$1,304.2	\$(10.9)	\$40.1	\$ 717.0	\$568.7	\$(0.3)	\$(10.4)
Income available for common shareholders	155.8	155.8	-	-	-	155.8	-	-
Other comprehensive income - cash flow hedges (net of tax of \$0.4)	(0.6)	(0.6)	-	-	-	-	-	(0.6)
Other comprehensive income - minimum pension liability (net of tax of \$1.6)	2.4	2.4	-	-	-	-	-	2.4
Other comprehensive income - available for sale securities (net of tax of \$0.2)	(0.4)	(0.4)	-	-	-	-	-	(0.4)
Other comprehensive income - currency translation (net of tax of \$0.2)	(0.3)	(0.3)	-	-	-	-	-	(0.3)
Comprehensive income	156.9	-	-	-	-	-	-	-
Issuance of common stock	-	164.6	-	3.2	161.4	-	-	-
Dividends on common stock	-	(96.0)	-	-	-	(96.0)	-	-
Adjustments to initially apply SFAS No. 158 (net of tax of \$2.9)	-	(4.5)	-	-	-	-	-	(4.5)
Other	-	8.4	(2.3)	0.1	10.9	(0.3)	-	-
Balance at December 31, 2006	\$ -	\$1,533.6	\$(13.2)	\$43.4	\$ 889.3	\$628.2	\$(0.3)	\$(13.8)
Income available for common shareholders	4.9	4.9	-	-	-	-	-	4.9
Other comprehensive income - cash flow hedge (net of taxes of \$3.1)	3.8	3.8	-	-	-	-	-	3.8
Other comprehensive income - SFAS No. 158 unrecognized costs (net of taxes of \$3.0)	0.4	0.4	-	-	-	-	-	0.4
Other comprehensive income - available for sale securities (net of taxes of \$0.2)	3.6	3.6	-	-	-	-	-	3.6
Other comprehensive income - foreign currency translation (net of taxes of \$2.2)	264.0	-	-	-	-	-	-	-
Comprehensive income	-	45.6	-	1.1	44.5	-	-	-
Issuance of common stock	-	1,559.3	-	31.9	1,527.4	-	-	-
Peoples Energy merger	-	8.7	-	-	8.7	-	-	-
Stock-based compensation	-	(177.0)	-	-	-	(177.0)	-	-
Dividends on common stock	-	1.6	(1.5)	-	3.9	(0.6)	-	(0.2)
Other	-	-	-	-	-	-	-	-
Balance at December 31, 2007	\$ -	\$3,235.8	\$(14.7)	\$76.4	\$2,473.8	\$701.9	\$(0.3)	\$ (1.3)

The accompanying notes to Integrys Energy Group's consolidated financial statements are an integral part of these statements.

Consolidated Statements of Cash Flows

Year Ended December 31 (Millions)	2007	2006	2005
Operating Activities			
Income before preferred stock dividends of subsidiary		\$ 158.9	\$160.5
Adjustments to reconcile net income to net cash provided by operating activities			
Discontinued operations, net of tax		(7.3)	(11.5)
Depreciation, amortization, and decommissioning expense		121.3	149.7
Recovery (deferral) of Kewaunee outage expenses		9.5	(49.2)
Refund of non-qualified decommissioning trust		(54.5)	-
Deferral of Weston 3 outage expenses		-	-
Recoveries and refunds of other regulatory assets and liabilities		5.7	7.6
Amortization of nonregulated customer contract intangibles		-	-
Realized gain on investments held in trust, net of regulatory deferral		-	(15.7)
Unrealized (gains) losses on nonregulated energy contracts		7.3	(39.2)
Pension and postretirement expense		51.6	50.5
Pension and postretirement funding		(43.2)	(28.6)
Deferred income taxes and investment tax credit		12.4	9.0
Gains due to settlement of contracts pursuant to the merger with PEC		-	-
Gain on sale of interest in Guardian Pipeline, LLC		(6.2)	-
Gain on sale of WPS ESI Gas Storage, LLC		(9.0)	-
Gain on sale of partial interest in synthetic fuel operation		(6.4)	(7.1)
(Gain) Loss on sale of property, plant, and equipment		1.3	(5.5)
Equity income, net of dividends		14.4	10.9
Cumulative effect of change in accounting principles, net of tax		-	1.6
Other		25.2	(35.7)
Changes in working capital			
Receivables, net		(10.0)	(499.8)
Inventories		(206.5)	(112.9)
Other current assets		(32.4)	(19.9)
Accounts payable		7.5	487.3
Other current liabilities		33.3	25.4
Net cash provided by operating activities		72.9	77.4
Investing Activities			
Capital expenditures		(342.0)	(413.9)
Proceeds from the sale of property, plant, and equipment		4.5	12.0
Purchase of equity investments and other acquisitions		(60.1)	(82.6)
Proceeds from the sale of interest in Guardian Pipeline, LLC		38.5	-
Proceeds from the sale of WPS ESI Gas Storage, LLC		19.9	-
Proceeds from the sale of Kewaunee power plant		-	112.5
Proceeds from the sale of partial interest in Weston 4 power plant		-	95.1
Cash paid for transaction costs related to PEC merger		(5.5)	-
Proceeds from liquidation of non-qualified decommissioning trust		-	127.1
Purchases of nuclear decommissioning trust investments		-	(18.6)
Sales of nuclear decommissioning trust investments		-	18.6
Acquisition of natural gas operations in Michigan and Minnesota, net of liabilities assumed		(659.3)	-
Restricted cash for repayment of long-term debt		(22.0)	-
Transmission interconnection		(11.6)	(6.3)
Other		7.5	7.3
Net cash used for investing activities		(1,030.1)	(148.8)
Financing Activities			
Short-term debt, net		458.0	(25.0)
Gas loans, net		(68.4)	(7.1)
Issuance of long-term debt		447.0	-
Repayment of long-term debt		(4.0)	(3.4)
Payment of dividends			
Preferred stock		(3.1)	(3.1)
Common stock		(96.0)	(85.4)
Issuance of common stock		164.6	127.3
Other		(6.4)	(3.3)
Net cash provided by (used for) financing activities		891.7	-
Change in cash and cash equivalents – continuing operations		(65.5)	(71.4)
Change in cash and cash equivalents – discontinued operations			
Net cash (used for) provided by operating activities		41.9	(15.0)
Net cash provided by investing activities		19.1	74.9
Net cash used for financing activities		-	(0.8)
Change in cash and cash equivalents		(4.5)	(12.3)
Cash and cash equivalents at beginning of year		27.7	40.0
Cash and cash equivalents at end of year		\$ 23.2	\$ 27.7

The accompanying notes to Integrys Energy Group's consolidated financial statements are an integral part of these statements.

NOTE 1—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Nature of Operations—Integrys Energy Group is a holding company whose primary wholly owned subsidiaries at December 31, 2007, include Wisconsin Public Service Corporation (WPSC), Upper Peninsula Power Company (UPPCO), Michigan Gas Utilities Corporation (MGUC), Minnesota Energy Resources Corporation (MERC), The Peoples Gas Light and Coke Company (PGL), North Shore Gas Company (NSG), and Integrys Energy Services. Of these subsidiaries, six subsidiaries are regulated electric and/or natural gas utilities and one subsidiary, Integrys Energy Services, is a nonregulated energy supply and services company. For more information about our regulated and nonregulated segments, see Note 24, "Segments of Business."

The term "utility" refers to the regulated activities of the electric and natural gas utility segments, while the term "nonutility" refers to the activities of the electric and natural gas utility segments that are not regulated. The term "nonregulated" refers to activities at Integrys Energy Services.

The line item on the Consolidated Statements of Income "Income available for common shareholders," is net income.

(b) Consolidation Basis of Presentation—The Consolidated Financial Statements include the accounts of Integrys Energy Group and all majority owned subsidiaries, after eliminating intercompany transactions and balances, and proportionate shares of jointly owned utility facilities. If a minority owner's equity is reduced to zero, our policy is to record 100% of the subsidiary's losses until the minority owner makes capital contributions or commitments to fund its share of the operating costs. The cost method of accounting is used for investments when Integrys Energy Group owns less than 20% of the voting equity of the company, unless other evidence indicates we have significant influence over the operating and financial policies of the investee. Investments in businesses not controlled by Integrys Energy Group, but over which we have significant influence regarding the operating and financial policies of the investee, are accounted for using the equity method. For additional information on our equity method investments see Note 10, "Investments in Affiliates, at Equity Method."

Mergers and Acquisitions

Effective February 21, 2007, the Peoples Energy Corporation (PEC) merger was consummated and the assets and liabilities, results of operations, and cash flows of PEC were included in Integrys Energy Group's Consolidated Financial Statements commencing February 22, 2007. See Note 6, "Acquisitions and Sales of Assets," for more information.

The assets and liabilities, results of operations, and cash flows of MGUC and MERC were included in Integrys Energy Group's Consolidated Financial Statements effective April 1, and July 1, 2006, respectively. See Note 6, "Acquisitions and Sales of Assets," for more information.

Dispositions

Peoples Energy Production Company's (PEP) results of operations and cash flows were recorded as discontinued operations in 2007. The sale of PEP was completed on September 28, 2007. Refer to Note 4, "Discontinued Operations," for more information.

For all periods presented, certain assets and liabilities of Sunbury and Niagara have been reclassified as held for sale and Sunbury's and Niagara's results of operations and cash flows have been reclassified as discontinued operations. Refer to Note 4, "Discontinued Operations," for more information.

(c) Use of Estimates—We prepare our financial statements in conformity with accounting principles generally accepted in the United States of America. We make estimates and assumptions that affect reported amounts. These estimates and assumptions affect assets, liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from these estimates.

(d) Cash and Cash Equivalents—We consider short-term investments with an original maturity of three months or less to be cash equivalents.

The following is supplemental disclosure to the Integrys Energy Group Consolidated Statements of Cash Flows:

(Millions)		2006	2005
Cash paid for interest		\$87.6	\$59.6
Cash paid for income taxes		37.7	50.4

Significant non-cash transactions were as follows:

(Millions)		2006	2005
Weston 4 construction costs funded through accounts payable		\$32.0	\$33.7
Equity issued for net assets acquired in PEC merger		—	—
Realized gain on settlement of contracts due to PEC merger		—	—
PEP post-closing adjustments funded through other current liabilities		—	—
Transaction costs related to the merger with Peoples Energy funded through other current liabilities		8.1	—

(e) Revenue and Customer Receivables—Revenues are recognized on the accrual basis and include estimated amounts for electric and natural gas services rendered but not billed. Currently there are no customers or industries that account for more than 10% of Integrys Energy Group's revenues.

Integrys Energy Group's regulated electric utility segment operations use automatic fuel and purchased power adjustment clauses for the retail electric portions of their business in Michigan and also for their Federal Energy Regulatory Commission (FERC) wholesale electric business. There is a portion of Integrys Energy Group's wholesale electric business that limits cost recovery to no greater than the two-year average rate charged to large industrial retail customers for that same period. The Wisconsin retail electric portion of Integrys Energy Group's business uses a "cost variance range" approach, based on a specific estimated fuel and purchased power cost for the forecast year. If the actual fuel and purchased power costs fall outside this range, the Public Service Commission of Wisconsin (PSCW) can authorize an adjustment to future rates. Decreases to rates can be implemented without a hearing, unless requested by Integrys Energy Group, PSCW staff, or interveners, while increases to rates are generally subject to a hearing.

Billings to Integrys Energy Group's retail electric customers under the Michigan Public Service Commission's (MPSC) jurisdiction include base rate charges and a power supply cost recovery factor. Power supply cost recovery factors are established annually to recover projected power supply costs approved by the MPSC. The MPSC reconciles these factors to actual costs annually and permits 100% recovery of allowed power supply costs. Integrys Energy Group recognizes any over or under recovery currently in its revenues, and the regulatory asset or liability is recognized on the balance sheet until settlement. The deferrals are relieved with additional billings or refunds.

Integrus Energy Group's regulated natural gas utility segment operations are approved to use one-for-one natural gas cost recovery plans for all prudently incurred natural gas costs. These plans allow Integrus Energy Group to pass changes in the cost of natural gas on to system natural gas customers, subject to regulatory review for reasonableness.

All of Integrus Energy Group's utility subsidiaries are required to provide service and grant credit to customers within their service territories. The companies continually review their customers' credit-worthiness and obtain or refund deposits accordingly. The utilities are generally precluded from discontinuing service to residential customers during winter moratorium months.

For Integrus Energy Services' merchant electric generation plants, electric power revenues related to fixed-price contracts are recognized at the lower of amounts billable under the contract or an amount equal to the volume of the capacity made available or the energy delivered during the period multiplied by the estimated average revenue per kilowatt-hour per the terms of the contract. Under floating-price contracts, electric power revenues are recognized when capacity is provided or energy is delivered.

For its nonregulated business of supplying energy, management, and consulting services to retail and wholesale customers, Integrus Energy Services accrues revenues in the month that energy is delivered and/or services are rendered. Revenues related to derivative instruments classified as trading are reported net of related cost of sales for all periods presented.

(f) Inventories—Inventories consist of natural gas in storage, liquid propane, and fossil fuels, including coal. Average cost is used to value fossil fuels, liquid propane, and natural gas in storage for our regulated segments, excluding PGL and NSG. PGL and NSG price natural gas storage injections at the calendar year average of the costs of natural gas supply purchased. Withdrawals from storage are priced on the last-in, first-out (LIFO) cost method. Inventories stated on a LIFO basis represent approximately 14% of total inventories at December 31, 2007. The estimated replacement cost of natural gas in inventory at December 31, 2007, exceeded the LIFO cost by approximately \$304.4 million. Inventories at Integrus Energy Services are valued at the lower of cost or market unless hedged pursuant to a fair value hedge, in which case changes in the fair value of inventory subsequent to the hedge designation are recorded directly to inventory.

(g) Risk Management Activities—As part of our regular operations, Integrus Energy Group enters into contracts, including options, swaps, futures, forwards, and other contractual commitments, to manage market risks such as changes in commodity prices and interest rates.

Integrus Energy Group accounts for derivative instruments pursuant to Statement of Financial Accounting Standards (SFAS) No. 133, "Accounting for Derivatives Instruments and Hedging Activities," as amended and interpreted. Under the provisions of SFAS No. 133, all derivatives are recognized on the balance sheet at their fair value except for certain derivatives that qualify for the normal purchases and sales exception. Subsequent changes in fair value of the derivatives are recorded currently in earnings unless certain hedge accounting criteria are met. If the derivatives qualify for regulatory deferral subject to the provisions of SFAS No. 71, "Accounting for the Effects of Certain Types of Regulation," they are marked to fair value pursuant to SFAS No. 133 and are offset with a corresponding regulatory asset or liability.

Integrus Energy Group classifies mark-to-market gains and losses on derivative instruments not qualifying for hedge accounting or regulatory deferral as a component of revenues.

(h) Emission Allowances—Integrus Energy Services accounts for emission allowances as an intangible asset, with cash inflows and outflows related to purchases and sales of emission allowances recorded as investing activities in the Consolidated Statements of Cash Flows. Integrus Energy Services uses the guidance in SFAS No. 144, "Accounting for the Impairment and Disposal of Long-Lived Assets," to test allowances for impairment. The utilities account for allowances as inventory at average cost by vintage year. Emission allowances granted to WPSC are recorded at zero cost. Charges to income result when allowances are utilized in operating the utilities' generation plants. Gains on sale of allowances are generally returned to ratepayers.

(i) Property, Plant, and Equipment—Utility plant is stated at the original cost of construction including an allowance for funds used during construction. The costs of renewals and betterments of units of property (as distinguished from minor items of property) are capitalized as additions to the utility plant accounts. Except for land, no gain or loss is recognized in connection with ordinary retirements of utility property units. Maintenance, repair, replacement, and renewal costs associated with items not qualifying as units of property are considered operating expenses. PGL and NSG charge the cost of units of property retired, sold, or otherwise disposed of to the accumulated provision for depreciation and record the cost of removal, less salvage value, associated with the retirement to depreciation expense. The other utilities charge the cost of units of property retired, sold, or otherwise disposed of, less salvage value, to the accumulated provision for depreciation and initially record a regulatory liability for removal costs and charge the costs against the liability as incurred.

Integrus Energy Group records straight-line depreciation expense over the estimated useful life of utility property. The PSCW approved depreciation rates for WPSC effective January 1, 2005. Depreciation rates for UPPCO were approved by the MPSC effective January 1, 2002. Depreciation rates for MGUC and MERC were approved by the MPSC and Minnesota Public Utility Commission (MPUC) effective April 1, 2006, and July 1, 2006, respectively. In April 2005, the Illinois Commerce Commission (ICC) approved depreciation rates for PGL and NSG. Annual utility composite depreciation rates are shown below.

Annual Utility Composite Depreciation Rates	2006	2005
WPSC – Electric	3.36%	3.65%
WPSC – Natural Gas	3.57%	3.61%
UPPCO	2.90%	2.85%
MGUC	2.06% ⁽¹⁾	—
MERC	1.76% ⁽²⁾	—
PGL	—	—
NSG	—	—

⁽¹⁾ Composite depreciation rate for 9 months of the year.

⁽²⁾ Composite depreciation rate for 6 months of the year.

⁽³⁾ Composite depreciation rate from February 22, 2007, through the end of 2007.

Interest capitalization is applied to nonutility property during construction, and gain and loss recognition occurs in connection with retirements. Currently, nonutility property at the regulated utilities consists primarily of land.

Nonregulated plant is stated at cost, which includes capitalized interest, or estimated fair value at the time of acquisition. The costs of renewals, betterments, and major overhauls are capitalized as additions to plant. The gains or losses associated with ordinary retirements are recorded in the period of retirement. Maintenance, repair, and minor replacement costs are expensed as incurred.

Most of the nonregulated subsidiaries compute depreciation using the straight-line method over the following estimated useful lives:

Structures and improvements	15 to 40 years
Office and plant equipment	5 to 40 years
Office furniture and fixtures	3 to 10 years
Vehicles	5 years
Computer equipment	3 to 8 years
Leasehold improvements	Shorter of: life of the lease or life of the asset

The nonregulated Combined Locks Energy Center uses the units of production depreciation method for selected components of equipment having defined lives stated in terms of hours of production.

Integrys Energy Group capitalizes certain costs related to software developed or obtained for internal use and amortizes those costs to operating expense over the estimated useful life of the related software, which ranges from 3 to 15 years.

(j) Capitalized Interest and Allowance for Funds Used During Construction—Our nonregulated subsidiaries capitalize interest for construction projects, while our utilities capitalize the cost of funds used for construction using a calculation that includes both internal (equity) and external (debt) components, as required by regulatory accounting.

Approximately 50% of WPSC's retail jurisdictional construction in progress expenditures are subject to the allowance for funds used during construction (AFUDC) calculation, except on specific projects approved by the PSCW. For 2007, WPSC's AFUDC retail rate was 8.61%. Carrying costs related to Weston 4 are currently being recovered in rates. WPSC's construction in progress AFUDC debt and equity percentage formula for the wholesale jurisdiction is specified in the FERC's Uniform System of Accounts. The 2007 average AFUDC wholesale rate was 8.54%. WPSC's allowance for equity funds used during construction for 2007, 2006, and 2005 was \$0.9 million, \$0.6 million, and \$1.5 million, respectively. WPSC's allowance for borrowed funds used during construction for 2007, 2006, and 2005 was \$0.3 million, \$0.2 million, and \$0.4 million, respectively.

The AFUDC calculation for the other utilities is determined by the respective state commissions, each with specific requirements. Based on those requirements, the other utilities did not record AFUDC for 2007, 2006, or 2005.

Our nonregulated subsidiaries calculate capitalized interest on long-term construction. The interest rate capitalized is based upon the monthly short-term borrowing rate Integrys Energy Group incurs for such funds. The amount of interest capitalized during 2007, 2006, and 2005 was not significant.

(k) Regulatory Assets and Liabilities—The regulated electric and natural gas utility segments are subject to the provisions of SFAS No. 71. Regulatory assets represent probable future revenue associated with certain incurred costs that will be recovered from customers through the ratemaking process. Regulatory liabilities represent amounts that are refundable in future customer rates. Based on a current evaluation of the various factors and conditions that are expected to impact future cost recovery, we believe that future recovery of our regulatory assets is probable. If at any reporting date a previously recorded regulatory asset is no longer probable of recovery, the regulatory asset is reduced to the amount considered probable of recovery with the reduction charged to expense in the year the determination is made.

(l) Asset Impairment—We review the recoverability of long-lived tangible and intangible assets in accordance with SFAS No. 144. This Statement requires review of assets when circumstances indicate that

the carrying amount may not be recoverable. The carrying amount of assets held and used is not recoverable if it exceeds the undiscounted sum of cash flows expected to result from the use and eventual disposition of the asset. If the carrying value is not recoverable, the impairment loss is measured as the excess of the asset's carrying value over its fair value. The carrying value of assets held for sale is not recoverable if it exceeds the fair value less cost to sell the asset. An impairment charge is recorded for any excess of the carrying value over the fair value less cost to sell. If events or circumstances indicate the carrying value of investments accounted for under the equity method of accounting may not be recoverable, potential impairment is assessed by comparing the fair value of these investments to their carrying values as well as assessing if a decline in fair value is temporary. If an impairment is indicated, a charge is recognized equal to the amount the carrying value exceeds the investment's fair value. Impairment charges are recorded if the carrying value of such assets exceed the future anticipated cash flows. See Note 4, "Discontinued Operations," for information related to the impairment charge recorded at Sunbury in 2005.

(m) Goodwill and Other Intangible Assets—In accordance with SFAS No. 142, "Goodwill and Other Intangible Assets," goodwill and other intangible assets with indefinite lives are not amortized, but are subject to annual impairment tests. The regulated electric and natural gas utility segments perform their impairment test during the second quarter of each year, while Integrys Energy Services performs its impairment test annually during the third quarter. The intangible asset impairment tests are updated whenever events or changes in circumstances indicate that the assets might be impaired. Based upon the results of testing, no impairments were noted in 2007, 2006, or 2005.

Other intangible assets with definite lives consist primarily of emission allowances, customer related intangible assets, and customer contract assets and liabilities. For more information on Integrys Energy Group's intangible assets, see Note 11, "Goodwill and Other Intangible Assets."

(n) Retirement of Debt—Premiums, discounts, and expenses incurred with the issuance of outstanding long-term debt are amortized over the terms of the debt issues. Any call premiums or unamortized expenses associated with refinancing higher-cost debt obligations used to finance regulated assets and operations are defined and amortized consistent with regulatory treatment of those items.

(o) Asset Retirement Obligations—Integrys Energy Group applies SFAS No. 143, "Accounting for Asset Retirement Obligations," and Interpretation No. 47, "Accounting for Conditional Asset Retirement Obligations." Under these accounting standards, Integrys Energy Group recognizes, at fair value, legal obligations associated with the retirement of tangible long-lived assets that result from the acquisition, construction or development, and/or normal operation of the assets. A liability is recorded for these obligations as long as the fair value can be reasonably estimated, even if the timing or method of settling the obligation is unknown. The asset retirement obligations are accreted using a credit-adjusted risk-free interest rate commensurate with the expected settlement dates of the asset retirement obligations. The associated retirement costs are capitalized as part of the related long-lived assets and are depreciated over the useful lives of the assets.

(p) Income Taxes—We account for income taxes using the liability method as prescribed by SFAS No. 109, "Accounting for Income Taxes." Under this method, deferred income taxes have been recorded using currently enacted tax rates for the differences between the tax basis of assets and liabilities and the basis reported in the financial statements. Our regulated utilities are allowed to defer certain adjustments made to income taxes and record regulatory assets or liabilities related to these adjustments.

Integrys Energy Group adopted the provisions of Financial Accounting Standards Board (FASB) Interpretation No. 48, "Accounting for Uncertainty in Income Taxes—an Interpretation of FAS 109," on January 1, 2007. As a result of the implementation of Interpretation No. 48, Integrys Energy Group recognized a \$0.1 million decrease in the liability for unrecognized tax benefits, which was accounted for as an increase in the January 1, 2007, balance of retained earnings.

Investment tax credits, which have been used to reduce our federal income taxes payable, have been deferred for financial reporting purposes. These deferred investment tax credits are being amortized over the useful lives of the property to which they relate.

Integrys Energy Group files a consolidated United States income tax return that includes domestic subsidiaries of which its ownership is 80% or more. Integrys Energy Group and its consolidated subsidiaries are parties to a tax allocation arrangement under which each entity determines its income tax provision on a stand-alone basis. In several states, combined or consolidated filing is required for certain members of Integrys Energy Group doing business in that state. The tax allocation arrangement equitably allocates the state taxes associated with these combined or consolidated filings.

(q) Taxes Other Than Income—Integrys Energy Group presents revenue net of pass-through taxes on the Consolidated Statements of Income.

(r) Guarantees—Integrys Energy Group applies Interpretation No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees Including Indirect Guarantees of Indebtedness of Others," which requires that the guarantor recognize, at the inception of the guarantee, a liability for the fair value of the obligation undertaken in issuing the guarantee. See Note 18, "Guarantees," for additional information on Interpretation No. 45.

(s) Stock-Based Employee Compensation—Integrys Energy Group has stock-based employee compensation plans, which are described more fully in Note 22, "Stock-Based Compensation." Prior to January 1, 2006, Integrys Energy Group accounted for these plans under the recognition and measurement provisions of Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees." Accordingly, Integrys Energy Group provided pro forma disclosure amounts in accordance with SFAS No. 148, "Accounting for Stock-Based Compensation—Transition and Disclosure," as if the fair value method defined by SFAS No. 123, "Accounting for Stock-Based Compensation," had been applied.

The following table illustrates the effect on 2005 income available for common shareholders and earnings per share if Integrys Energy Group had applied the fair value recognition provisions of SFAS No. 123:

<i>(Millions, except per share amounts)</i>	2005
Income available for common shareholders	
As reported	\$157.4
Add: Stock-based compensation expense using the intrinsic value method – net of tax	2.0
Deduct: Stock-based compensation expense using the fair value method – net of tax	(1.9)
Pro forma	\$157.5
Basic earnings per common share	
As reported	\$4.11
Pro forma	4.11
Diluted earnings per common share	
As reported	\$4.07
Pro forma	4.07

Effective January 1, 2006, Integrys Energy Group adopted the fair value recognition provisions of SFAS No. 123(R), "Share-Based Payment," using the modified prospective transition method. Under this transition method, prior periods' results are not restated. Stock-based compensation cost for 2006 included compensation cost for all stock-based compensation awards granted prior to, but not yet fully vested as of January 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of SFAS No. 123, adjusted for estimated future forfeitures. The fair values of stock-based compensation awards granted after January 1, 2006, were estimated in accordance with the provisions of SFAS No. 123(R). There was no material cumulative effect of a change in accounting principle recorded upon adoption of SFAS No. 123(R). The implementation of SFAS No. 123(R) did not have a material impact on cash flows from operations and cash flows from financing activities.

(t) Cumulative Effect of Change in Accounting Principles—The adoption of Interpretation No. 47 on December 31, 2005, resulted in a \$1.6 million after-tax cumulative effect of change in accounting principle, decreasing income available for common shareholders, related to recording a liability for asbestos remediation at certain of Integrys Energy Services' generation plants. Approximately \$1.4 million of the after-tax cumulative effect of change in accounting principle recorded in 2005 related to Sunbury. For more information on Sunbury, see Note 4, "Discontinued Operations." For the utility segments of Integrys Energy Group, we concluded it was probable that any differences between expenses under Interpretation No. 47 and expenses currently recovered through customer rates will be recoverable or refundable in future customer rates. Accordingly, the adoption of Interpretation No. 47 had no impact on the utility segments' income, as its effect is offset by the establishment of regulatory assets or liabilities pursuant to SFAS No. 71.

(u) Reclassifications—We reclassified certain prior year financial statement amounts to conform to the current year presentation. Significant reclassifications are as follows.

Consolidated Balance Sheet

Customers electing a budget payment plan had a credit balance of \$49.2 million at December 31, 2006. Since this balance is subject to change based upon the amount of future billings, this balance was reclassified from accounts payable to other current liabilities to conform to the December 31, 2007, presentation.

Consolidated Statements of Income

For the year ended December 31, 2006, and 2005, \$16.5 million and \$9.1 million, respectively, of software and intangible asset amortization expense was reclassified from operating and maintenance expense to depreciation and amortization expense to conform to the presentation for the year ended December 31, 2007.

Consolidated Statement of Cash Flows

The reclassifications discussed above were also reflected as reclassifications in the Consolidated Statements of Cash Flows for the year ended December 31, 2006, and 2005. These reclassifications had no impact on total operating, investing, or financing activities.

(v) New Accounting Pronouncements—In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements," which defines fair value, establishes new criteria to be considered when measuring fair value and expands disclosures about fair value measurements. SFAS No. 157 does not require any new fair value measurements. Integrys Energy Group applies fair value measurements to certain assets and liabilities, primarily derivative instruments, available-for-sale securities, deferred compensation liabilities, financial instruments required to be disclosed at fair value under SFAS No. 107, "Fair Value of Financial Instruments," and long-lived assets evaluated for impairments. SFAS No. 157 is effective for Integrys Energy Group on

Notes to Consolidated Financial Statements

January 1, 2008, for financial assets and liabilities and January 1, 2009, for nonfinancial assets and liabilities.

SFAS No. 157 nullified a portion of Emerging Issues Task Force Issue No. 02-3, "Issues Involved in Accounting for Derivative Contracts Held for Trading Purposes and Contracts Involved in Energy Trading and Risk Management Activities." Under Issue No. 02-3, inception gains or losses were deferred unless the fair value of the derivative was substantially based on quoted prices or other current market transactions. However, SFAS No. 157 provides a framework to consider, in evaluating a transaction, whether a transaction represents fair value at initial recognition. Integrys Energy Services expects to recognize a pre-tax cumulative effect increase to retained earnings of \$4.5 million on January 1, 2008.

SFAS No. 157 requires that a fair value measurement reflect the assumptions market participants would use in pricing an asset or liability based on the best available information. These assumptions include the risks inherent in a particular valuation technique (such as a pricing model) and the risks inherent in the inputs to the model. SFAS No. 157 also requires that we consider our own credit profile in valuing liabilities and specifies that transaction costs should not be considered in the determination of fair value. On January 1, 2008, Integrys Energy Group expects to recognize an increase to operating income of \$0.5 million as a result of considering its own credit profile in the measurement of certain liabilities at fair value, and an increase of \$11.0 million due to the exclusion of transaction costs from Integrys Energy Services' fair value estimates.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities." This standard permits entities to choose to measure many financial instruments and certain other items at fair value, following the provisions of SFAS No. 157. SFAS No. 159 is effective for Integrys Energy Group beginning January 1, 2008. We have chosen not to elect the fair value option for any of our financial assets and liabilities.

In December 2007, the FASB issued SFAS No. 141(R), "Business Combinations." SFAS No. 141(R) provides greater consistency in the accounting and financial reporting of business combinations. SFAS No. 141(R) requires the acquiring entity in a business combination to recognize all assets acquired and liabilities assumed in the transaction and any non-controlling interest in the acquiree at the acquisition date, measured at the fair value as of that date. This includes the measurement of the acquirer's shares issued as consideration in a business combination, the recognition of contingent consideration, the accounting for pre-acquisition gain and loss contingencies, the recognition of capitalized in-process research and development, the accounting for acquisition-related restructuring cost accruals, the treatment of acquisition-related transaction costs, and the recognition of changes in the acquirer's income tax valuation allowance and deferred taxes. This statement also establishes disclosure requirements to enable the evaluation of the nature and financial effect of the business combination. SFAS No. 141(R) is effective for business combinations consummated after January 1, 2009. Also effective January 1, 2009, any adjustments to uncertain tax positions from business combinations consummated prior to January 1, 2009, will no longer be recorded as an adjustment to goodwill, but will be reported in income.

NOTE 2—FAIR VALUE OF FINANCIAL INSTRUMENTS

The following methods and assumptions were used to estimate the fair value of each class of financial instrument for which it is practicable to estimate such value:

Cash and cash equivalents, restricted cash, accounts receivable, accounts payable, notes payable, and outstanding commercial paper: The carrying amount approximates fair value due to the short maturity of these investments and obligations.

Long-term debt and preferred stock: The fair values of long-term debt and preferred stock are estimated based on the quoted market price for the same or similar issues or on the current rates offered to Integrys Energy Group for debt of the same remaining maturity.

Risk management assets—net: Assets and liabilities from risk management activities are recorded at fair value in accordance with SFAS No. 133.

The estimated fair values of our financial instruments as of December 31 were:

(Millions)			2006	
	2006	2005	Carrying Amount	Fair Value
Cash and cash equivalents	\$ 41.2	\$ 41.2	\$ 23.2	\$ 23.2
Restricted cash	—	—	22.0	22.0
Accounts receivable – net	1,405.3	1,405.3	1,037.3	1,037.3
Accounts payable	1,351.8	1,351.8	949.4	949.4
Notes payable	160.0	160.0	160.0	160.0
Commercial paper	562.8	562.8	562.8	562.8
Long-term debt	2,323.3	2,323.3	1,313.7	1,323.1
Preferred stock	51.1	48.8	51.1	48.8
Risk management assets – net	110.4	110.4	110.4	110.4

NOTE 3—RISK MANAGEMENT ACTIVITIES

The following table shows Integrys Energy Group's assets and liabilities from risk management activities as of December 31, 2007, and 2006:

(Millions)	Assets		Liabilities	
		2006		2006
Utility Segments				
Commodity contracts		\$ 5.9		\$ 12.1
Financial transmission rights		14.3		2.0
Cash flow hedges – commodity contracts		–		–
Nonregulated Segments				
Commodity and foreign currency contracts		1,237.7		1,195.4
Fair value hedges				
Commodity contracts		11.0		0.3
Interest rate swaps		–		–
Cash flow hedges				
Commodity contracts		107.9		53.3
Interest rate swaps		–		3.3
Total		\$1,376.8		\$1,266.4
Balance Sheet Presentation				
Current		\$1,068.6		\$1,001.7
Long-term		308.2		264.7
Total		\$1,376.8		\$1,266.4

Assets and liabilities from risk management activities are classified as current or long-term based upon the maturities of the underlying contracts.

Utility Segments

Derivative instruments at the utilities are entered into in accordance with the terms of the risk management policies approved by Integrys Energy Group's Board of Directors and, if applicable, by the respective regulators. For most energy-related physical and financial derivatives in our regulated operations, our regulators allow the effects of mark-to-market accounting to be deferred as regulatory assets and liabilities. Management believes any gains or losses resulting from the eventual settlement of these derivative instruments will be collected from or refunded to customers.

The derivatives listed in the above table as "commodity contracts" include a limited number of electric and natural gas purchase contracts as well as financial derivative contracts (New York Mercantile Exchange [NYMEX] futures and options) used by both the electric and natural gas utility segments to mitigate the risk associated with market price volatility of natural gas. The electric utility segment also uses financial instruments to manage transmission congestion costs, which are shown in the above table as "financial transmission rights."

Additionally, PGL uses derivatives to hedge changes in the price of natural gas used to support operations. These instruments are designated as cash flow hedges, which allow for the effective portion of the unrealized change in value during the life of the hedge to be recorded in comprehensive income, net of taxes. Commodity contracts that are designated as cash flow hedges extend through February 2009. Cash flow hedge ineffectiveness recorded in operating and maintenance expense on the Consolidated Statements of Income related to these commodity contracts was insignificant for the year ended December 31, 2007. When testing for effectiveness, no portion of the derivative instruments was excluded. Amounts recorded in other comprehensive income related to these cash flow hedges will be recognized in earnings as the hedged transactions occur or if it becomes probable that the hedged transaction will not occur. The amount to be recognized in earnings over the next 12 months as the hedged transactions occur is insignificant.

Nonregulated Segments

The derivatives in the nonregulated segments not designated as hedges under generally accepted accounting principles are primarily commodity contracts used to manage price risk associated with natural

gas and electric energy purchase and sale activities and foreign currency contracts used to manage foreign currency exposure related to Integrys Energy Services' Canadian operations. In addition, Integrys Energy Services entered into interest rate swaps associated with long-term storage contracts as well as a series of options covering a specified number of barrels of oil in order to manage exposure to the risk of an increase in oil prices. Changes in the fair value of non-hedge derivatives are recognized currently in earnings.

In the second quarter of 2006, Integrys Energy Services began entering into a limited number of derivative energy contracts with terms that extend as long as 12 years. Observable market data is not available for the longer-dated portion (generally periods greater than five years) (the unobservable periods) of these contracts and, therefore, Integrys Energy Services had valued the unobservable periods of these contracts at zero. In the third quarter of 2007, Integrys Energy Services determined that this approach was inappropriate under generally accepted accounting principles and began to use internally developed pricing data to estimate the fair value of such unobservable periods. The cumulative effect related to prior periods was an increase in income from continuing operations and income available for common shareholders of \$4.6 million, net of taxes. Management has determined that this amount is not material to prior periods. The determination of fair value for these derivative contracts is subjective and requires significant management judgment.

Our nonregulated segments also enter into commodity derivative contracts that are designated as either fair value or cash flow hedges. Integrys Energy Services uses fair value hedges to mitigate the risk of changes in the price of natural gas held in storage. The changes in the fair value of these hedges are recognized currently in earnings, as are the changes in fair value of the hedged items. Fair value hedge ineffectiveness recorded in nonregulated revenue on the Consolidated Statements of Income was not significant in 2007. Fair value hedge ineffectiveness recorded in nonregulated revenue on the Consolidated Statements of Income was a pre-tax gain of \$3.7 million in 2006, and a pre-tax loss of \$2.5 million in 2005. Changes in the difference between the spot and forward prices of natural gas were excluded from the assessment of hedge effectiveness and reported directly in nonregulated revenue. During 2007 and 2006, the amounts excluded were not significant. During 2005, the amount excluded was a pre-tax loss of \$5.2 million.

Commodity contracts that are designated as cash flow hedges extend through December 2011, and are used to mitigate the risk of cash flow variability associated with future purchases and sales of natural gas and electricity. To the extent they are effective, the changes in the values of these contracts are included in other comprehensive income, net of taxes. Cash flow hedge ineffectiveness recorded in nonregulated revenue on the Consolidated Statements of Income related to commodity contracts was a pre-tax loss of \$4.4 million in 2007, a pre-tax gain of \$8.6 million in 2006, and a pre-tax loss of \$2.6 million in 2005. When testing for effectiveness, no portion of the derivative instruments was excluded. Amounts recorded in other comprehensive income related to these cash flow hedges will be recognized in earnings when the hedged transactions affect earnings, which is typically as the

related contracts are settled, or if it is probable that the hedged transaction will not occur. During 2007, the amount reclassified from other comprehensive income into earnings as a result of the discontinuance of cash flow hedge accounting for certain hedge transactions was not significant. During 2006 and 2005, Integrys Energy Group reclassified pre-tax gains of \$2.1 million, and \$5.2 million, respectively, from other comprehensive income into earnings as a result of the discontinuance of cash flow hedge accounting for certain hedge transactions. In the next 12 months, subject to changes in market prices of natural gas and electricity, Integrys Energy Group expects that a pre-tax gain of \$7.4 million will be recognized in earnings as the hedged transactions occur. This amount is expected to be substantially offset by the settlement of the related nonderivative contracts that are being hedged.

NOTE 4—DISCONTINUED OPERATIONS

PEP

In September 2007, Integrys Energy Group completed the sale of PEP, its oil and natural gas production subsidiary acquired in the merger with PEC, for \$879.1 million. Post-closing adjustments in the amount of \$9.9 million were settled in February 2008 related to this sale, which reduced the sale price to \$869.2 million. These post-closing adjustments were funded through other current liabilities at December 31, 2007, and, therefore, are included in Note 1(d), "Cash and Cash Equivalents," as a non-cash transaction. Including the impact of the post-closing adjustments, the pre-tax gain recorded was \$12.6 million (\$7.6 million after-tax), and was included as a component of discontinued operations.

A summary of the components of discontinued operations recorded in the Consolidated Statements of Income related to PEP was as follows:

(Millions)	2007 December 31, 2007
Nonregulated revenue	\$14.2
Operating and maintenance expense	(2.6)
Gain on PEP sale	\$12.6
Taxes other than income	0.1
Other expense	(0.1)
Income before taxes	\$14.2
Provision for income taxes	(1.6)
Discontinued operations, net of tax	\$12.6

It is Integrys Energy Group's policy to not allocate interest to discontinued operations unless the asset group being sold has external debt obligations. PEP did not have any external debt obligations.

Niagara

In January 2007, Integrys Energy Services completed the sale of Niagara for approximately \$31 million. The gain recorded in 2007 was \$24.6 million pre-tax (\$14.7 million after-tax), and was included as a component of discontinued operations. This facility was a merchant generation facility and sold power on a wholesale basis when market conditions were economically favorable.

The major classes of assets held for sale at December 31, 2006, for Niagara were as follows:

(Millions)	
Inventories	\$0.4
Property, plant, and equipment, net	4.6
Other assets	1.1
Total assets held for sale	\$6.1

A summary of the components of discontinued operations recorded in the Consolidated Statements of Income related to Niagara for the year ended December 31 were as follows:

(Millions)	2006	2005
Nonregulated revenue	\$19.3	\$21.8
Nonregulated cost of fuel, natural gas, and purchased power	12.9	12.2
Operating and maintenance expense	5.3	4.9
Gain on Niagara sale	—	—
Depreciation and amortization expense	0.4	0.3
Taxes other than income	0.3	0.2
Other income	0.2	—
Income before taxes	0.6	4.2
Income tax provision	0.2	1.8
Discontinued operations, net of tax	\$ 0.4	\$ 2.4

No interest expense was allocated to discontinued operations as Niagara did not have any external debt obligations.

Sunbury

In July 2006, Integrys Energy Services completed the sale of Sunbury. Sunbury's primary asset was the Sunbury generation plant located in Pennsylvania. The gain recorded in 2006 was \$20.2 million pre-tax (\$12.5 million after taxes), and was included as a component of discontinued operations. This facility sold power on a wholesale basis when market conditions were economically favorable.

A summary of the components of discontinued operations recorded in the Consolidated Statements of Income for the years ended December 31 related to Sunbury were as follows:

(Millions)	2006	2005
Nonregulated revenue	\$69.2	\$115.4
Nonregulated cost of fuel, natural gas, and purchased power	61.6	68.7
Operating and maintenance expense	17.9	27.5
Gain on Sunbury sale	20.2	—
Depreciation and amortization expense	0.3	0.2
Gain on sale of emission allowances	—	(86.8)
Impairment loss	—	80.6
Taxes other than income	0.3	0.4
Interest expense	—	(10.4)
Income before taxes	9.3	14.4
Income tax provision	2.4	5.3
Discontinued operations, net of tax	\$ 6.9	\$ 9.1

For the year ended December 31, 2005, interest expense of \$9.1 million was recognized related to the termination of an interest rate swap pertaining to Sunbury's non-recourse debt obligation in addition to the

recognition of interest expense on the non-recourse debt prior to the restructuring of this debt to an Integrys Energy Group obligation in the second quarter of 2005.

NOTE 5—PROPERTY, PLANT, AND EQUIPMENT

Property, plant, and equipment in service at December 31 consists of the following utility, nonutility, and nonregulated assets:

(Millions)	2006
Electric utility	\$2,181.7
Natural gas utility	1,129.6
Total utility plant	3,311.3
Less: Accumulated depreciation	1,366.2
Net	1,945.1
Construction in progress	444.9
Net utility plant	2,390.0
Nonutility plant	21.0
Less: Accumulated depreciation	6.5
Net nonutility plant	14.5
Electric nonregulated	161.0
Natural gas nonregulated	1.1
Other nonregulated	21.9
Total nonregulated property, plant, and equipment	184.0
Less: Accumulated depreciation	53.7
Net nonregulated property, plant, and equipment	130.3
Total property, plant, and equipment	\$2,534.8

The increase in the natural gas utility assets in 2007 is due to the merger with PEC. See Note 6, "Acquisitions and Sales of Assets," for more information on the merger with PEC. The increase in construction in progress in 2007 is mainly due to the construction of Weston 4, which is scheduled to be placed in service in the first quarter of 2008.

NOTE 6—ACQUISITIONS AND SALES OF ASSETS

Merger with PEC

Effective February 21, 2007, the PEC merger was completed and WPS Resources Corporation changed its name to Integrys Energy Group, Inc. The merger was accounted for under the purchase method of accounting, with Integrys Energy Group treated as the acquirer. In the merger, shareholders of PEC received 0.825 shares of Integrys Energy Group common stock, \$1 par value, for each share of PEC common stock, no par value, which they held immediately prior to the merger. The total purchase price was approximately \$1.6 billion (as shown in the table below). The results of operations attributable to PEC are included in the Consolidated Financial Statements from February 22, 2007, through December 31, 2007.

The purchase price was allocated based on the estimated fair market values of the assets acquired and liabilities assumed. The excess of the purchase price over the estimated fair values of the tangible net assets acquired was allocated to identifiable intangible assets, with the remainder then allocated to goodwill. The following table shows the allocation of the purchase price to the assets acquired and liabilities assumed at the date of the acquisition.

(Millions)	
Current assets	
Assets held for sale (PEP)	
Property, plant, and equipment, net	
Regulatory assets	
Goodwill	
Other long-term assets	
Total assets	
Current liabilities	
Liabilities held for sale (PEP)	
Long-term debt	
Regulatory liabilities	
Other long-term liabilities	
Total liabilities	
Net assets acquired/purchase price	

In connection with the merger, Integrys Energy Services recorded a non-cash gain related to the deemed settlement of existing natural gas and electricity contracts between Integrys Energy Services and certain PEC subsidiaries. Based on forward energy prices existing at the date of the merger, Integrys Energy Services recognized a \$4.0 million gain, representing the fair value of these natural gas and electricity contracts at the merger date.

Acquired intangible assets are included in other long-term assets in the above table. See Note 11, "Goodwill and Other Intangible Assets," for a description of the acquired intangible assets.

Notes to Consolidated Financial Statements

Goodwill of \$644.9 million was recorded in connection with the merger, none of which is deductible for tax purposes.

In order to achieve Integrys Energy Group's anticipated merger synergies, a restructuring plan has been implemented, which includes a process to eliminate duplicative jobs within Integrys Energy Group. Costs associated with the merger-related involuntary termination of employees at PEC (the acquired company) have been recognized as a liability assumed in the merger and included in the purchase price allocation. The following table summarizes the activity related to these specific costs for the period February 22, 2007, through December 31, 2007.

(Millions)	
Accrued employee severance costs at beginning of period	
Adjustments to accrual reflected in purchase price	
Cash payments	
Severance cost reserve at December 31, 2007	

Costs related to the involuntary termination of the acquirer's employees are expensed following the guidance of SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities." Costs associated with the relocation or voluntary termination of employees are expensed in accordance with SFAS No. 88, "Employers' Accounting for Settlements and Curtailments of Defined Benefit Pension Plans and for Termination Benefits." The following table summarizes the activity related to costs incurred under SFAS No. 146 and SFAS No. 88 for the period February 22, 2007, through December 31, 2007.

(Millions)	
Accrued employee severance costs at beginning of period	
Severance expense recorded	
Cash payments	
Severance cost reserve at December 31, 2007	

Purchase of Aquila's Michigan and Minnesota Natural Gas Distribution Operations

On April 1, 2006, Integrys Energy Group, through its wholly owned subsidiary MGUC, completed the acquisition of natural gas distribution operations in Michigan from Aquila. On July 1, 2006, Integrys Energy Group, through its wholly owned subsidiary MERC, completed the acquisition of natural gas distribution operations in Minnesota from Aquila. Integrys Energy Group paid total consideration of \$341.7 million for the Michigan natural gas distribution operations, and \$315.7 million for the Minnesota natural gas distribution operations. Both amounts include closing adjustments related primarily to purchased working capital. Both transactions were accounted for under the purchase method of accounting.

Supplemental Pro Forma Information

The following table shows pro forma results of operations for Integrys Energy Group for the year ended December 31, 2007, as if the acquisition of PEC had been completed at January 1, 2007, as well as pro forma results of operations for Integrys Energy Group for the year ended December 31, 2006, as if the acquisitions of PEC and the Michigan and Minnesota natural gas distribution operations from Aquila had been completed at January 1, 2006. Pro forma results are presented for informational purposes only, assume commercial paper was used to finance the Michigan and Minnesota transactions, and are not necessarily indicative of what the actual results would have been had the acquisitions actually occurred on January 1, 2007, and January 1, 2006.

		Pro Forma for the Year Ended December 31
(Millions, except per share amounts)		2006
Net revenue		\$9,686.1
Income from continuing operations		144.8
Income available for common shareholders		178.4
Basic earnings per share – continuing operations		\$1.91
Basic earnings per share		\$2.40
Diluted earnings per share – continuing operations		\$1.91
Diluted earnings per share		\$2.40

Sale of WPS ESI Gas Storage, LLC

In April 2006, Integrys Energy Services sold WPS ESI Gas Storage, LLC, which owned a natural gas storage field located in the Kimball Township, St. Clair County, Michigan, for \$19.9 million. The transaction resulted in the recognition of a pre-tax gain of \$9.0 million in the second quarter of 2006.

Sale of Guardian Pipeline

In April 2006, WPS Investments, LLC, a consolidated subsidiary of Integrys Energy Group, completed the sale of its one-third interest in Guardian Pipeline, LLC to Northern Border Partners, LP for \$38.5 million. The transaction resulted in the recognition of a pre-tax gain of \$6.2 million in the second quarter of 2006.

Sale of UPPCO Lands

In December 2005, UPPCO sold a portion of its real estate holdings, which was no longer needed for operations, for \$5.9 million. UPPCO recognized a pre-tax gain of \$5.5 million on the sale in 2005.

Dairyland Power Cooperative (DPC)

In November 2005, WPSC and DPC closed a transaction in which DPC acquired a 30% ownership interest in Weston 4. Under the terms of the agreement, WPSC received \$95.1 million in cash from DPC for its share of Weston 4 construction costs through the date of the closing. DPC is remitting payments to WPSC for its 30% share of the remaining costs to complete the construction of Weston 4 and will begin to reimburse WPSC for its share of operating costs when the plant is operational.

Sale of Kewaunee

On July 5, 2005, WPSC completed the sale of its 59% ownership interest in Kewaunee to Dominion Energy Kewaunee, LLC, a subsidiary of Dominion Resources, Inc. At the same time, Wisconsin Power and Light Company sold its 41% ownership interest in Kewaunee to Dominion.

WPSC's share of the cash proceeds from the sale of Kewaunee was \$112.5 million. The sale resulted in a loss of \$12.5 million. The loss includes adjustments for the fair value of an indemnity issued to cover certain costs Dominion may incur related to an unplanned outage in 2005, as well as certain costs related to the termination of the plant operating agreement and withdrawal from Integrys Energy Group's investment in the Nuclear Management Company, which served as the licensed operator of Kewaunee.

In conjunction with the sale, Dominion received the assets in WPSC's qualified decommissioning trust and assumed responsibility for the eventual decommissioning of Kewaunee. These trust assets had a pre-tax fair value of \$243.6 million at closing. WPSC retained ownership of the assets contained in its nonqualified decommissioning trust. Proceeds received from the liquidation of the nonqualified decommissioning trust were \$127.1 million, substantially all of which have been refunded to ratepayers. See Note 23, "Regulatory Environment," for details regarding regulatory treatment of the proceeds received from the nonqualified decommissioning trust and the loss on the sale of Kewaunee.

At the closing date, WPSC's share of the carrying value of the assets and liabilities that were included within the sale agreement, or that were otherwise eliminated pursuant to the sale, were as follows:

<i>(Millions)</i>	July 5, 2005
Qualified decommissioning trust fund	\$243.6
Other utility plant, net	165.4
Other current assets	5.5
Total assets	\$414.5
Regulatory liabilities	\$ (72.1)
Accounts payable	2.5
Asset retirement obligations	376.4
Total liabilities	\$306.8

Upon the closing of the sale, WPSC entered into an agreement with Dominion to purchase energy and capacity from the plant consistent with volumes available when WPSC owned Kewaunee. The power purchase agreement extends through 2013 when the plant's current operating license will expire.

NOTE 7—JOINTLY OWNED UTILITY FACILITIES

WPSC holds an ownership interest in certain jointly owned electric generating facilities. WPSC is entitled to shares of the generating capability and output of each facility equal to its respective ownership interest. WPSC also pays its ownership share of additional construction

costs, fuel inventory purchases, and operating expenses unless specific agreements have been executed to limit its maximum exposure to additional costs. WPSC's share of significant jointly owned electric generating facilities as of December 31, 2007, is as follows:

(Millions, except for percentages and megawatts)

Ownership	
WPSC's share of plant nameplate capacity (megawatts)	
Utility plant in service	
Accumulated depreciation	
In-service date	

Facility	Ownership	WPSC's share of plant nameplate capacity (megawatts)	Utility plant in service	Accumulated depreciation	In-service date
Weston 4	70%	350	\$1,100	\$1,100	2008
Weston 5	70%	350	\$1,100	\$1,100	2008
Weston 6	70%	350	\$1,100	\$1,100	2008
Weston 7	70%	350	\$1,100	\$1,100	2008
Weston 8	70%	350	\$1,100	\$1,100	2008
Weston 9	70%	350	\$1,100	\$1,100	2008
Weston 10	70%	350	\$1,100	\$1,100	2008
Weston 11	70%	350	\$1,100	\$1,100	2008
Weston 12	70%	350	\$1,100	\$1,100	2008
Weston 13	70%	350	\$1,100	\$1,100	2008
Weston 14	70%	350	\$1,100	\$1,100	2008
Weston 15	70%	350	\$1,100	\$1,100	2008
Weston 16	70%	350	\$1,100	\$1,100	2008
Weston 17	70%	350	\$1,100	\$1,100	2008
Weston 18	70%	350	\$1,100	\$1,100	2008
Weston 19	70%	350	\$1,100	\$1,100	2008
Weston 20	70%	350	\$1,100	\$1,100	2008
Weston 21	70%	350	\$1,100	\$1,100	2008
Weston 22	70%	350	\$1,100	\$1,100	2008
Weston 23	70%	350	\$1,100	\$1,100	2008
Weston 24	70%	350	\$1,100	\$1,100	2008
Weston 25	70%	350	\$1,100	\$1,100	2008
Weston 26	70%	350	\$1,100	\$1,100	2008
Weston 27	70%	350	\$1,100	\$1,100	2008
Weston 28	70%	350	\$1,100	\$1,100	2008
Weston 29	70%	350	\$1,100	\$1,100	2008
Weston 30	70%	350	\$1,100	\$1,100	2008
Weston 31	70%	350	\$1,100	\$1,100	2008
Weston 32	70%	350	\$1,100	\$1,100	2008
Weston 33	70%	350	\$1,100	\$1,100	2008
Weston 34	70%	350	\$1,100	\$1,100	2008
Weston 35	70%	350	\$1,100	\$1,100	2008
Weston 36	70%	350	\$1,100	\$1,100	2008
Weston 37	70%	350	\$1,100	\$1,100	2008
Weston 38	70%	350	\$1,100	\$1,100	2008
Weston 39	70%	350	\$1,100	\$1,100	2008
Weston 40	70%	350	\$1,100	\$1,100	2008
Weston 41	70%	350	\$1,100	\$1,100	2008
Weston 42	70%	350	\$1,100	\$1,100	2008
Weston 43	70%	350	\$1,100	\$1,100	2008
Weston 44	70%	350	\$1,100	\$1,100	2008
Weston 45	70%	350	\$1,100	\$1,100	2008
Weston 46	70%	350	\$1,100	\$1,100	2008
Weston 47	70%	350	\$1,100	\$1,100	2008
Weston 48	70%	350	\$1,100	\$1,100	2008
Weston 49	70%	350	\$1,100	\$1,100	2008
Weston 50	70%	350	\$1,100	\$1,100	2008

Weston 4 is a nominal 500-megawatt coal-fired generation station that is scheduled to be placed in service in the first quarter of 2008. WPSC has a 70% ownership in this facility.

WPSC's share of direct expenses for these plants is recorded in operating expenses in the Consolidated Statements of Income. WPSC has supplied its own financing for all jointly owned projects.

NOTE 8—NUCLEAR DECOMMISSIONING TRUST

In conjunction with the sale of Kewaunee in July 2005, the qualified decommissioning trust assets were transferred to Dominion and WPSC liquidated the assets contained in the nonqualified decommissioning trust. Proceeds received from the liquidation of the nonqualified decommissioning trust are being refunded to ratepayers. See Note 23, "Regulatory Environment," for details regarding regulatory treatment of the proceeds received from the nonqualified decommissioning trust.

Decommissioning costs collected in customer rates and charges for realized earnings from the trusts were included in depreciation expense. Realized after-tax trust earnings totaled \$41.0 million in 2005 as the trust assets were liquidated due to the sale of Kewaunee.

NOTE 9—REGULATORY ASSETS AND LIABILITIES

The following regulatory assets and liabilities are reflected in our Consolidated Balance Sheets as of December 31:

(Millions)	2006
Regulatory assets	
Environmental remediation costs (net of insurance recoveries)	\$102.7
Pension and postretirement benefit related items	158.7
De Pere Energy Center	40.5
Nuclear costs	45.3
Derivatives	14.1
Energy recoveries	21.0
Income tax related items	4.6
Weston 3 lightning strike	—
Midwest Independent Transmission System Operator (MISO) costs	20.8
Asset retirement obligations	4.2
Costs to achieve merger synergies	—
Unamortized loss on debt	0.8
Reserve for uncollectible accounts	7.0
Reduced coal deliveries	6.6
Other	12.5
Total	\$438.8
Balance Sheet Presentation	
Current	\$ 8.7
Long-term	430.1
Total	\$438.8
Regulatory liabilities	
Cost of removal reserve	\$206.4
Pension and postretirement benefit related items	3.6
Energy refunds	22.8
Derivatives	16.1
Income tax related items	9.7
American Transmission Company LLC (ATC) and MISO refunds	4.2
Non-qualified decommissioning trust	55.9
Other	5.8
Total	\$324.5
Balance Sheet Presentation	
Current	\$ 22.8
Long-term	301.7
Total	\$324.5

Our utility subsidiaries expect to recover their regulatory assets and return their regulatory liabilities through rates charged to customers based on specific ratemaking decisions or precedent for each item over periods specified by the regulators or over the normal operating period of the assets and liabilities to which they relate. Based on prior and current rate treatment for such costs, we believe it is probable that our utility subsidiaries will continue to recover from customers the regulatory assets described above.

Pension and postretirement benefit related items at December 31, 2007, and 2006, include all adjustments made to implement

SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans—an amendment of FASB Statements No. 87, 88, 106, and 132(R)," which was effective December 31, 2006.

See Note 1(e), "Summary of Significant Accounting Policies—Revenue and Customer Receivables"; Note 3, "Risk Management Activities"; Note 6, "Acquisitions and Sales of Assets"; Note 15, "Asset Retirement Obligations"; Note 17, "Commitments and Contingencies"; Note 19, "Employee Benefit Plans"; and Note 23, "Regulatory Environment"; for more information on some of the more significant regulatory assets and liabilities listed in the above table.

NOTE 10—INVESTMENTS IN AFFILIATES, AT EQUITY METHOD

Investments in corporate joint ventures and other companies accounted for under the equity method at December 31, 2007, and 2006, are as follows:

(Millions)		2006
ATC		\$231.9
Wisconsin River Power Company (WRPC)		8.9
Other		3.2
Investments in affiliates, at equity method		\$244.0

Investments in affiliates under the equity method are a component of other assets on the Consolidated Balance Sheets, and the equity income is recorded in miscellaneous income on the Consolidated Statements of Income. We are taxed on ATC's equity income, rather than ATC, due to the tax flow through nature of ATC's business structure. Accordingly, the provision for income taxes includes our taxes on this equity income. Included in other investments in 2006 in the above table is Integrys Energy Services' ownership in ECO Coal Pelletization #12, LLC. See below for further explanation of this investment.

ATC

Integrys Energy Group had an approximate 34.5% ownership interest in ATC at December 31, 2007. ATC is a for-profit, transmission-only company. ATC owns, maintains, monitors, and operates electric transmission assets in portions of Wisconsin, Michigan, Minnesota, and Illinois.

In January 2008, ATC's Wausau, Wisconsin, to Duluth, Minnesota, transmission line became operational. Integrys Energy Group committed to fund 50% of total project costs incurred by investing additional equity in ATC.

The regulated electric utilities provide construction and other services to, and receive network transmission services from, ATC. The charges to ATC for services and construction provided by the regulated electric utilities and the network transmission service costs received from ATC by the regulated electric utilities at December 31, were as follows:

(Millions)		2006	2005
Total charges to ATC for services and construction		\$126.5	\$72.9
Total network transmission service costs provided by ATC		\$ 63.3	\$54.2

Integrys Energy Group recorded dividends received of \$36.7 million, \$29.7 million, and \$17.8 million from ATC in 2007, 2006, and 2005, respectively. Integrys Energy Group made capital contributions to ATC of \$50.9 million, \$36.5 million, and \$65.1 million in 2007, 2006, and 2005, respectively.

WRPC

WPSC owns 50% of the voting stock of WRPC, which operates two hydroelectric plants on the Wisconsin River and an oil-fired combustion turbine. Two-thirds of the energy output of the hydroelectric plants is sold to WPSC, and the remaining one-third is sold to Wisconsin Power and Light. The electric power from the combustion turbine is sold in equal parts to WPSC and Wisconsin Power and Light.

WPSC has sales to and purchases from WRPC and receives net proceeds from sales of energy into the MISO market from WRPC. The related party transactions recorded and net proceeds received at December 31, were as follows:

(Millions)		2006	2005
Revenues from services provided to WRPC		\$1.5	\$0.7
Purchases of energy from WRPC		4.1	4.3
Net proceeds from WRPC sales of energy into the MISO		4.2	3.1

WPSC recorded dividends received of \$0.9 million, \$4.2 million, and \$7.8 million from WRPC in 2007, 2006, and 2005, respectively.

Of Integrys Energy Group's equity in net income disclosed below, \$1.8 million, \$3.2 million, and \$4.9 million relates to WPSC's investment in WRPC in 2007, 2006, and 2005, respectively.

ECO Coal Pelletization #12

At December 31, 2007, Integrys Energy Services held a 70% ownership interest in ECO Coal Pelletization #12, LLC, which held an equity method investment in an entity that produced synthetic fuel for tax credits under Section 29/45K of the Internal Revenue Code. By law, Section 29/45K federal tax credits for synthetic fuel produced from coal expired on December 31, 2007; therefore, this facility ceased operation effective January 1, 2008. Integrys Energy Services' investment in this facility was not significant at December 31, 2007, or 2006. The losses and royalty income received from the equity method investment Integrys Energy Services held through its ownership interest in ECO Coal Pelletization #12, LLC, were as follows:

(Millions)		2006	2005
Losses generated from operations of ECO Coal Pelletization #12		\$23.9	\$16.8
Integrys Energy Services' partners share of the losses (recorded as minority interest)		(3.8)	(4.5)
Royalty income recognized		—	(3.5)

In 2007, 2006, and 2005, the operation of this facility generated positive earnings when including the tax credits generated and the impact of gains on oil options utilized to mitigate the risk that rising oil prices had on the value of the tax credits.

Guardian Pipeline

Guardian Pipeline, LLC owns a natural gas pipeline, which began operating in 2002, that stretches about 140 miles from near Joliet, Illinois, into southern Wisconsin. It can transport up to 750 million cubic feet of natural gas daily. In April 2006, Integrys Energy Group completed the sale of its one-third interest in Guardian Pipeline to Northern Border Partners, LP. See Note 6, "Acquisitions and Sales of Assets," for more information related to the sale.

Integrys Energy Services recorded related party transactions for purchases from Guardian Pipeline. These purchases amounted to \$0.9 million in 2006 through the date of sale, and \$0.6 million in 2005.

Other Investments

Other investments accounted for under the equity method include various investments that were not significant at December 31, 2007, and 2006.

Financial Data

Combined financial data of ATC and WRPC are included in the table below for 2007 and 2006. Combined financial data of ATC, WRPC, and Guardian Pipeline are included in the table below for 2005. The

financial data of Guardian Pipeline is not included in the 2007 or 2006 information, as Integrys Energy Group sold this investment in April 2006 and the financial information from January 1, 2006, through the date of sale was not significant.

(Millions)		2006	2005
Income statement data			
Revenues		\$ 347.5	\$ 339.8
Operating expenses		184.3	189.4
Other expense		34.9	37.8
Net income		\$ 128.3	\$ 112.6
Integrys Energy Group's equity in net income		\$ 42.2	\$ 31.8
Balance sheet data			
Current assets		\$ 36.2	\$ 40.3
Non-current assets		1,872.4	1,791.8
Total assets		\$1,908.6	\$1,832.1
Current liabilities		\$ 306.4	\$ 158.5
Long-term debt		648.9	796.9
Other non-current liabilities		128.2	102.4
Shareholders' equity		825.1	774.3
Total liabilities and shareholders' equity		\$1,908.6	\$1,832.1

NOTE 11—GOODWILL AND OTHER INTANGIBLE ASSETS

The following table shows goodwill recorded by Integrys Energy Group as of December 31, 2007, and 2006:

(Millions)	December 31,	2006
Natural Gas Utility segment		\$303.9
Integrys Energy Services		—
Total goodwill by segment		\$303.9

Integrys Energy Group had the following changes to the carrying amount of goodwill for the year ended December 31, 2007:

(Millions)	
Goodwill recorded at December 31, 2006	\$303.9
Purchase accounting adjustments for MGUC and MERC	
Goodwill associated with PEC merger	
Goodwill recorded at December 31, 2007	

Identifiable intangible assets other than goodwill are included as a component of other assets within the Consolidated Balance Sheets. Information in the tables below relates to purchased identifiable intangible assets for the periods indicated.

(Millions)	December 31, 2007			December 31, 2006		
Asset Class	Gross Carrying Amount	Accumulated Amortization	Net	Gross Carrying Amount	Accumulated Amortization	Net
Customer related	\$12.2	\$ (4.3)	\$ 7.9	\$12.2	\$ (4.3)	\$ 7.9
Natural gas and electric contract assets ⁽¹⁾	60.1	(34.9)	25.2	—	—	—
Natural gas and electric contract liabilities ⁽²⁾	(33.4)	12.1	(21.3)	—	—	—
Emission allowances ⁽³⁾	2.1	(0.8)	1.3	5.0	(0.8)	4.2
Other	3.8	(1.2)	2.6	3.9	(0.8)	3.1
Total	\$44.8	\$ (24.9)	\$ 19.9	\$21.1	\$ (5.9)	\$ 15.2

⁽¹⁾ Includes customer relationship assets associated with both PEC's nonregulated retail natural gas and electric operations and MERC's non-utility home services business. The remaining weighted average amortization period for customer related intangible assets is approximately 8 years.

⁽²⁾ Represents the fair value of certain PEC natural gas and electric customer contracts acquired in the merger that were not considered to be derivative instruments, and as a result, were recorded as intangible assets.

⁽³⁾ Consists of both short-term and long-term intangible assets related to customer contracts in the amount of \$20.5 million and \$5.5 million, respectively, which have a weighted average amortization period of 1.2 years.

⁽⁴⁾ Consists of both short-term and long-term intangible liabilities related to customer contracts in the amount of \$7.1 million and \$13.4 million, respectively, which have a weighted average amortization period of 2.8 years.

⁽⁵⁾ Emission allowances do not have a contractual term or expiration date.

Intangible asset amortization expense for all intangibles (except for the natural gas and electric contracts, which are discussed below), in the aggregate, for the years ended December 31, 2007, 2006, and 2005, was \$8.5 million, \$2.1 million, and \$2.2 million, respectively. The

increase in amortization expense in 2007 primarily related to customer related intangible assets associated with PEC's nonregulated retail and electric operations and MERC's non-utility home services business.

Amortization expense for the next five fiscal years is estimated as follows:

(Millions)	
For year ending December 31, 2008	
For year ending December 31, 2009	
For year ending December 31, 2010	
For year ending December 31, 2011	
For year ending December 31, 2012	

The effect of purchase accounting related to the natural gas and electric contracts is recorded as a component of nonregulated fuel, natural gas,

and purchased power and is not included in the table at the left. Amortization of these contracts in 2007 resulted in an increase to nonregulated fuel, natural gas, and purchased power in the amount of \$21.0 million. Estimated future amortization of these contracts will increase nonregulated cost of fuel, natural gas, and purchased power by \$13.3 million in 2008. The estimated future amortization of these contracts will decrease nonregulated cost of fuel, natural gas, and purchased power by \$2.9 million in 2009, \$2.7 million in 2010, \$2.0 million in 2011, and \$0.2 million in 2012. The amortization of these contracts substantially reduces the PEC margin that would have been recognized related to these contracts absent the merger.

NOTE 12—LEASES

Integrus Energy Group leases various property, plant, and equipment. Terms of the operating leases vary, but generally require Integrus Energy Group to pay property taxes, insurance premiums, and maintenance costs associated with the leased property. Many of Integrus Energy Group's leases contain one of the following options: (a) Integrus Energy Group can, at the end of the lease term, purchase the property at the current fair market value or (b) exercise a renewal option, as set forth in the lease agreement. Rental expense attributable to operating leases was \$13.6 million, \$7.0 million, and \$6.6 million in 2007, 2006, and 2005, respectively. Future minimum rental obligations under non-cancelable operating leases, are payable as follows:

Year ending December 31 (Millions)	
2008	
2009	
2010	
2011	
2012	
Later years	
Total payments	

NOTE 13—SHORT-TERM DEBT AND LINES OF CREDIT

Integrus Energy Group manages its liquidity by maintaining adequate external financing commitments. The information in the table below relates to Integrus Energy Group's short-term debt and lines of credit.

(Millions)	Maturity	12/31/2006
Credit agreements and revolving notes		
Revolving credit facility (Integrus Energy Group)	6/02/10	\$ 500.0
Revolving credit facility (Integrus Energy Group)	6/09/11	500.0
Bridge credit facility (Integrus Energy Group) ⁽¹⁾	9/05/07	121.0
Revolving credit facility (WPSC) ⁽²⁾	6/02/10	115.0
Revolving credit facility (PEC) ⁽³⁾	6/13/11	—
Revolving credit facility (PGL) ⁽⁴⁾	7/12/10	—
Revolving credit facility (Integrus Energy Services) ⁽⁵⁾	4/18/08	150.0
Revolving short-term notes payable (WPSC) ⁽⁶⁾	5/13/08	10.0
Uncommitted secured cross-exchange agreement (Integrus Energy Services)	4/15/08	—
Total short-term credit capacity		1,396.0
Less:		
Uncollateralized portion of gross margin credit agreement		—
Letters of credit issued inside credit facilities		152.4
Loans outstanding under the credit agreements		160.0
Commercial paper outstanding ⁽⁷⁾		562.8
Accrued interest or original discount on outstanding commercial paper		0.7
Available capacity under existing agreements		\$ 520.1

⁽¹⁾ Matured on 9/05/2007.

⁽²⁾ Provides backup for WPSC's commercial paper borrowing program.

⁽³⁾ Borrowings under this agreement are guaranteed by Integrus Energy Group.

⁽⁴⁾ Provides backup for PGL's seasonal commercial paper borrowing program.

⁽⁵⁾ Matures on 04/18/2008. Borrowings under this agreement are guaranteed by Integrus Energy Group.

⁽⁶⁾ Facility is renewed every six months.

⁽⁷⁾ A portion of the proceeds from the sale of PEP in September 2007 were used to reduce the commercial paper borrowings.

Notes to Consolidated Financial Statements

Integrus Energy Group's short-term borrowings consist of commercial paper backed by the unsecured revolving credit facilities (discussed above), as well as short-term notes as shown below.

<i>(Millions, except for percentages)</i>		2006	2005
As of end of year			
Commercial paper outstanding		\$562.8	\$254.8
Average discount rate on outstanding commercial paper		5.43%	4.54%
Short-term notes payable outstanding		\$160.0	\$10.0
Average interest rate on short-term notes payable		5.56%	4.32%
For the year			
Maximum amount of short-term debt		\$1,085.6	\$310.7
Average amount of short-term debt		\$678.8	\$174.4
Average interest rate on short-term debt		5.34%	3.21%

The commercial paper at December 31, 2007, had varying maturity dates ranging from January 2, 2008, through January 11, 2008.

NOTE 14—LONG-TERM DEBT

(Millions)		December 31, 2006
WPSC ⁽¹⁾		
First mortgage bonds		
Series	Year Due	
6.90%	2013	\$ 22.0
7.125%	2023	0.1
Senior notes		
Series	Year Due	
6.125%	2011	150.0
4.875%	2012	150.0
4.80%	2013	125.0
3.95%	2013	22.0
6.08%	2028	50.0
5.55%	2036	125.0
5.65%	2017	-
UPPCO ⁽²⁾		
Series	Year Due	
9.32%	2021	13.5
PEC ⁽³⁾		
Unsecured senior note		
Series	Year Due	
A, 6.90%	2011	-
Fair value hedge adjustment		-
PGL ^{(4), (5)}		
Fixed first and refunding mortgage bonds		
Series	Year Due	
HH, 4.75%	2030	-
KK, 5.00%	2033	-
LL, 3.05%	2033	-
MM-2, 4.00%	2010	-
NN-2, 4.625%	2013	-
QQ, 4.875%	2038	-
RR, 4.30%	2035	-
Adjustable first and refunding mortgage bonds		
Series	Year Due	
OO	2037	-
PP	2037	-
NSG ⁽⁶⁾		
First mortgage bonds		
Series	Year Due	
M, 5.00%	2028	-
N-2, 4.625%	2013	-
Integrus Energy Group ⁽⁷⁾		
Unsecured senior notes		
Series	Year Due	
7.0%	2009	150.0
5.375%	2012	100.0
Unsecured junior subordinated notes		
Series	Year Due	
6.11%	2066	300.0
Unsecured term loan due 2010 - Integrus Energy Group		65.6
Term loans - nonrecourse, collateralized by nonregulated assets ⁽⁸⁾		13.7
Integrus Energy Services' loan		-
Other term loan ⁽⁹⁾		27.0
Senior secured note ⁽¹⁰⁾		2.0
Total		1,315.9
Unamortized discount and premium on bonds and debt		(2.2)
Total debt		1,313.7
Less current portion		(26.5)
Total long-term debt		\$1,287.2

⁽¹⁾ In January 2007, WPSC used the proceeds from the \$22.0 million 3.95% senior notes issued in December 2006 to the Village of Weston, Wisconsin, to repay the outstanding principal balance of the 6.90% first mortgage bonds.

WPSC's long-term first mortgage bonds and senior notes are subject to the terms and conditions of WPSC's First Mortgage Indenture. Under the terms of the indenture, substantially all property owned by WPSC is pledged as collateral for these outstanding

Notes to Consolidated Financial Statements

debt securities. All of these debt securities require semi-annual payments of interest. Principal payments are due on the maturity date of each series. WPSC senior notes become non-collateralized if WPSC retires all of its outstanding first mortgage bonds and no new mortgage is put in their place.

WPSC issued \$125.0 million of 5.55% 30-year senior notes on December 1, 2006. The net proceeds from the issuance of the senior notes were used for general corporate utility purposes, including funding construction costs and capital additions and reducing short-term indebtedness.

In November 2007, WPSC issued \$125.0 million of series 5.65% senior notes due November 1, 2017. The net proceeds from the issuance of the senior notes were used for general corporate utility purposes, including funding construction costs and other capital additions.

⁽²⁾ Under the terms of UPSCO's First Mortgage Indenture, substantially all property owned by UPSCO is pledged as collateral for this outstanding debt series. Interest payments are due semi-annually on May 1 and November 1 with a sinking fund payment of \$900,000 due each November 1. The final sinking fund payment due November 1, 2021, will completely retire the series.

⁽³⁾ On March 6, 2007, Integrys Energy Group announced that it had entered into a first supplemental indenture with PEC and The Bank of New York Trust Company, N.A. The terms of the supplemental indenture provide that Integrys Energy Group will fully and unconditionally guarantee, on a senior unsecured basis, PEC's obligations under its \$325.0 million, 6.90% notes due January 15, 2011. See Note 18, "Guarantees," for more information related to this guaranty.

⁽⁴⁾ On February 1, 2008, the interest rate on the \$50.0 million 3.05% Series LL first mortgage bonds at PGL, which support the Illinois Development Finance Authority Adjustable-Rate Gas Supply Refunding Revenue Bonds, Series 2003B, was established at a term rate through January 31, 2012, at 3.75%, adjustable after February 1, 2012. These bonds were subject to a mandatory tender for purchase for remarketing on February 1, 2008, and, as a result, are presented as current portion of long-term debt on Integrys Energy Group's Consolidated Balance Sheets at December 31, 2007.

An indenture of mortgage, dated January 2, 1926, as supplemented, securing the First and Refunding Mortgage Bonds issued by PGL, constitutes a direct, first-mortgage lien on substantially all property owned by PGL.

⁽⁵⁾ PGL has outstanding \$51.0 million of Adjustable Rate, Series OO bonds, due October 1, 2037, and \$51.0 million of Adjustable Rate, Series PP bonds, due October 1, 2037, which are currently in a 35-day Auction Rate Mode (the interest rate is reset every 35 days through an auction process). The weighted-average interest rate for the period beginning February 22, 2007, and ending December 31, 2007, was 3.96% for both Series OO and PP bonds.

⁽⁶⁾ An indenture of mortgage, dated April 1, 1955, as supplemented, securing the first mortgage bonds issued by NSG, constitutes a direct, first-mortgage lien on substantially all property owned by NSG.

⁽⁷⁾ On December 1, 2006, Integrys Energy Group issued \$300.0 million of junior subordinated notes. Due to certain features of these notes, rating agencies consider them to be hybrid instruments with a combination of debt and equity characteristics. These notes have a 60-year term and rank junior to all current and future indebtedness of Integrys Energy Group, with the exception of trade accounts payable and other accrued liabilities arising

in the ordinary course of business. Interest is payable semi-annually at the stated rate of 6.11% for the first ten years, but the rate has been fixed at 6.22% through the use of forward-starting interest rate swaps. The interest rate will float for the remainder of the term. The notes can be prepaid without penalty after the first ten years. Integrys Energy Group has agreed, however, in a replacement capital covenant with the holders of Integrys Energy Group's 5.375% unsecured senior notes due December 1, 2012, that it will not redeem or repurchase the junior subordinated notes on or prior to December 1, 2036, unless such repurchases or redemptions are made from the proceeds of the sale of specific securities considered by rating agencies to have equity characteristics equal to or greater than those of the junior subordinated notes.

⁽⁸⁾ Borrowings by Integrys Energy Services under term loans and collateralized by nonregulated assets totaled \$10.5 million at December 31, 2007. The assets of WPS New England Generation, Inc. and WPS Canada Generation, Inc., subsidiaries of Integrys Energy Services, collateralize \$3.0 million and \$7.5 million, respectively, of the total outstanding amount. Both loans have semi-annual installment payments, interest rates of 8.75%, and maturity dates in May 2010.

⁽⁹⁾ In April 2001, the Schuylkill County Industrial Development Authority issued \$27.0 million of refunding tax-exempt bonds. The proceeds from the bonds were loaned to WPS Westwood Generation, LLC, a subsidiary of Integrys Energy Services. This loan is repaid by WPS Westwood Generation to Schuylkill County Industrial Development Authority with monthly payments that have a floating interest rate that is reset weekly. At December 31, 2007, the interest rate was 3.70%. The loan is to be repaid by April 2021. Integrys Energy Group agreed to guarantee WPS Westwood Generation's obligation to provide sufficient funds to pay the loan and the related obligations and indemnities.

⁽¹⁰⁾ Upper Peninsula Building Development Corporation has a senior secured note of \$1.7 million as of December 31, 2007, which requires semi-annual payments at an interest rate of 9.25%, and matures in 2011. The note is secured by a first mortgage lien on the building they own, which is also leased to UPSCO for use as their corporate headquarters.

PGL and NSG utilize mortgage bonds to secure tax exempt financing. The Illinois Finance Authority has issued tax exempt bonds for the benefit of PGL and NSG, and the City of Chicago has issued tax exempt bonds for the benefit of PGL. Each issuance is collateralized by an equal principal amount of PGL's or NSG's first mortgage bonds.

At December 31, 2007, Integrys Energy Group and its subsidiaries were in compliance with all covenants relating to outstanding debt. A schedule of all principal debt payment amounts, including bond maturities and early retirements, for Integrys Energy Group is as follows:

Year ending December 31 (Millions)

2008	
2009	
2010	
2011	
2012	
Later years	
Total payments	

NOTE 15—ASSET RETIREMENT OBLIGATIONS

The utility segments identified asset retirement obligations primarily related to asbestos abatement at certain facilities, office buildings, and service centers; disposal of PCB-contaminated transformers; removal of natural gas distribution pipe (including asbestos and PCBs); and closure of fly-ash landfills at certain generation facilities. In accordance with SFAS No. 71, the utilities establish regulatory assets and liabilities to record the differences between ongoing expense recognition under SFAS No. 143 and Interpretation No. 47, and the rate-making practices for retirement costs authorized by the applicable regulators. Asset retirement obligations identified at Integrys Energy Services relate to asbestos abatement at certain generation facilities.

As discussed in Note 6, "Acquisitions and Sales of Assets," the sale of Kewaunee to Dominion was completed on July 5, 2005. As a result of the sale, Dominion assumed the asset retirement obligation related to Kewaunee. As discussed in Note 4, "Discontinued Operations," Integrys Energy Services completed the sale of Sunbury in July 2006, which included the transfer of asset retirement obligations related to Sunbury.

Changes to Asset Retirement Obligation Liabilities

The following table shows changes to the asset retirement obligations of Integrys Energy Group through December 31, 2007.

(Millions)	Utilities	Integrys Energy Services	Total
Asset retirement obligations at December 31, 2004	\$364.4	\$2.2	\$366.6
Accretion	12.4	0.2	12.6
Asset retirement obligation transferred to Dominion	(376.4)	-	(376.4)
Adoption of Interpretation No. 47	8.2	3.9	12.1
Asset retirement obligations at December 31, 2005	8.6	6.3	14.9
Asset retirement obligations from acquisition of natural gas operations in Michigan and Minnesota	0.3	-	0.3
Asset retirement obligations transferred in sales	-	(5.8)	(5.8)
Accretion	0.5	0.2	0.7
Asset retirement obligations at December 31, 2006	9.4	0.7	10.1
Asset retirement obligations from merger with PEC			
Asset retirement obligations transferred in sales			
Asset retirement obligations settled			
Accretion			
Asset retirement obligations at December 31, 2007			

NOTE 16—INCOME TAXES

Deferred Tax Assets and Liabilities

Certain temporary differences, in which the offsetting amount is recorded as a regulatory asset or liability, are presented in the table

below as net amounts, consistent with regulatory treatment. The principal components of our deferred tax assets and liabilities recognized in the balance sheets as of December 31 are as follows:

(Millions)	2006
Deferred tax assets:	
Tax credit carryforwards	\$105.3
Plant related	61.3
Employee benefits	54.8
Bad debts	4.6
Regulatory deferrals	27.7
State capital and operating loss carryforwards	14.0
Deferred deductions	2.8
Other	(0.5)
Total deferred tax assets	270.0
Valuation allowance	(1.8)
Net deferred tax assets	\$268.2
Deferred tax liabilities:	
Plant related	\$277.7
Regulatory deferrals	49.5
Price risk management, net	35.0
Deferred income	3.7
Employee benefits	-
Other	3.0
Total deferred tax liabilities	\$368.9
Consolidated Balance Sheet Presentation:	
Current deferred tax liabilities	\$ 3.1
Long-term deferred tax liabilities	97.6
Net deferred tax liabilities	\$100.7

Deferred tax credit carryforwards at December 31, 2007, include \$102.1 million of alternative minimum tax credits related to tax credits available under Section 29/45K of the Internal Revenue Code. These alternative minimum tax credit carryforwards can be carried forward indefinitely. Carryforward periods for state capital and operating loss carryforwards vary. In the majority of states in which Integrys Energy

Group operates the period is 15 years or more, with the majority beginning to expire in 2013. Valuation allowances have been established for certain state operating and capital loss carryforwards due to the uncertainty of the ability to realize the benefit of these losses in the future.

Federal Income Tax Expense

The following table presents a reconciliation of federal income taxes to the provision for income taxes reported in the Consolidated Statements of Income for the periods ended December 31.

The taxes are calculated by multiplying the statutory federal income tax rate by book income before federal income tax.

(Millions, except for percentages)	2007		2006		2005	
	Rate	Amount	Rate	Amount	Rate	Amount
Statutory federal income tax	35.0%	\$78.4	35.0%	\$68.8	35.0%	\$66.8
State income taxes, net	4.3	13.5	6.5	12.8	4.3	8.2
Foreign income taxes, net	—	—	—	—	(0.1)	(0.2)
Unrecognized tax benefits – Interpretation No. 48, net	3.4	1.0	—	—	—	—
Benefits and compensation	(3.5)	(4.8)	(2.5)	(4.8)	(2.6)	(4.8)
Investment tax credit	(0.4)	(0.8)	(0.4)	(0.8)	(0.9)	(1.7)
Federal tax credits	(15.4)	(30.2)	(15.8)	(30.2)	(14.1)	(26.9)
Other differences, net	1.0	2.7	0.1	(0.8)	(0.8)	(1.8)
Effective income tax	22.9%	\$45.0	22.9%	\$45.0	20.8%	\$39.6
Current provision						
Federal		\$45.0		\$21.1		\$13.1
State		6.2		6.2		14.3
Foreign		5.3		5.3		3.2
Total current provision		56.5		32.6		30.6
Deferred provision		78.2		11.4		13.0
Net operating loss carryforwards		(0.4)		1.8		(2.3)
Unrecognized tax benefits – Interpretation No. 48, net		1.0		—		—
Interest		2.4		—		—
Penalties		(0.1)		—		—
Investment tax credit		(1.4)		(0.8)		(1.7)
Total income tax expense		\$45.0		\$45.0		\$39.6

Foreign income before taxes was \$23.3 million in 2007, \$24.5 million in 2006, and \$10.2 million in 2005.

As the related temporary differences reverse, our regulated utilities are prospectively refunding taxes to or collecting taxes from customers for which deferred taxes were recorded in prior years at rates different than current rates. The regulatory (asset) liability for these and other regulatory tax effects totaled \$(11.3) million and \$9.7 million as of December 31, 2007, and 2006, respectively.

Effective January 1, 2007, Integrys Energy Group records penalties and accrued interest related to income taxes as a component of income tax expense. Prior to January 1, 2007, Integrys Energy Group recorded interest and penalties as components of income before taxes. Integrys Energy Group recognized interest and penalties of \$2.3 million in 2007, \$0.3 million in 2006, and \$0.3 million in 2005. Integrys Energy Group had accrued liabilities for interest and penalties of \$4.6 million at December 31, 2007, and \$0.2 million at January 1, 2007.

Unrecognized Tax Benefits

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

Unrecognized Tax (Millions)	
Balance at January 1, 2007	\$ 2.2
Increase related to tax positions acquired	12.2
Increase related to tax positions taken in prior years	0.5
Decrease related to tax positions taken in prior years	(0.4)
Decrease related to tax positions taken in current year	(0.2)
Decrease related to settlements	(0.3)
Decrease related to lapse of statutes	(0.4)
Balance at December 31, 2007	\$ 3.4

At December 31, 2007, unrecognized tax benefits of \$0.8 million could affect Integrys Energy Group's effective tax rate for continuing operations if recognized in subsequent periods.

Subsidiaries of Integrys Energy Group file income tax returns in the United States federal jurisdiction, in various United States state and local jurisdictions, and in Canada. Subject to the following major exceptions listed below, Integrys Energy Group is no longer subject to United States federal, state and local, or foreign income tax examinations by tax authorities for years prior to 2003.

- Wisconsin Department of Revenue—WPS has agreed to statute extensions for tax years covering 1996-2002.
- Illinois Department of Revenue—PEC and combined subsidiaries have agreed to statute extensions for tax years covering 2001-2004.
- United States Internal Revenue Service (IRS)—PEC and consolidated subsidiaries have agreed to statute extensions for tax years covering 1999-2004.

In 2007, Integrys Energy Group has closed the following examinations for:

- IRS—Integrys Energy Group (formerly WPS Resources Corporation) and consolidated subsidiaries have an agreed to audit report and closing statement for an IRS examination of the 2002 and 2003 tax years.
- IRS—Integrys Energy Group (formerly WPS Resources Corporation) and consolidated subsidiaries have settled all issues for 2004 and 2005.
- IRS—PEC and consolidated subsidiaries have a partially agreed to audit report and closing statement for an IRS examination of the 1999-2003 tax years, but one open issue from the agents report has been protested by the taxpayer and has been sent to IRS appeals.
- Illinois Department of Revenue—PEC and its combined subsidiaries have an agreed to audit report and closing statement with the IDR for the 2001 and 2002 tax years.

Integrus Energy Group has the following open examinations:

- IRS—PEC and consolidated subsidiaries have an open examination for the 2004-2005 tax years.
- Illinois Department of Revenue—PEC and combined subsidiaries have an open examination for the 2001-2006 tax years.

- Wisconsin Department of Revenue—WPSC has an open examination for the 1996-2001 tax years.

We do not expect a significant impact to our unrecognized tax benefits from the expiration of the statute of limitations in any jurisdiction to occur within the next 12 months. We do expect to settle several of the examinations listed above within the next 12 months and estimate that it is reasonably possible our unrecognized tax benefits could be reduced up to \$2.0 million within the next 12 months.

NOTE 17—COMMITMENTS AND CONTINGENCIES

Commodity Purchase Obligations and Purchase Order Commitments

Integrus Energy Group routinely enters into long-term purchase and sale commitments that have various quantity requirements and durations. The regulated natural gas utilities have obligations to sell natural gas to their customers, and the regulated electric utilities have obligations to distribute and sell electricity to its customers. The utilities expect to recover costs related to these obligations in future customer rates. Additionally, the majority of the energy supply contracts entered into by our nonregulated segment, Integrus Energy Services, are to meet its obligations to deliver energy to customers.

The obligations described below are as of December 31, 2007.

- The electric utility segment has obligations related to coal and transportation that extend through 2016 and total \$569.5 million, obligations of \$1.3 billion for either capacity or energy related to purchased power that extend through 2016, and obligations for other commodities totaling \$9.2 million, which extend through 2012.
- The natural gas utility segment has obligations related to natural gas supply and transportation contracts totaling \$784.2 million, some of which extend through 2019.
- Integrus Energy Services has obligations related to energy supply contracts that extend through 2018 and total \$4.3 billion. The majority of these obligations end by 2009, with obligations totaling \$323.9 million extending beyond 2011.
- Integrus Energy Group also has commitments in the form of purchase orders issued to various vendors, which totaled \$349.1 million. A significant portion of these commitments relate to large construction projects.

Environmental

Pulliam Air Notice of Violation

In September 2007, a Notice of Violation (NOV) was issued to WPSC by the Wisconsin Department of Natural Resources (WDNR) alleging various violations of the Pulliam facility's Title V permit, primarily pertaining to certain recordkeeping and monitoring requirements. WPSC met with the WDNR in November 2007 to discuss and attempt to resolve the matters identified in the NOV, and subsequently submitted additional information pursuant to the WDNR's request. While not confirmed by the WDNR, it is WPSC's understanding that this issue is essentially resolved.

Weston 4 Air Permit

In November 2004, the Sierra Club filed a petition with the WDNR under Section 285.61 of the Wisconsin Statutes, seeking a contested case hearing on the construction permit issued for the Weston 4 generation station, which is a necessary predicate to plant construction under the pertinent air emission regulations (hereinafter referred to as the "Weston 4 air permit"). In February 2006, the administrative law judge affirmed the

Weston 4 air permit with changes to the emission limits for sulfur dioxide and nitrogen oxide from the coal-fired boiler and particulate from the cooling tower. The changes, which were implemented by the WDNR in a revised permit issued on March 28, 2007, set limits that are more stringent than those originally set by the WDNR (hereinafter referred to as the "March 28, 2007, permit language").

On April 27, 2007, the Sierra Club filed a second petition requesting a contested case hearing regarding the March 28, 2007, permit language, which was granted by the WDNR. Both parties subsequently moved for summary judgment. In a decision issued on November 8, 2007, the administrative law judge granted WPSC's motion for summary judgment in that proceeding, upholding the March 28, 2007, permit language.

The Sierra Club filed petitions with the Dane County Circuit Court on April 27, 2007, and November 14, 2007, for judicial review of the Weston 4 air permit and the underlying proceedings before the administrative law judge. These two judicial review proceedings were consolidated by the court, and the parties are currently briefing the issues.

These activities did not stay the construction of the Weston 4 facility or the administrative law judge's decision on the Weston 4 air permit. WPSC believes that it has substantial defenses to the Sierra Club's challenges. Until the Sierra Club's challenge is finally resolved, Integrus Energy Group will not be able to make a final determination of the probable cost impact, if any, of compliance with any changes to the Weston 4 air permit on its future operating or construction costs.

Weston Operating Permits

In July 2005 and February 2006, NOVs were issued to WPSC by the WDNR alleging various violations of the operating permit requirements applicable to the then existing Weston facility. Subsequently, by letter dated April 11, 2007, the WDNR referred the matters set forth in the NOVs to the Wisconsin Attorney General's office. The referral letter alleged that the Weston facility was not in compliance with the following provisions of the facility's Title V operating permit: (i) limitations on the sulfur content of the fuel oil stored at the Weston facility; (ii) the carbon monoxide and nitrogen oxide limits for certain of the facility's combustion turbines; (iii) the particulate matter emission limits applicable to the coal handling equipment; (iv) opacity monitoring requirements; and (v) a requirement to conduct an elemental metals analysis. WPSC is negotiating with the Wisconsin Attorney General's office to resolve the matters.

In early November 2006, it came to the attention of WPSC that previous ambient air quality computer modeling done by the WDNR for the Weston facility (and other nearby air sources) did not take into account the emissions from the existing Weston 3 facility for purposes of evaluating air quality increment consumption under the required Prevention of Significant Deterioration. WPSC believes it has undertaken and completed corrective measures to address any identified modeling issues and anticipates issuance of a revised Title V permit in the near future that will resolve this issue. In the unlikely event the revised Title V permit, once issued, does not resolve the issues caused by the WDNR air quality modeling errors, WPSC

believes that such issues could be resolved through a limited compliance plan applicable to appropriate equipment or operations at the Weston facility. Integrys Energy Group currently is not able to make a final determination of the probable cost impact of this issue, if any.

Mercury and Interstate Air Quality Rules

Mercury

In October 2004, the mercury emission control rule became effective in Wisconsin (Chapter NR 446), requiring WPSC to control annual system mercury emissions in phases. The first phase will occur in 2008 and 2009. In this phase, the annual mercury emissions are capped at the average annual system mercury emissions for the period 2002 through 2004. The next phase will run from 2010 through 2014 and require a 40% reduction from average annual 2002 through 2004 mercury input amounts. After 2015, a 75% reduction is required with a goal of an 80% reduction by 2018. The State of Wisconsin had filed suit against the federal government along with other states in opposition to the federal mercury rule. On February 8, 2007, the U.S. Court of Appeals for the District of Columbia Circuit ruled in favor of the petitioners and vacated the federal rule. It is not known whether the United States Environmental Protection Agency (EPA) will appeal or proceed with the new rulemaking. WPSC estimates capital costs of approximately \$22 million, which includes estimates for both wholly owned and jointly owned plants, to achieve the proposed reductions in the State's revised draft rule. The capital costs are expected to be recovered in a future rate case.

Weston 4 installed and will operate mercury control technology, which will achieve a mercury emission rate that meets the permit limit for mercury. The State of Wisconsin is considering rules which would exceed the vacated federal requirements. These rules have not been finalized at this time. Based on information understood to date, these rules may require additional investment by WPSC in order to comply. The capital costs are anticipated to be recovered in future rate cases.

Sulfur Dioxide and Nitrogen Oxide

The EPA finalized the Clean Air Interstate Rule (formerly known as the Interstate Air Quality Rule), which will reduce sulfur dioxide and nitrogen oxide emissions from utility boilers located in 29 states, including Wisconsin, Michigan, Pennsylvania, and New York. The final Clean Air Interstate Rule requires reduction of sulfur dioxide and nitrogen oxide emissions in two phases. The first phase requires about a 50% reduction beginning in 2009 for nitrogen oxide and beginning in 2010 for sulfur dioxide. The second phase begins in 2015 for both pollutants and requires about a 65% reduction in emissions. The rule allows the State of Wisconsin to either require utilities located in the state to participate in the EPA's interstate cap and trade program or meet the state's emission budget for sulfur dioxide and nitrogen oxide through measures to be determined by the state. Wisconsin's rule, which incorporates the cap and trade approach, has completed the state legislative review and has been forwarded to the EPA for final review.

Currently, WPSC is evaluating a number of options that include using the cap and trade program and/or installing controls. For planning purposes, it is assumed that additional sulfur dioxide and nitrogen oxide controls will be needed on existing units or the existing units will need to be converted to natural gas by 2015. The installation of any controls and/or any conversion to natural gas will need to be scheduled as part of WPSC's long-term maintenance plan for its existing units. As such, controls or conversions may need to take place before 2015. On a preliminary basis and assuming controls or conversion are required, WPSC estimates capital costs of \$572 million, which includes estimates for both wholly owned and jointly owned plants, in order to meet an assumed 2015 compliance date. This estimate is based on costs of current control technology and current information regarding the final EPA rule. The costs may change based on the requirements of the final state rules. The capital costs are anticipated to be recovered in future rate cases.

Manufactured Gas Plant Remediation

Integrys Energy Group's natural gas utilities, their predecessors, and certain former affiliates operated facilities in the past at multiple sites for the purpose of manufacturing and storing manufactured gas, and as such, are responsible for the environmental impacts at 55 manufactured gas plant sites located in Wisconsin, Michigan, and Illinois. All are former regulated sites and, as such, are being remediated, with costs charged to existing ratepayers at WPSC, MGUC, PGL, and NSG. Nine of these sites have been transferred to the EPA Superfund Alternative Sites Program, and 11 sites have been transferred to the EPA's Superfund Removal Program, with the intent of being transferred to the EPA Superfund Alternative Sites Program. Integrys Energy Group estimated and accrued for approximately \$704.2 million of future undiscounted investigation and cleanup costs as of December 31, 2007. Integrys Energy Group has recorded a net regulatory asset of \$758.8 million related to the recovery of both unrecovered expenditures, and estimated future expenditures as of December 31, 2007. Integrys Energy Group has received \$52.5 million in insurance recoveries as of December 31, 2007, which were recorded as a reduction to the regulatory assets.

The natural gas utilities are coordinating the investigation and the cleanup of the manufactured gas plant sites under what is called a "multi-site" program. This program involves prioritizing the work to be done at the sites, preparation and approval of documents common to all of the sites, and utilization of a consistent approach in selecting remedies.

The EPA identified NSG as a potentially responsible party (PRP) under the Comprehensive Environmental Response, Compensation and Liability Act of 1980, as amended (CERCLA), at the Waukegan Coke Plant Site located in Waukegan, Illinois (Waukegan Site). The Waukegan Site is part of the Outboard Marine Corporation (OMC) Superfund Site. The EPA also identified OMC, General Motors Corporation, and certain other parties as PRPs at the Waukegan Site. NSG and the other PRPs are parties to a consent decree that requires NSG and General Motors, jointly and severally, to perform the remedial action and establish and maintain financial assurance of \$27.0 million (in the form of certain defined net worth levels which NSG has met). The soil component of the remedial action was completed in August 2005. The final design for the groundwater component of the remedial action has been completed and construction of the groundwater treatment plan has commenced. The EPA agreed to reduce the financial assurance requirement to \$21.0 million to reflect completion of the soil component of the remedial action.

With respect to portions of certain sites in the City of Chicago (Chicago), PGL received demands from site owners and others asserting standing regarding the investigation or remediation of their parcels. Some of these demands seek to require PGL to perform extensive investigations or remediations. These demands include notice letters sent to PGL by River Village West LLC. In April 2005, River Village West filed suit against PGL in the United States District Court for the Northern District of Illinois under the Resource Conservation and Recovery Act (RCRA). The suit, *River Village West LLC et al. v. The Peoples Gas Light and Coke Company*, No. 05-C-2103 (N.D. Ill. 2005) (RVW II), seeks an order directing PGL to remediate three former sites: the former South Station, the former Throop Street Station and the former Hough Place Station.

In August 2006, a member of River Village West individually filed suit against PGL in the United States District Court for the Northern District of Illinois under RCRA. The suit, *Thomas A. Snitzer v. The Peoples Gas Light and Coke Company*, No. 06-C-4465 (N.D. Ill. 2006) (Snitzer I), seeks an order directing PGL to remediate the Willow Street Station former manufactured gas plant site which is located along the Chicago River. In October 2006, the same individual filed another suit in the United States District Court for the Northern District of Illinois under RCRA and CERCLA. The suit, *Thomas A. Snitzer v. The Peoples Gas Light and Coke Company*, No. 06-C-5901 (N.D. Ill. 2006) (Snitzer II), seeks an order directing PGL to remediate four former manufactured

gas plant sites, which are located on or near the Chicago River: 22nd Street Station, Division Street Station, Hawthorne Station, and North Shore Avenue Station. This individual also notified PGL of his intent to file suit under RCRA and CERCLA seeking an order directing PGL to remediate two other such sites: Calumet Station and North Station.

In February 2007, Snitzer I and Snitzer II were consolidated with the RVW II case. In June 2007, PGL filed a motion to dismiss, or in the alternative, stay the consolidated litigation on the basis of the transfer of the sites at issue in the litigation to the EPA Superfund Removal Program. On September 28, 2007, the federal district court issued a ruling staying the litigation "pending the conclusion of the United States EPA actions" at these sites. The effect of this ruling, if it stands, is to bring the litigation to a halt until some future point in time when the EPA has completed its actions and then only with respect to issues "left over" from the EPA sections. There is no time limit on the stay and it may be years before plaintiffs will be permitted to proceed with the litigation, if at all. The plaintiffs have filed a motion for reconsideration.

Management believes that any costs incurred for environmental activities relating to former manufactured gas plant operations that are not recoverable through contributions from other entities or from insurance carriers have been prudently incurred and are, therefore, recoverable through rates for WPSC, MGUC, PGL, and NSG. Accordingly, management believes that the costs incurred in connection with former manufactured gas plant operations will not have a material adverse effect on the financial position or results of operations of Integrys Energy Group.

Flood Damage

In May 2003, a fuse plug at the Silver Lake reservoir owned by UPPCO was breached. This breach resulted in subsequent flooding downstream on the Dead River, which is located in Michigan's Upper Peninsula near Marquette, Michigan. Several lawsuits were filed related to this incident, all of which have been settled and for which insurance recovery was received in excess of the applicable self-insured retention.

UPPCO has completed significant environmental restoration activities and is working with the Michigan Department of Environmental Quality to determine what additional activities are necessary to resolve the impacts associated with this event. Integrys Energy Group maintains a comprehensive insurance program that includes UPPCO that it believes is sufficient to cover its responsibilities related to this event. The self-insured retention on this policy is not material to Integrys Energy Group.

In November 2003, UPPCO received approval from the MPSC and the FERC for deferral of incremental operation and maintenance costs that are not reimbursable through insurance. At this time, it is expected that all of these costs will be recovered by third party settlements. UPPCO also received approval from the MPSC to defer incremental power supply costs associated with the incident. Recovery of the deferred power supply costs will be addressed in future rate proceedings.

UPPCO has announced its decision to restore Silver Lake as a reservoir for power generation, pending approval of an economically feasible design by the FERC. The FERC has required that a board of consultants evaluate and oversee the design approval process. UPPCO continues to work with its Board of Directors and the FERC to develop an economically feasible design.

Former Mineral Processing Site in Denver, Colorado

In 1994, NSG received a demand from the S.W. Shattuck Chemical Company, Inc. alleging that NSG is a successor to the liability of a former entity that was allegedly responsible during the period 1934 through 1941 for the disposal of mineral processing wastes containing radium and other hazardous substances at the site. In 1992, the EPA issued a record of decision (ROD) for the Denver site and remediation work began. The remedy selected in the ROD consisted of the on-site

stabilization, solidification, and capping of soils containing radioactive wastes. In 1998, the remedial action under the 1992 ROD was completed. In 2002, the EPA issued an amended ROD that required removing the monolith cap and undertaking additional soil excavation. The work performed under the Amended ROD began in September 2002 and was completed in September 2006.

NSG does not believe that it has liability for the costs related to this site, but cannot determine the matter with certainty. At this time, NSG cannot reasonably estimate what range of loss, if any, may occur. In the event that NSG incurs liability, it would pursue reimbursement from insurance carriers and other responsible parties, if any.

Greenhouse Gases

There is increasing concern over the issue of climate change and the effect of emissions of greenhouse gases. Integrys Energy Group is evaluating both the technical and cost implications which may result from a future state, regional, or federal greenhouse gas regulatory program. This evaluation indicates that it is probable that any regulatory program that caps emissions or imposes a carbon tax will increase costs for Integrys Energy Group and its customers. The greatest impact is likely to be on fossil fuel-fired generation, with a less significant impact on natural gas storage and distribution operations. At this time, there is no commercially available technology for removing carbon dioxide from a pulverized coal-fired plant, but significant research is in progress. Efforts are underway within the utility industry to develop cleaner ways to burn coal. The use of alternate fuels is also being explored by the industry, but there are many cost and availability issues. Based on the complexity and uncertainty of the climate issues, a risk exists that future carbon regulation will increase the cost of electricity produced at coal-fired generation units. However, we believe the capital expenditures we are making at our generation units are appropriate under any reasonable mandatory greenhouse gas program, and we believe future expenditures by our regulated electric utilities will be recoverable in rates. Integrys Energy Group will continue to monitor and manage potential risks and opportunities associated with future greenhouse gas regulatory actions.

Natural Gas Charge Reconciliation Proceedings and Related Matters

Natural Gas Charge Settlement

For PGL and NSG, the ICC conducts annual proceedings regarding the reconciliation of revenues from the natural gas charge and related natural gas costs. The natural gas charge represents the cost of natural gas and transportation and storage services purchased by PGL and NSG (Gas Charge). In these proceedings, interested parties review the accuracy of the reconciliation of revenues and costs and the prudence of natural gas costs recovered through the Gas Charge. If the ICC were to find that the reconciliation was inaccurate or any natural gas costs were imprudently incurred, the ICC would order the utility to refund the affected amount to customers through subsequent Gas Charge filings.

Pursuant to a 2006 settlement agreement related to fiscal year 2001-2004 natural gas costs, PGL and NSG agreed to make payments of up to \$30 million towards conservation and weatherization programs for low and moderate income customers. At the date of the PEC merger, \$25 million of that amount had not yet been paid and was recorded as a preacquisition contingency. At December 31, 2007, \$20 million remains unpaid and was included in other long-term liabilities.

PGL and NSG also refunded certain amounts related to fiscal 2001-2004 natural gas costs, but those refunds had been completed prior to the PEC merger.

The settlement agreement provides that PGL and NSG will cooperate with Chicago and the Illinois Attorney General ("AG") to identify those customers who were not receiving natural gas as of the date of the

Agreement that are financial hardship cases. The hardship cases were identified by the utilities, the AG, and Chicago. Following identification, PGL and NSG reconnected the hardship cases. PGL and NSG forgave all outstanding debt for reconnected customers. Although PGL and NSG believe they have fully complied with this provision of the Agreement, Chicago and the AG have indicated that they believe the terms of the hardship program are broader than what PGL and NSG believe they are obligated to implement. Management continues to believe that it has fully complied with the obligations of the Agreement with respect to the hardship program.

PGL and NSG agreed to conduct internal and external audits of their natural gas procurement practices. An annual internal audit is required for five years, and the first two are completed. The external audit being performed by a consulting firm retained by the ICC is in progress. No findings or recommendations have yet been issued.

The fiscal 2005 Gas Charge reconciliation cases were initiated in November 2005. The settlement of the prior fiscal years' Gas Charge reconciliation proceedings does not affect these cases, except for PGL's agreement to credit fiscal 2005 Hub revenues as an offset to utility customers' natural gas charges. The ICC staff and intervener witnesses recommended disallowances. The majority of the recommended disallowances are for a one-time adjustment to transportation customers' bank (storage) natural gas liability balances. For PGL, the ICC issued its order, which accepted the administrative law judges' recommendations and ICC staff's recommended disallowances in their entirety, on January 16, 2008. The gas cost disallowance for PGL is \$20.5 million. For NSG, the ICC issued its order, which accepted the administrative law judges' recommendations and ICC staff's recommended disallowances in their entirety, on January 16, 2008. The natural gas cost disallowance for NSG is \$1.0 million. On February 14, 2008, PGL and NSG filed for rehearing on one of the two bank (storage) gas liability issues. The disallowance for the rehearing issue is approximately \$0.8 million for PGL and \$0.3 million for NSG. The ICC must act on rehearing no later than March 5, 2008. The customer refunds from the 2005 Gas Charge reconciliation cases have been accounted for as a preacquisition contingency. As of December 31, 2007, PGL and NSG recorded a current liability of \$22.5 million and \$1.1 million, respectively, including interest.

The fiscal 2006 Gas Charge reconciliation cases were initiated on November 21, 2006. PGL and NSG filed their direct testimony on April 10, 2007. On May 16, 2007, the ICC initiated Gas Charge reconciliation cases for the period of October 2006 through December 2006 to cover the gap created by PGL and NSG's change to a calendar year reconciliation period. The ICC staff moved to consolidate the new cases with the fiscal 2006 cases, and the administrative law judge granted the motion in July 2007. PGL's and NSG's direct testimony for the October through December 2006 period was filed on October 17, 2007. There is a status hearing scheduled for March 17, 2008, to set a schedule. As of December 31, 2007, the amounts recorded related to the 2006 Gas Charge reconciliation cases were insignificant.

The ICC initiated the calendar year 2007 Gas Charge reconciliation cases on November 28, 2007. The initiating order directs PGL and NSG to file direct testimony on April 15, 2008. There is a status hearing scheduled for July 15, 2008.

Class Action

In February 2004, a purported class action was filed in Cook County Circuit Court against PEC, PGL, and NSG by customers of PGL and NSG, alleging, among other things, violation of the Illinois Consumer Fraud and Deceptive Business Practices Act related to matters at issue in the utilities' fiscal year 2001 Gas Charge reconciliation proceedings. The suit, *Alport et al. v. Peoples Energy Corporation* seeks unspecified compensatory and punitive damages. PGL and NSG have been dismissed as defendants and the only remaining counts of the suit allege violations of the Consumer

Fraud and Deceptive Business Practices Act and that PEC acted in concert with others to commit a tortious act. PEC denies the allegations and is vigorously defending the suit.

Based upon the settlement of the ICC's final orders in PGL's and NSG's fiscal years 2001 through 2004 reconciliation cases, the court, on September 25, 2006, granted in part PEC's motion to dismiss the case by limiting the potential class members in the suit to those persons who were customers during the time that PEC's joint venture with Enron was in operation and did not receive part of the settlement proceeds from the reconciliation cases. However, the court denied PEC's motion to dismiss the case to the extent that the complaint seeks punitive damages (regardless of whether such customers received part of the settlement proceeds from the reconciliation cases). The plaintiffs filed a third amended complaint and a motion for class certification, and on April 25, 2007, the Court denied, without prejudice, plaintiffs' motion for class certification. On June 29, 2007, PEC filed a motion to dismiss the proceeding for failure to join a necessary party. Plaintiffs filed an amended complaint on July 11, 2007. On December 4, 2007, the court denied PEC's motion to dismiss. Management cannot predict the outcome of this litigation at this time.

Corrosion Control Inspection Proceeding

Illinois state, as well as federal laws, require natural gas utilities to conduct periodic corrosion control inspections on natural gas pipelines. On April 19, 2006, the ICC initiated a citation proceeding related to such inspections that were required to be performed by PGL during 2003 and 2004, but which were not completed in the requisite timeframe. On December 20, 2006, the ICC entered an order approving a stipulation between the parties to this proceeding under which PGL agreed that it had not been in compliance with applicable regulations, and further agreed to pay a penalty of \$1.0 million, pay for a consultant to conduct a comprehensive investigation of its compliance with ICC pipeline safety regulations, remain compliant with those regulations, not seek recovery in future rate cases of certain costs related to non-compliance, and hold meetings with the City of Chicago to exchange information. This order resolved only the ICC proceeding and did not constitute a release of any other potential actions outside of the ICC proceeding. With respect to the comprehensive investigation, the ICC selected an auditor for this matter and the auditor, the ICC staff, and PGL began the investigation process during the second quarter of 2007. No findings or recommendations have yet been communicated.

On May 16, 2006, the AG served a subpoena requesting documents relating to PGL's corrosion inspections. PGL's counsel has met with representatives of the AG's office and provided documents relating to the subpoena. On July 10, 2006, the United States Attorney for the Northern District of Illinois served a grand jury subpoena on PGL requesting documents relating to PGL's corrosion inspections. PGL's counsel has met with the United States Attorney's office and provided documents relating to corrosion inspections. PGL has had no further communication with the United States Attorney's office since that time. Management cannot predict the outcome of this investigation and has not recorded a liability associated with this contingency.

Builders Class Action

In June 2005, a purported class action was filed against PEC and its utility subsidiaries by Birchwood Builders, LLC in the Circuit Court of Cook County, Illinois alleging that PGL and NSG were fraudulently and improperly charging fees to customers with respect to utility connections, disconnections, reconnections, relocations, extensions of natural gas service pipes and extensions of distribution natural gas mains and failing to return related customer deposits. PGL and NSG filed two motions to dismiss the lawsuit. On January 25, 2007, the judge entered an order dismissing the complaint, but allowing the plaintiffs the option of filing an amended complaint (except as to the plaintiffs' seeking of declaratory relief, which was dismissed with prejudice). The judge also

ruled that the plaintiffs could file their claims directly with the ICC. On June 28, 2007, plaintiffs filed an amended complaint with the Circuit Court. PGL and NSG responded by filing motions to dismiss and are

awaiting a decision on these motions. PEC and its utility subsidiaries continue to believe they have meritorious defenses and intend to vigorously defend against the class action lawsuit.

NOTE 18—GUARANTEES

As part of normal business, Integrys Energy Group and its subsidiaries enter into various guarantees providing financial or performance assurance to third parties on behalf of certain subsidiaries. These guarantees are entered into primarily to support or enhance the creditworthiness otherwise attributed to a subsidiary on a stand-alone basis, thereby facilitating the extension of sufficient credit to accomplish the subsidiaries' intended commercial purposes.

Most of the guarantees issued by Integrys Energy Group include inter-company guarantees between parents and their subsidiaries, which are eliminated in consolidation, and guarantees of the subsidiaries' own performance. As such, these guarantees are excluded from the recognition and measurement requirements of Interpretation No. 45.

The following table shows Integrys Energy Group's outstanding guarantees at December 31, 2007, 2006, and 2005:

(Millions)	December 31,	
	2006	2005
Guarantees of subsidiary debt and revolving line of credit	\$ 178.3	\$ 27.2
Guarantees supporting commodity transactions of subsidiaries	1,314.0	1,154.7
Standby letters of credit	155.3	114.3
Surety bonds	1.2	0.8
Other guarantees	10.2	13.6
Total guarantees	\$1,659.0	\$1,310.6

Integrys Energy Group's outstanding guarantees at December 31, 2007, will expire as shown in the following table:

(Millions)	December 31,			
	2007	2008	2009	2010
Guarantees of subsidiary debt and revolving line of credit	\$ 178.3	\$ 178.3	\$ 178.3	\$ 178.3
Guarantees supporting commodity transactions of subsidiaries	1,314.0	1,314.0	1,314.0	1,314.0
Standby letters of credit	155.3	155.3	155.3	155.3
Surety bonds	1.2	1.2	1.2	1.2
Other guarantees	10.2	10.2	10.2	10.2
Total guarantees	\$2,659.0	\$2,659.0	\$2,659.0	\$2,659.0

At December 31, 2007, management was authorized to issue corporate guarantees in the aggregate amount of up to \$2.1 billion to support the business operations of Integrys Energy Services. The following outstanding amounts are subject to this limit:

(Millions)	
Guarantees supporting commodity transactions of subsidiaries	
Guarantees of subsidiary debt	
Standby letters of credit	
Surety bonds	
Total guarantees subject to \$2.1 billion limit	

- A \$150.0 million credit agreement at Integrys Energy Services used to finance natural gas in storage and margin requirements related to natural gas and electric contracts traded on the NYMEX and the Intercontinental Exchange (ICE), as well as for general corporate purposes, and
- \$28.1 million of guarantees supporting outstanding debt at Integrys Energy Services' subsidiaries, of which \$1.1 million is subject to Integrys Energy Services' parental guarantee limit discussed above.

At December 31, 2007, Integrys Energy Group's \$1,907.4 million of outstanding guarantees supporting commodity transactions of subsidiaries consisted of the following:

- Parental guarantees of \$1,761.0 million to support the business operations of Integrys Energy Services, of which \$8.1 million is not included in the table on the left of guarantees subject to the \$2.1 billion limit, due to specific authorization received from Integrys Energy Group's Board of Directors,
- \$0.1 million, of an authorized \$15.0 million, of corporate guarantees to support energy and transmission supply at UPPCO that are not reflected on Integrys Energy Group's Consolidated Balance Sheet,
- Guarantees of \$60.9 million and \$75.4 million, respectively, related to natural gas supply at MGUC and MERC. Corporate guarantees in the amounts of \$75.0 million and \$125.0 million have been authorized by Integrys Energy Group's Board of Directors to support MGUC and MERC, and
- \$10.0 million, of an authorized \$125.0 million, to support business operations at PEC.

In February 2008, Integrys Energy Group's Board of Directors increased this limit to \$2.35 billion.

Of the parental guarantees provided by Integrys Energy Group to Integrys Energy Services, the current amount at December 31, 2007, which Integrys Energy Group would be obligated to support, is approximately \$620.1 million.

At December 31, 2007, Integrys Energy Group's \$903.1 million of outstanding guarantees supporting subsidiary debt and revolving lines of credit consisted of the following:

- An agreement to fully and unconditionally guarantee PEC's \$400.0 million revolving line of credit,
- An agreement to fully and unconditionally guarantee, on a senior unsecured basis, PEC's obligations under its \$325.0 million, 6.90% notes due January 15, 2011,

At December 31, 2007, financial institutions, at the request of Integrys Energy Group, have issued \$137.1 million in standby letters of credit for the benefit of third parties that have extended credit to certain subsidiaries. Of this amount, \$132.5 million was issued to support Integrys Energy Services' operations, including \$2.5 million that received specific authorization from Integrys Energy Group's Board of Directors; \$4.3 million was issued for workers compensation coverage in Illinois; and the remaining \$0.3 million relates to letters of credit at MGUC and MERC. Any amounts owed by our subsidiaries are reflected in Integrys Energy Group's Consolidated Balance Sheet.

At December 31, 2007, Integrys Energy Group furnished \$1.7 million of surety bonds for various reasons, including worker compensation coverage and obtaining various licenses, permits, and rights of way. Liabilities incurred as a result of activities covered by surety bonds are included in Integrys Energy Group's Consolidated Balance Sheet.

At December 31, 2007, Integrys Energy Group's outstanding \$10.2 million of other guarantees consisted of the following:

- A guarantee issued by WPSC to indemnify a third party for exposures related to the construction of utility assets. This amount is not reflected on the Consolidated Balance Sheet, as this agreement was entered into prior to the effective date of Interpretation No. 45. The maximum exposure related to this guarantee was \$3.8 million at December 31, 2007, and \$4.9 million at December 31, 2006.

- A liability related to WPSC's agreement to indemnify Dominion for certain costs arising from the resolution of design bases documentation issues incurred prior to Kewaunee's scheduled maintenance period in 2009. As of December 31, 2007, WPSC had paid \$4.8 million to Dominion related to this guarantee, reducing the liability to \$4.1 million. The liability recorded for this guarantee was \$5.3 million at December 31, 2006.
- A \$2.3 million indemnification provided by Integrys Energy Services related to the sale of Niagara. This indemnification related to potential contamination from ash disposed from this facility. A \$0.2 million liability was recorded related to this indemnification at December 31, 2007.

Typically, under agreements related to the sale of assets or subsidiaries, Integrys Energy Group or its subsidiaries agree to indemnify the buyers for losses resulting from potential breaches of Integrys Energy Group's or its subsidiaries' representations and warranties thereunder. Integrys Energy Group believes the likelihood of having to make any material cash payments under these sales agreements as a result of breaches of representations and warranties is remote, and as such, has not recorded any liability related to these agreements.

NOTE 19—EMPLOYEE BENEFIT PLANS

Defined Benefit Plans

Integrys Energy Group and its subsidiaries have three non-contributory qualified retirement plans covering substantially all employees, as well as several unfunded nonqualified retirement plans.

Integrys Energy Group also currently offers medical, dental, and life insurance benefits to employees and their dependents. Integrys Energy Group expenses the costs of these benefits for active employees as incurred and funds benefits for retirees through irrevocable trusts as allowed for income tax purposes.

The net periodic benefit cost associated with the plans is allocated among Integrys Energy Group's subsidiaries. Actuarial calculations are performed (based upon specific employees and their related years of service) in order to determine the appropriate benefit cost allocation.

The costs of pension and other postretirement benefits are expensed over the period during which the employee renders service. The transition obligation related to plans that existed at Integrys Energy Group prior to the PEC merger is being recognized over a 20-year period beginning in 1993. Integrys Energy Group uses a December 31 measurement date for all of its plans.

Integrys Energy Group adopted SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans—an amendment of FASB Statements No. 87, 88, 106, and 132(R)," at December 31, 2006. SFAS No. 158 requires employers to recognize a defined benefit postretirement plan's funded status in the balance sheet, and recognize changes in the plan's funded status in comprehensive income in the year in which the changes occur. Integrys Energy Group's regulated utilities record changes in the funded status to regulatory asset or liability accounts, pursuant to SFAS No. 71.

During the third quarter of 2007, Integrys Energy Group made a series of changes to certain of its retirement benefit plans. Specifically, the changes include:

- Closure of the defined benefit pension plans to non-union new hires, effective as of January 1, 2008;
- A freeze in defined benefit pension service accruals for non-union employees, effective as of January 1, 2013;
- A freeze in compensation amounts used for determining defined benefit pension amounts for non-union employees, effective as of January 1, 2018;
- Revised eligibility requirements for retiree medical benefits for employees hired on or after January 1, 2008, and the introduction, beginning in 2013, of an annual premium reduction credit for employees retiring after December 31, 2012; and
- Closure of the retiree dental and life benefit programs to all new hires, effective January 1, 2008, and elimination of these benefits for any existing employees retiring after December 31, 2012.

As a result of the changes described above, Integrys Energy Group remeasured certain of its pension and other postretirement benefit obligations as of August 1, 2007. The curtailment gains and losses recognized, as a result of the plan design changes, were not significant and are included in the table on the next page.

A second remeasurement occurred on October 1, 2007, because the ratification of a union contract resulted in changes to a postretirement medical plan. The changes did not result in a curtailment.

The following tables provide a reconciliation of the changes in the plans' benefit obligations and fair value of assets during 2007, 2006, and 2005.

(Millions)	Pension Benefits			Other Benefits		
Reconciliation of benefit obligation (qualified and non-qualified plans)	2007	2006	2005	2007	2006	2005
Obligation at January 1	\$ 787.3	\$727.8	\$720.7	\$286.1	\$286.9	\$294.7
Service cost	34.7	24.2	23.9	7.1	7.1	8.0
Interest cost	70.4	42.1	40.3	17.3	17.3	16.5
Plan amendments	—	—	—	—	—	—
Plan curtailments	(0.7)	—	—	—	—	—
Plan spin off – Kewaunee sale	—	—	(25.7)	—	—	(13.3)
Plan acquisitions – MGUC and MERC	—	60.8	—	23.0	23.0	—
Plan acquisitions – PEC	—	—	—	—	—	—
Actuarial (gain) loss – net	(14.0)	(19.5)	8.2	(33.1)	(33.1)	(9.6)
Participant contributions	—	—	—	—	—	—
Benefit payments	(30.4)	(48.1)	(39.6)	(10.2)	(10.2)	(9.4)
Federal subsidy on benefits paid	—	—	—	1.1	1.1	—
Obligation at December 31	\$ 877.3	\$787.3	\$727.8	\$292.1	\$292.1	\$286.9

(Millions)	Pension Benefits			Other Benefits		
Reconciliation of fair value of plan assets (qualified plans)	2007	2006	2005	2007	2006	2005
Fair value of plan assets at January 1	\$ 583.0	\$583.0	\$588.9	\$183.0	\$183.0	\$170.9
Actual return on plan assets	67.3	67.3	39.7	16.5	16.5	11.3
Employer contributions	25.3	25.3	8.2	17.9	17.9	20.4
Participant contributions	—	—	—	—	—	—
Plan spin off – Kewaunee sale	—	—	(15.5)	—	—	(10.4)
Plan acquisitions – MGUC and MERC	45.0	45.0	—	5.4	5.4	—
Plan acquisitions – PEC	—	—	—	—	—	—
Benefit payments	(46.6)	(46.6)	(38.3)	(10.0)	(10.0)	(9.2)
Fair value of plan assets at December 31	\$ 674.0	\$674.0	\$583.0	\$212.8	\$212.8	\$183.0

Amounts recognized in Integrys Energy Group's Consolidated Balance Sheet at December 31 related to the benefit plans consisted of:

(Millions)	Pension Benefits		Other Benefits	
	2007	2006	2007	2006
Noncurrent assets	\$ 200.7	\$ —	\$ 109.5	\$ —
Current liabilities	144	3.8	79.1	0.2
Noncurrent liabilities	95.0	109.5	109.5	79.1
Net assets	\$ 12.2	\$(113.3)	\$ 21.9	\$(79.3)

The accumulated benefit obligation for all defined benefit pension plans was \$1.1 billion and \$700.1 million at December 31, 2007, and 2006, respectively. Information for pension plans with an accumulated benefit obligation in excess of plan assets is presented in the following table.

(Millions)	December 31,	
	2007	2006
Projected benefit obligation	\$1,100.0	\$34.3
Accumulated benefit obligation	\$700.1	32.2
Fair value of plan assets	\$599.9	—

Notes to Consolidated Financial Statements

The following table shows the amounts that have not yet been recognized in Integrys Energy Group's net periodic benefit cost as of December 31. Amounts related to the nonregulated entities are included in accumulated other comprehensive income, while amounts related to the utilities are recorded as regulatory assets or liabilities.

(Millions)	Pension Benefits		Other Benefits	
		2006		2006
Accumulated other comprehensive income (pre-tax)				
Net actuarial loss		\$ 9.7		\$ 1.7
Prior service costs (credits)		1.6		(3.1)
Total		\$11.3		\$ (1.4)
Net regulatory assets				
Net actuarial loss (gain)		\$58.6		\$31.1
Prior service costs (credits)		32.6		(11.8)
Transition obligation		—		2.5
Merger related regulatory adjustment		—		—
Total		\$91.2		\$21.8

Integrys Energy Group recorded the PEC pension assets acquired and liabilities assumed at fair value at the February 2007 acquisition date. PGL and NSG continue to have rates set based on their historical basis of accounting, including amortizations of prior service cost, actuarial losses, and transition obligations, which were recognized in the Consolidated Financial Statements as regulatory assets at the purchase date. The amount reflected in net periodic benefit cost in the table below is based on the amount used in the rate-setting process for PGL and NSG. The difference in the basis of accounting is shown as a merger related regulatory adjustment in the table above.

The estimated net loss and prior service cost for defined benefit pension plans that will be amortized as a component of net periodic

benefit cost during 2008 are \$0.9 million and \$5.1 million, respectively. The estimated net loss, prior service credit, and transition obligation for other postretirement benefit plans that will be amortized as a component of net periodic benefit cost during 2008 are \$0.6 million, \$(3.8) million, and \$0.3 million, respectively. The estimated merger-related regulatory adjustment that will be amortized as a component of net periodic benefit cost for defined pension and other postretirement benefit plans during 2008 is \$2.6 million and \$2.7 million, respectively.

The following table presents the components of the consolidated net periodic benefit cost for the plans:

(Millions)	Pension Benefits			Other Benefits		
	2008	2006	2005		2006	2005
Net periodic benefit cost						
Service cost	\$24.2	\$24.2	\$23.9		\$ 7.1	\$ 8.0
Interest cost	42.1	42.1	40.3		17.3	16.5
Expected return on plan assets	(44.2)	(44.2)	(43.6)		(13.5)	(12.5)
Plan curtailments (gain) loss	—	—	—		—	—
Amortization of transition obligation	0.2	0.2	0.2		0.4	0.4
Amortization of prior-service cost (credit)	5.1	5.1	5.3		(2.2)	(2.2)
Amortization of net loss	9.8	9.8	8.7		5.3	5.5
Amortization of merger related regulatory adjustment	—	—	—		—	—
Net periodic benefit cost	\$37.2	\$37.2	\$34.8		\$14.4	\$15.7

Assumptions – Pension and Other Postretirement Benefit Plans

The weighted average assumptions used at December 31 in accounting for the plans are as follows:

	Pension Benefits			Other Benefits		
	2008	2006	2005		2006	2005
Discount rate for benefit obligations	5.87%	5.87%	5.65%		5.87%	5.65%
Discount rate for net periodic benefit cost	5.65%	5.65%	5.75%		5.65%	5.75%
Expected return on assets	8.50%	8.50%	8.50%		8.50%	8.50%
Rate of compensation increase	5.50%	5.50%	5.50%		—	—

The assumptions used for Integrys Energy Group's medical and dental cost trend rates are shown in the following table:

	2006	2005
Assumed medical cost trend rate (under age 65)	9.0%	10.0%
Ultimate trend rate	5.0%	5.0%
Ultimate trend rate reached in	2010	2010
Assumed medical cost trend rate (over age 65)	11.0%	12.0%
Ultimate trend rate	6.5%	6.5%
Ultimate trend rate reached in	2011	2011
Assumed dental cost trend rate	5.0%	5.0%

Assumed health care cost trend rates have a significant effect on the amounts reported by Integrys Energy Group for the health care plans. A 1% change in assumed health care cost trend rates would have the following effects:

(Millions)	
Integrys Energy Group	
Effect on total of service and interest cost components of net periodic postretirement health care benefit cost	
Effect on the health care component of the accumulated postretirement benefit obligation	

federal subsidies, provided under the Medicare Prescription Drug, Improvement and Modernization Act of 2003, which will partially offset other postretirement benefits.

(Millions)	
2008	
2009	
2010	
2011	
2012	
2013-2017	

Pension and Other Postretirement Benefits Plan Assets

Weighted-average asset allocations of the plans at December 31, 2007, and 2006, are as follows:

Asset category	Pension Plan Assets at December 31, 2006	Postretirement Plan Assets at December 31, 2006
Equity securities	60%	61%
Debt securities	35%	39%
Real estate	5%	-
Total	100%	100%

The target asset allocations for plans in place prior to the PEC merger for the above listed asset classes are as follows: pension plan—equity securities 60%, debt securities 35%, and real estate 5%; postretirement plan—equity securities 65% and debt securities 35%. The target asset allocations for plans acquired in the PEC merger are as follows: pension plan—equity securities 70% and debt securities 30%; postretirement plan—equity securities 60% and debt securities 40%. The Board of Directors has established the Employee Benefits Administrator Committee to manage the operations and administration of all benefit plans and related trusts. The Committee periodically reviews the asset allocation, and the portfolio is rebalanced when necessary.

Cash Flows Related to Pension and Other Postretirement Benefit Plans

Integrys Energy Group's funding policy is to contribute at least the minimum amounts that are required to be funded under the Employee Retirement Income Security Act, but not more than the maximum amounts that are currently deductible for income tax purposes. Integrys Energy Group expects to contribute \$24.8 million to pension plans and \$12.8 million to other postretirement benefit plans in 2008.

The following table shows the payments, reflecting expected future service, which Integrys Energy Group expects to make for pension and other postretirement benefits. In addition, the table shows the expected

Defined Contribution Benefit Plans

Integrys Energy Group maintains 401(k) Savings Plans for substantially all full-time employees. Prior to 2008, employees generally could contribute from 1% to 30% of their base compensation to individual accounts within the 401(k) Savings Plan. The Employee Stock Ownership Plan (ESOP) required a match in the form of shares of Integrys Energy Group's common stock equivalent to 100% of the first 4% and 50% of the next 2% contributed by non-union employees. Certain non-union employees automatically qualified for participation in the ESOP and certain union employees receive a contribution to their ESOP account regardless of their participation in the 401(k) Savings Plan. The ESOP held 2.3 million shares of Integrys Energy Group's common stock (market value of \$121.9 million) at December 31, 2007. Certain employees participate in a discretionary profit-sharing contribution and/or cash match in place of participation in the ESOP. Total costs incurred under these plans were \$14.4 million in 2007, \$9.4 million in 2006, and \$8.4 million in 2005.

In conjunction with the PEC merger, Integrys Energy Group made changes to the defined contribution benefit plans effective January 1, 2008. These changes include:

- A lump-sum company contribution component for certain employees;
- Company match equivalent to 100% of the first 5% contributed by non-union employees; and
- Employees can contribute up to 50% of their base compensation.

Integrys Energy Group maintains deferred compensation plans that enable certain key employees and non-employee directors to defer a portion of their compensation or fees on a pre-tax basis. Non-employee directors can defer up to 100% of their director fees. Compensation is generally deferred in the form of cash, indexed to certain investment options, or Integrys Energy Group common stock with deemed dividends paid on the common stock automatically reinvested. Effective March 31, 2008, the investment option of indexing to Integrys Energy Group's return on equity will be closed to new contributions.

The deferred compensation arrangements in which distributions are made solely in Integrys Energy Group's common stock are classified as an equity instrument. Changes in the fair value of the deferred compensation obligation are not recognized. The deferred compensation obligation associated with this arrangement was \$24.6 million at December 31, 2007, and \$19.9 million at December 31, 2006.

The portion of the deferred compensation obligation associated with deferrals that allow for distribution in cash is classified as a liability in the Consolidated Balance Sheets and adjusted, with a charge or credit to expense, to reflect changes in the fair value of the deferred compensation obligation. The obligation classified within other long-

term liabilities was \$30.2 million at December 31, 2007, and \$26.8 million at December 31, 2006. The costs incurred under this arrangement were \$2.3 million in 2007, \$3.0 million in 2006, and \$2.6 million in 2005.

The deferred compensation programs are partially funded through shares of Integrys Energy Group's common stock that is held in a rabbi trust. The common stock held in the rabbi trust is classified as a reduction of equity in a manner similar to accounting for treasury stock. The total cost of Integrys Energy Group's common stock held in the rabbi trust was \$14.7 million at December 31, 2007, and \$13.2 million at December 31, 2006.

NOTE 20—PREFERRED STOCK OF SUBSIDIARY

Integrys Energy Group's subsidiary, WPSC, has 1,000,000 authorized shares of preferred stock with no mandatory redemption and a \$100 par value. Outstanding shares are as follows at December 31:

(Millions, except share amounts)	Series	2007		2006	
		Shares Outstanding	Carrying Value	Shares Outstanding	Carrying Value
	5.00%	130,765	\$13.1	130,765	\$13.1
	5.04%	29,920	3.0	29,920	3.0
	5.08%	49,928	5.0	49,928	5.0
	6.76%	150,000	15.0	150,000	15.0
	6.88%	150,000	15.0	150,000	15.0
Total		510,613	\$51.1	510,613	\$51.1

All shares of preferred stock of all series are of equal rank except as to dividend rates and redemption terms. Payment of dividends from any earned surplus or other available surplus is not restricted by the terms of any indenture or other undertaking by WPSC. Each series of outstanding preferred stock is redeemable in whole or in part at WPSC's option at any time on 30 days' notice at the respective redemption prices. WPSC may not redeem less than all, nor purchase any, of its preferred stock during the existence of any dividend default.

In the event of WPSC's dissolution or liquidation, the holders of preferred stock are entitled to receive (a) the par value of their preferred

stock out of the corporate assets other than profits before any of such assets are paid or distributed to the holders of common stock and (b) the amount of dividends accumulated and unpaid on their preferred stock out of the surplus or net profits before any of such surplus or net profits are paid to the holders of common stock. Thereafter, the remainder of the corporate assets, surplus, and net profits shall be paid to the holders of common stock.

The preferred stock has no pre-emptive, subscription, or conversion rights, and has no sinking fund provisions.

NOTE 21—COMMON EQUITY

Integrys Energy Group had the following shares outstanding at December 31, 2007, and 2006, respectively:

Shares outstanding at December 31	2007	2006
Common stock, \$1 par value, 200,000,000 shares authorized	74,340,706	43,387,460
Treasury shares	10,000	12,000
Average cost of treasury shares	\$25.19	\$25.19
Shares in deferred compensation rabbi trust	311,666	311,666
Average cost of deferred compensation rabbi trust shares	\$42.24	\$42.24

Treasury shares at December 31, 2007, and 2006, relate to our Non-Employee Directors Stock Option Plan. All options under this plan have a ten-year life, but may not be exercised until one year after the date of grant.

We issue common stock under our Stock Investment Plan and under certain of our stock-based employee benefit plans. These stock issuances increased equity \$45.7 million, \$25.0 million, and \$29.0 million in 2007, 2006, and 2005, respectively.

Pursuant to the merger with PEC, shareholders of PEC received 0.825 shares of Integrys Energy Group (then known as WPS Resources) common stock, \$1 par value, for each share of PEC common stock, no par value, that they held immediately prior to the merger. This resulted in an increase in common stock outstanding of 31,938,491 shares and increased equity \$1.6 billion as of December 31, 2007.

In November 2005, Integrys Energy Group entered into a forward equity sale agreement with an affiliate of J.P. Morgan Securities, Inc., as forward purchaser, relating to 2.7 million shares of Integrys Energy Group's common stock. On May 10, 2006, Integrys Energy Group physically settled the forward equity agreement (and, thereby, issued 2.7 million shares of common stock) and received proceeds of \$139.6 million. The proceeds were used to pay down commercial paper borrowings originally utilized to finance the acquisition of the natural gas distribution operations in Michigan and for general corporate purposes.

Reconciliation of Integrys Energy Group's common stock shares	Common Stock Shares Outstanding
Balance at December 31, 2004	37,500,791
Shares issued	
Stock Investment Plan	370,928
Stock-based compensation	262,714
Common stock offering	1,900,000
Rabbi trust shares	55,465
Balance at December 31, 2005	40,089,898
Shares issued	
Stock Investment Plan	406,878
Stock-based compensation	134,392
Common stock offering	2,700,000
Rabbi trust shares	56,292
Balance at December 31, 2006	43,387,460
Shares issued	
Merger with PEC	
Stock Investment Plan	
Stock-based compensation	
Rabbi trust shares	
Balance at December 31, 2007	

receive dividends on the common stock of WPSC is also subject to the prior rights of WPSC's preferred shareholders and to provisions in WPSC's restated articles of incorporation which limit the amount of common stock dividends which WPSC may pay if its common stock and common stock surplus accounts constitute less than 25% of its total capitalization. These limitations are not expected to limit any dividend payments in the foreseeable future. At December 31, 2007, WPSC had \$335.9 million of retained earnings available for the payment of dividends.

UPPCO's indentures relating to its first mortgage bonds contain certain limitations on the payment of cash dividends on its common stock, which is held solely by Integrys Energy Group. Under the most restrictive of these provisions, \$26.1 million of retained earnings were available at December 31, 2007, for the payment of common stock cash dividends by UPPCO.

For the year ended December 31, 2007, PEC, MGUC, MERC, and Integrys Energy Services have not made any dividend payments. These companies do not have any dividend restrictions.

At December 31, 2007, Integrys Energy Group had \$680.4 million of retained earnings available for the payment of dividends. Integrys Energy Group does not have any dividend restrictions.

Dividends

Integrys Energy Group is a holding company and our ability to pay dividends is largely dependent upon the ability of our subsidiaries to pay dividends to us. The PSCW has by order restricted our subsidiary, WPSC, to paying normal dividends on its common stock of no more than 103% of the previous year's common stock dividend. The PSCW also requires WPSC to maintain a financial capital structure (i.e., the percentages by which each of common stock equity, preferred stock equity and debt constitute the total capital invested in a utility), which has a common equity range of 50% to 55%. The PSCW has also established a targeted financial common equity ratio at 52% that results in a regulatory common equity ratio of 57.46%. The primary difference between the financial and the regulatory common equity ratio relates to certain off-balance sheet obligations, primarily purchased power obligations, considered by the PSCW in establishing the financial common equity target. Each of these limitations may be modified by a future order of the PSCW. Our right to

Earnings Per Share

Basic earnings per share are computed by dividing income available for common shareholders by the weighted average number of shares of common stock outstanding during the period. Diluted earnings per share are computed by dividing income available for common shareholders by the weighted average number of shares of common stock outstanding during the period adjusted for the exercise and/or conversion of all potentially dilutive securities. Such dilutive items include in-the-money stock options, performance stock rights, and shares related to the forward equity transaction discussed above. The calculation of diluted earnings per share for the years shown below excludes some insignificant stock option and performance stock rights that had an anti-dilutive effect. The following table reconciles the computation of basic and diluted earnings per share:

(Millions, except per share amounts)	2006	2005
Numerator:		
Income from continuing operations	\$151.6	\$150.6
Discontinued operations, net of tax	7.3	11.5
Cumulative effect of change in accounting principles, net of tax	-	(1.6)
Preferred stock dividends declared	(3.1)	(3.1)
Net earnings available for common shareholders	\$155.8	\$157.4
Denominator:		
Average shares of common stock outstanding – basic	42.3	38.3
Effect of dilutive securities		
Stock options	0.1	0.4
Average shares of common stock outstanding – diluted	42.4	38.7
Net earnings per share of common stock		
Basic	\$3.68	\$4.11
Diluted	3.67	4.07

NOTE 22—STOCK-BASED COMPENSATION

In May 2007, Integrys Energy Group's shareholders approved the 2007 Omnibus Incentive Compensation Plan (2007 Omnibus Plan). Under the provisions of the 2007 Omnibus Plan, the number of shares of stock that may be issued in satisfaction of plan awards may not exceed 3,500,000, and no more than 1,500,000 shares of stock can be granted as performance shares or restricted stock. No additional awards will be issued under prior plans, although the plans will continue to exist for purposes of the existing outstanding stock-based compensation. At December 31, 2007, stock options, performance stock rights, restricted shares, and stock appreciation rights were outstanding under the various plans.

Stock Options

Under the provisions of the 2007 Omnibus Plan, no single employee who is the chief executive officer of Integrys Energy Group or any of the other four highest compensated officers of Integrys Energy Group and its subsidiaries can be granted options for more than 1,000,000 shares during any calendar year. No stock options will have a term longer than ten years. The exercise price of each stock option is equal to the fair market value of the stock on the date the stock option is granted. One-fourth of the stock options granted vest and become exercisable each year on the anniversary of the grant date.

The fair values of stock option awards granted in May 2007 and December 2006 were estimated using a binomial lattice model. The expected term of option awards is calculated based on historical exercise behavior and represents the period of time that options granted are expected to be outstanding. The risk-free interest rate is based on the U.S. Treasury yield curve. The expected dividend yield incorporates the post-merger dividend rate as well as historical dividend increase patterns. Integrys Energy Group's expected stock price volatility was estimated using the 10-year historical volatility.

The fair values of stock option awards granted in December 2005 were estimated using the Black-Scholes option-pricing model. The following table shows the weighted-average fair values along with the assumptions incorporated into the models:

	2006	2005
Weighted-average fair value	\$6.04	\$4.40
Expected term	6 years	6 years
Risk-free interest rate	4.42%	4.38%
Expected dividend yield	4.90%	4.73%
Expected volatility	17%	12%

Total pre-tax compensation cost recognized for stock options during the years ended December 31, 2007, and 2006, was \$1.8 million and \$1.8 million, respectively. No compensation cost was recognized for stock options in 2005, as Integrys Energy Group did not adopt the fair value recognition provisions of SFAS No. 123(R), "Share-Based Payment," until January 1, 2006. The total compensation cost capitalized in 2007 and 2006 was immaterial. As of December 31, 2007, \$1.9 million of total pre-tax compensation cost related to unvested and outstanding stock options is expected to be recognized over a weighted-average period of 2.9 years.

Cash received from option exercises during the years ended December 31, 2007, 2006, and 2005, was \$14.0 million, \$1.9 million, and \$5.9 million, respectively. The tax benefit realized from these option exercises was \$2.3 million in 2007, immaterial in 2006, and \$1.3 million in 2005.

A summary of stock option activity for the year ended December 31, 2007, and the number of outstanding and exercisable stock options at December 31, 2007, is presented below.

	Stock Options	Weighted-Average Exercise Price Per Share	Weighted-Average Remaining Contractual Life (in Years)	Aggregate Intrinsic Value (Millions)
Outstanding at December 31, 2006	1,968,625	\$45.53		
Converted options from merger				
Granted				
Exercised				
Forfeited				
Expired				
Outstanding at December 31, 2007	1,215,777			
Exercisable at December 31, 2007	1,215,777			

On February 21, 2007, all of PEC's then outstanding stock options were converted into 377,833 Integrys Energy Group stock options based on the exchange ratio of 0.825. These options were fully vested prior to the merger date.

During the years ended December 31, 2006, and 2005, the intrinsic value of options exercised totaled \$0.9 million and \$3.3 million, respectively.

The aggregate intrinsic value for outstanding and exercisable options in the above table represents the total pre-tax intrinsic value that would have been received by the option holders had they all exercised their options at December 31, 2007. This is calculated as the difference between Integrys Energy Group's closing stock price on December 31, 2007, and the option exercise price, multiplied by the number of in-the-money stock options.

Performance Stock Rights

Performance stock rights vest over a three-year performance period and are paid out in shares of Integrys Energy Group's common stock. No single employee who is the chief executive officer of Integrys Energy Group or any of the other four highest compensated officers of Integrys

Energy Group and its subsidiaries can receive a payout in excess of 250,000 performance shares during any calendar year. The number of shares paid out is calculated by multiplying a performance percentage by the number of outstanding stock rights at the completion of the vesting period. The performance percentage is based on the total shareholder return of Integrys Energy Group's common stock relative to the total shareholder return of a peer group of companies. The payout may range from 0% to 200% of target.

The fair value of performance stock right awards granted in December 2005 was estimated using Integrys Energy Group's common stock price on the date of grant, less the present value of expected dividends over the three-year vesting period, assuming a payout of 100% of target. The fair values of performance stock rights granted in May 2007 and December 2006 were estimated using a Monte Carlo valuation model, incorporating the assumptions in the table on the next page. The risk-free interest rate is based on the U.S. Treasury yield curve. The expected dividend yield incorporates the post-merger dividend rate as well as historical dividend increase patterns. The expected volatility was estimated using three years of historical data.

	2007	2006
Expected term	3 years	3 years
Risk-free interest rate		4.74%
Expected dividend yield		4.90%
Expected volatility		14.40%

Pre-tax compensation cost recorded for performance stock rights for the years ended December 31, 2007, 2006, and 2005, was \$3.5 million, \$2.8 million, and \$3.4 million, respectively. The total compensation cost capitalized during these same years was immaterial. As of December 31, 2007, \$2.3 million of total pre-tax compensation cost related to unvested and outstanding performance stock rights is expected to be recognized over a weighted-average period of 1.7 years.

A summary of the activity related to performance stock rights for the year ended December 31, 2007, is presented below:

	Performance Stock Rights	Weighted-Average Grant Date Fair Value
Outstanding at December 31, 2006	215,568	\$45.58
Granted	35,700	\$52.73
Forfeited	21,458	\$47.91
Outstanding at December 31, 2007	217,458	\$47.91

No performance shares were distributed during the year ended December 31, 2007.

Restricted Shares

In December 2006, May 2007, and September 2007, a portion of the long-term incentive was awarded in the form of restricted shares. Most

of these shares have a four-year vesting period, with 25% of each award vesting on each anniversary of the grant date. During the vesting period, award recipients have voting rights and are entitled to dividends in the same manner as other common shareholders. Restricted shares have a value equal to the fair market value of the shares on the grant date. Total pre-tax compensation cost recognized for restricted shares was \$1.4 million during the year ended December 31, 2007, and immaterial for the year ended December 31, 2006. The total compensation cost capitalized in 2007 and 2006 was immaterial. As of December 31, 2007, \$3.8 million of total pre-tax compensation cost related to these awards is expected to be recognized over a weighted-average period of 3.1 years.

A summary of the activity related to restricted shares for the year ended December 31, 2007, is presented below:

	Restricted Shares	Weighted-Average Grant Date Fair Value
Outstanding at December 31, 2006	71,424	\$52.73
Granted		
Vested		
Forfeited		
Outstanding at December 31, 2007		

Stock Appreciation Rights

On February 21, 2007, all of PEC's then outstanding stock appreciation rights were converted into 14,021 Integrys Energy Group stock appreciation rights. The fair value of the stock appreciation rights is estimated with a Black-Scholes model and was not significant at December 31, 2007. No stock appreciation rights were issued during the year ended December 31, 2007.

NOTE 23—REGULATORY ENVIRONMENT

Wisconsin

On February 11, 2008, WPSC filed with the PSCW to reopen its 2008 fuel filing, requesting an increase in retail rates. The increase is intended to recover \$13.4 million of additional fuel and related costs in 2008. The increase in costs is due to a later start-up of the Weston 4 unit, increased coal and coal transportation costs, and increased natural gas costs. The rate increase is anticipated to go into effect March 3, 2008, subject to refund based on an audit of the fuel filing.

On October 6, 2007, Weston 3, a 321.6-megawatt base load coal-fired generating facility located near Wausau, Wisconsin, sustained damage from a major lightning strike that forced the facility out of service until January 14, 2008. The damage required the repair of the generator rotor, the turbine rotors, and the boiler feed pumps. WPSC incurred approximately \$7 million of incremental pre-tax non-fuel operating and maintenance expenditures through December 31, 2007, to repair and return Weston 3 to service. WPSC has insurance in place that is expected to cover all equipment damage costs, less a \$1.0 million deductible. WPSC was granted approval from the PSCW to defer the costs, net of insurance recoveries, for recovery in a future rate proceeding. WPSC also incurred a total of \$21.7 million of incremental pre-tax fuel and purchased power costs through December 31, 2007, and a total of approximately \$24 million during the entire 14-week outage. WPSC filed a request with the PSCW to defer the replacement purchased power costs for the Wisconsin retail portion of these costs and was granted approval retroactive to October 6, 2007. It is anticipated that WPSC will recover

replacement purchased power costs for the Michigan retail portion of these costs through the annual power supply cost recovery mechanism.

Assuming favorable outcomes for the recovery of deferred replacement purchased power and non-fuel operating and maintenance expenses, WPSC does not expect this incident to have a material impact on future earnings.

The PSCW approved the merger with PEC as of February 16, 2007. The merger approval order contains the following conditions:

- WPSC will not have a base rate increase for natural gas or electric service prior to January 1, 2009. WPSC was allowed to adjust rates for changes in purchased power costs as well as fuel costs related to electric generation due to changes in the NYMEX natural gas futures prices, coal prices, and transportation costs for coal. WPSC made this fuel and purchased power cost filing on August 14, 2007, requesting an increase of \$33.3 million (3.6%). The August 14, 2007, fuel and purchased power cost filing included recovery of the increased electric transmission costs and recovery of deferred MISO Day 2 costs over three years. The PSCW granted a proposed increase effective January 16, 2008, which reflected updated fuel and purchased power cost information. The final rate order issued on January 15, 2008, allowed for a \$23.0 million (2.5%) retail electric rate increase and included recovery of deferred 2005 and 2006 MISO Day 2 costs over a one-year period and increased transmission costs.

- WPSC was required to seek approval for the formation of a service company within 120 days of the closing of the merger. On June 8, 2007, Integrys Energy Group and its regulated utilities filed applications with the ICC, PSCW, MPUC, and MPSC seeking the necessary regulatory approvals or waivers associated with the formation and operation of the service company. All required regulatory approvals were received and Integrys Business Support, LLC became an operational centralized service company on January 1, 2008.
- WPSC will not recover merger related transaction costs. Recovery of merger related transition costs in 2009 and later years will be limited to the verified synergy savings in those years.
- WPSC will hold ratepayers harmless from any increase in interest and preferred stock costs attributable to nonutility activities, provided that the authorized capital structure is consistent with the authorized costs.
- WPSC will not pay dividends to Integrys Energy Group in an amount greater than 103% of the prior year's dividend.

On January 11, 2007, the PSCW issued a final written order authorizing a retail electric rate increase of \$56.7 million (6.61%) and a retail natural gas rate increase of \$18.9 million (3.77%), effective January 12, 2007. The 2007 rates reflect a 10.9% return on common equity. The PSCW also approved a common equity ratio of 57.46% in its regulatory capital structure. The 2007 retail electric rate increase was required primarily because of increased costs associated with electric transmission, costs related to the construction of Weston 4 and the additional personnel to maintain and operate the plant, and costs to maintain the Weston 3 generation unit and the De Pere Energy Center. The 2007 retail natural gas rate increase was driven by infrastructure improvements necessary to ensure the reliability of the natural gas distribution system and costs associated with the remediation of former manufactured gas plant sites.

In 2006, WPSC filed an agreement with the PSCW to refund a portion of the difference between the projected fuel costs in the 2006 Wisconsin retail rate case and actual fuel costs incurred from January 2006 through March 2006, as well as the projected fuel savings in April through June 2006. In March 2007, the PSCW approved a refund to WPSC retail electric customers of \$14.5 million. This refund had been accrued at December 31, 2006. The refund resulted in a credit to customers' bills over the period mid-March through mid-April. At December 31, 2007, a regulatory liability of \$1.9 million remained to be refunded to customers in 2008, and was included in the final order for the fuel filing and in the 2008 rate increase described previously.

On December 22, 2005, the PSCW issued a final written order authorizing a retail electric rate increase of \$79.9 million (10.1%) and a retail natural gas increase of \$7.2 million (1.1%), effective January 1, 2006. The 2006 rates reflect an 11.0% return on common equity. The PSCW also approved a common equity ratio of 59.7% in its regulatory capital structure. The 2006 retail electric rate increase was required primarily because of higher fuel and purchased power costs (including costs associated with the Fox Energy Center power purchase agreement), and also for costs related to the construction of Weston 4, higher transmission expenses, and recovery of a portion of the costs related to the 2005 Kewaunee outage. Partially offsetting the items discussed above, retail electric rates were lowered to reflect a refund to customers

of the proceeds received from the liquidation of the nonqualified decommissioning trust fund as a result of the sale of Kewaunee (discussed below). The 2006 retail natural gas rate increase was driven by infrastructure improvements necessary to ensure the reliability of the natural gas distribution system.

WPSC received \$127.1 million of proceeds from the liquidation of the Kewaunee nonqualified decommissioning trust fund in 2005, to be refunded to customers in the following manner:

- The PSCW ruled that WPSC's Wisconsin customers were entitled to be refunded approximately 85% of the proceeds over a two-year period beginning on January 1, 2006.
- The MPSC ruled that WPSC's Michigan customers were entitled to be refunded approximately 2% of the proceeds over a 60-month period, beginning in the third quarter of 2005. Subsequently, the MPSC issued an order authorizing WPSC to amortize the approximately \$2 million remaining balance of the refund simultaneously with the amortization of approximately \$2 million of the 2005 power supply under collections from January 2007 through July 2010.
- The FERC ruled that WPSC's wholesale customers were entitled to be refunded the remaining 13% of the proceeds. A refund of approximately \$3 million was made to one customer in the second quarter of 2006, which was offset by approximately \$1 million related to both the loss WPSC recorded on the sale of Kewaunee and costs incurred related to the 2005 Kewaunee outage. Pursuant to the FERC order settlement received on August 14, 2007, WPSC completed lump-sum payments to the remaining FERC customers of approximately \$16 million (including interest), representing their contributions to the nonqualified decommissioning trust fund during the period in which they received service from WPSC. The settlement would also require these FERC customers to make two separate lump-sum payments to WPSC with respect to the loss from the sale of Kewaunee and the 2005 Kewaunee power outage. Payments made to WPSC total approximately \$1 million and \$8 million, respectively, and were netted against the \$16 million refund due to these customers.

At December 31, 2007, WPSC had recorded a \$1.3 million regulatory liability representing the amount of proceeds received from the liquidation of the nonqualified decommissioning trust fund remaining to be refunded in 2008.

The PSCW disallowed recovery of 50% of the 2005 loss on the sale of Kewaunee. The entire loss had previously been approved for deferral, resulting in WPSC writing off \$6.1 million of the regulatory asset previously recorded. WPSC petitioned the PSCW for rehearing on this matter; however, the request for rehearing was denied and this decision is now final.

On February 20, 2005, Kewaunee was temporarily removed from service after a potential design weakness was identified in its auxiliary feedwater system. In WPSC's 2006 rate case, the PSCW determined that it was reasonable for WPSC to recover all deferred costs related to the 2005 Kewaunee forced outage over a five-year period, beginning on January 1, 2006. At December 31, 2007, \$29.3 million was left to be collected from ratepayers and remained recorded as a regulatory asset related to this outage.

In 2005, WPSC received notification from its coal transportation suppliers that extensive maintenance was required on the railroad tracks that lead into and out of the Powder River Basin. During the maintenance efforts, WPSC received approximately 87% of the expected coal deliveries. WPSC took steps to conserve coal usage and secured alternative coal supplies at its affected generation facilities during that time. The PSCW approved WPSC's request for deferred treatment of the incremental fuel costs resulting from the coal supply issues. As of December 31, 2007, \$3.0 million was deferred related to this matter. These costs were addressed in WPSC's 2007 retail electric rate case and will be recoverable in 2008.

Michigan

On December 4, 2007, the MPSC issued a final written order authorizing a retail electric rates increase of \$0.6 million, effective December 5, 2007. WPSC's last retail electric rate increase in Michigan was effective in July 2003. The 2008 rates reflect a 10.6% return on common equity. The MPSC also approved a common equity ratio of 56.4% in its regulatory capital structure. The 2008 retail electric rate increase was required because of increased costs primarily related to the construction of Weston 4 and the costs to maintain and operate the plant, a decrease in industrial load, and inflation since July 2003. As approved by the MPSC, effective December 5, 2007, WPSC also began recovering the capacity payments related to its power purchase agreement with Dominion Energy Kewaunee, LLC through the power supply cost recovery mechanism.

On June 27, 2006, the MPSC issued a final written order authorizing a retail electric rate increase for UPPCO that reflects a 10.75% return on common equity and a common equity ratio of 54.9% in its regulatory capital structure. The increased retail electric rate does not reflect the recovery by UPPCO of any deferred costs associated with the Silver Lake incident, which will be addressed in a future rate proceeding.

Illinois

On March 9, 2007, PGL and NSG filed requests with the ICC to increase natural gas rates on an annualized basis for PGL and NSG by \$102.5 million and \$6.3 million, respectively, for 2008. Both the PGL and NSG filings included an 11.06% return on common equity and a common equity ratio of 56% in their regulatory capital structure. In addition, PGL and NSG proposed the following "riders" that would allow changes in costs to be passed through between rate cases. Other than the infrastructure rider, which was a mechanism to recover the return on, and return of, capital investment in excess of historical capital investment associated with accelerating the replacement of cast iron mains and only applied to PGL, the riders that applied to both PGL and NSG were:

- a "decoupling" mechanism that would allow PGL and NSG to adjust rates going forward to recover or refund the difference between actual recovered non-gas costs recovered in revenue and authorized non-gas costs;

- a mechanism to recover the natural gas cost portion of uncollectible expense based on current natural gas prices; and
- a mechanism to recover \$6.4 million and \$1.1 million of energy efficiency costs for PGL and NSG, respectively, under a program to be approved by the ICC.

On February 5, 2008, the ICC issued a final written order authorizing a rate increase of \$71.2 million for PGL, which includes a return on common equity of 10.19% and a common equity ratio of 56% in its regulatory capital structure, and a rate decrease of \$0.2 million for NSG, which includes a return on common equity of 9.99% and a common equity ratio of 56% in its regulatory capital structure. The order includes approval of the decoupling mechanism as a four-year pilot and the energy efficiency mechanism for both PGL and NSG. The infrastructure mechanism (proposed by PGL) and the uncollectible expense mechanism (proposed by both PGL and NSG) were not approved. PGL and NSG filed tariffs in compliance with the order on February 8, 2008, and the new rates went into effect on February 14, 2008. A rehearing request, which is a prerequisite for any party wishing to appeal the order, is due 30 days after service of the order.

The PEC merger was effective February 21, 2007. PGL and NSG are wholly owned by PEC. On February 7, 2007, the ICC approved the PEC merger by accepting an agreed upon order among the active parties to the merger case. The order included Conditions of Approval regarding commitments by the applicants to:

- provide certain reports,
- perform studies of the PGL natural gas system,
- promote and hire a limited number of union employees in specific areas,
- make no reorganization-related layoffs or position reductions within the PGL union workforce,
- maintain both the PGL and NSG operation and maintenance and capital budgets at recent levels,
- file a plan for formation and implementation of a service company,
- accept certain limits on the merger-related costs that can be recovered from ratepayers, and
- not seek cost recovery for any increase in deferred tax assets that may result from the tax treatment of the PGL and NSG storage natural gas inventory in connection with closing the merger.

The Conditions of Approval also included commitments with respect to the recently completed rate cases of PGL and NSG. These are the inclusion of merger synergy savings of \$11.4 million at PGL and \$1.6 million at NSG in the proposed test year, the recovery of \$6.2 million at PGL and \$0.8 million at NSG of the merger-related costs in the test year (reflecting recovery of \$30.9 million at PGL and \$4.2 million at NSG of costs over 5 years), proposing a combined PGL and NSG \$7.5 million energy efficiency program which was contingent on receiving cost recovery in the rate case orders, and filing certain changes to the small volume transportation service programs. Finally, the order provides authority for PGL and NSG to recover from ratepayers in a future rate case up to an additional \$9.9 million of combined merger costs, for a maximum potential recovery of \$44.9 million. PGL and NSG must demonstrate in the future that merger synergy savings realized have exceeded the merger costs. As of December 31, 2007, the regulatory asset balance representing merger costs to be recovered totaled \$12.8 million at PGL and \$1.7 million at NSG.

Federal

Through a series of orders issued by the FERC, Regional Through and Out Rates for transmission service between the MISO and the Pennsylvania, New Jersey, Maryland Interconnection were eliminated effective December 1, 2004. To compensate transmission owners for the revenue they will no longer receive due to this rate elimination, the FERC ordered a transitional pricing mechanism called the Seams Elimination Charge Adjustment (SECA) to be put into place. Load-serving entities paid these SECA charges during a 16-month transition period from December 1, 2004, through March 31, 2006.

For the 16-month transitional period, Integrys Energy Services received billings of \$19.2 million (pre-tax) for these charges. Integrys Energy Services expensed \$14.7 million of the \$19.2 million, as it is probable that Integrys Energy Services' total exposure will be reduced by at least \$4.5 million due to inconsistencies between the FERC's SECA order and the transmission owners' compliance filings. Integrys Energy Services anticipates settling a portion of its SECA matters through vendor negotiations in 2008. Integrys Energy Services has reached settlement agreements with three of its vendors for a combined \$1.6 million.

In August 2006, the administrative law judge hearing the case issued an Initial Decision that was in agreement with all of Integrys Energy Services' positions. If the Final Order, which is expected some time in 2008, is consistent with the Initial Decision of the administrative law judge, Integrys Energy Services' exposure of \$19.2 million may be reduced by as much as \$13 million (pre-tax). The Final FERC Order is subject to rehearing and then court challenges. Any refunds to Integrys Energy Services will include interest for the period from payment to refund. Since SECA is a transition charge that ended on March 31, 2006, it does not directly impact Integrys Energy Services' long-term competitiveness because the only unresolved issue is the final FERC Order and pending refund.

The SECA is also an issue for WPSC and UPPCO. It is anticipated that most of the SECA rate charges incurred by WPSC and UPPCO and any refunds will be passed on to customers through rates, and thus, will not have a material effect on the financial position or results of operations of WPSC or UPPCO.

NOTE 24—SEGMENTS OF BUSINESS

SFAS No. 131, "Disclosures About Segments of an Enterprise and Related Information," requires that companies disclose segment information based on how management makes decisions about allocating resources to segments and measuring their performance.

Integrys Energy Group manages its reportable segments separately due to their different operating and regulatory environments. At December 31, 2007, Integrys Energy Group reported five segments, which are described below.

- The two regulated segments include the regulated electric utility operations of WPSC and UPPCO, and the regulated natural gas utility operations of WPSC, MGUC, MERC, PGL, and NSG. PEC's regulated natural gas utility operations (PGL and NSG) were included in results of operations since the merger date.
- Integrys Energy Services is a diversified nonregulated energy supply and services company serving residential, commercial, industrial, and wholesale customers in developed competitive markets in the United States and Canada.

- The nonregulated oil and natural gas production segment includes the results of PEP, which were reported as discontinued operations. PEP engages in the acquisition, development and production of oil and natural gas reserves in selected onshore basins in the United States through direct ownership in oil, natural gas, and mineral leases. In September 2007, Integrys Energy Group completed the sale of PEP.
- The Holding Company and Other segment, another nonregulated segment, includes the operations of the Integrys Energy Group holding company and the PEC holding company, along with any nonutility activities at WPSC, MGUC, MERC, UPPCO, PGL, and NSG. Equity earnings from our investments in ATC, WRPC, and Guardian Pipeline, LLC (prior to its sale in 2006) are included in the Holding Company and Other segment.

The tables below present information for the respective years pertaining to our operations segmented by lines of business.

2007 (Millions)	Regulated Utilities			Nonregulated Operations				
	Electric Utility ⁽¹⁾	Natural Gas Utility ⁽¹⁾	Total Utility ⁽¹⁾	Integrys Energy Services	Oil and Natural Gas Production	Holding Company and Other ⁽²⁾	Reconciling Eliminations	Integrys Energy Group Consolidated
Income Statement								
External revenues	\$1,202.9	\$2,102.5	\$3,305.4	\$6,975.7	\$ -	\$ 11.3	\$ -	\$10,292.4
Intersegment revenues	43.2	1.2	44.4	4.0	-	1.2	(49.6)	-
Depreciation and amortization expense	80.1	97.7	177.8	14.4	-	2.9	-	195.1
Miscellaneous income (expense)	8.3	5.5	13.8	(0.3)	0.1	81.4 ⁽³⁾	(30.9)	64.1
Interest expense	32.4	53.4	85.8	13.5	2.4	93.7	(30.9)	164.5
Provision (benefit) for income taxes	51.5	14.5	66.0	26.3	(1.0)	(5.3)	-	86.0
Income (loss) from continuing operations	89.6	29.6	119.2	83.2	(2.5)	(18.8)	-	181.1
Discontinued operations	-	-	-	14.8	58.5	-	-	73.3
Preferred stock dividends of subsidiary	2.2	0.9	3.1	-	-	-	-	3.1
Income (loss) available for common shareholders	87.4	28.7	116.1	98.0	56.0	(18.8)	-	251.3
Total assets	2,470.8	4,777.8	7,248.6	3,150.6	-	1,911.4	(1,076.2)	11,234.4
Cash expenditures for long-lived assets	202.6	158.8	361.4	20.5	-	10.7	-	392.6

⁽¹⁾ Includes only utility operations.

⁽²⁾ Nonutility operations are included in the Holding Company and Other column.

⁽³⁾ Other miscellaneous income includes \$52.3 million of pre-tax income from equity method investments.

Notes to Consolidated Financial Statements

2006 (Millions)	Regulated Utilities			Nonutility and Nonregulated Operations			Integrus Energy Group Consolidated
	Electric Utility ⁽¹⁾	Natural Gas Utility ⁽¹⁾	Total Utility ⁽¹⁾	Integrus Energy Services	Holding Company and Other ⁽²⁾	Reconciling Eliminations	
Income Statement							
External revenues	\$1,057.9	\$676.1	\$1,734.0	\$5,151.8	\$ 4.9	\$ -	\$6,890.7
Intersegment revenues	41.5	0.8	42.3	7.3	1.2	(50.8)	-
Depreciation and amortization expense	78.5	32.7	111.2	9.4	0.7	-	121.3
Miscellaneous income (expense)	3.2	1.0	4.2	(11.4)	66.0 ⁽³⁾	(16.0)	42.8
Interest expense	30.0	18.1	48.1	15.4	51.7	(16.0)	99.2
Provision (benefit) for income taxes	48.6	1.5	50.1	(5.0)	(0.1)	-	45.0
Income (loss) from continuing operations	87.6	(1.3)	86.3	65.0	0.3	-	151.6
Discontinued operations	-	-	-	7.3	-	-	7.3
Preferred stock dividends of subsidiary	2.1	1.0	3.1	-	-	-	3.1
Income (loss) available for common shareholders	85.5	(2.3)	83.2	72.3	0.3	-	155.8
Total assets	2,368.0	1,483.9	3,851.9	2,736.7	741.5	(468.4)	6,861.7
Cash expenditures for long-lived assets	282.1	54.6	336.7	5.5	(0.2)	-	342.0

⁽¹⁾ Includes only utility operations.

⁽²⁾ Nonutility operations are included in the Holding Company and Other column.

⁽³⁾ Other miscellaneous income includes \$42.2 million of pre-tax income from equity method investments.

2005 (Millions)	Regulated Utilities			Nonutility and Nonregulated Operations			Integrus Energy Group Consolidated
	Electric Utility ⁽¹⁾	Natural Gas Utility ⁽¹⁾	Total Utility ⁽¹⁾	Integrus Energy Services	Holding Company and Other ⁽²⁾	Reconciling Eliminations	
Income Statement							
External revenues	\$1,003.6	\$520.6	\$1,524.2	\$5,301.3	\$ -	\$ -	\$6,852.5
Intersegment revenues	33.5	1.4	34.9	13.6	1.1	(49.6)	-
Depreciation and amortization expense	120.4	19.5	139.9	9.5	0.3	-	149.7
Miscellaneous income (expense)	52.0	0.7	52.7	(0.8)	41.4 ⁽³⁾	(4.5)	88.8
Interest expense	27.1	8.7	35.8	4.4	26.3	(4.5)	62.0
Provision (benefit) for income taxes	37.0	7.3	44.3	(2.4)	(2.3)	-	39.6
Income from continuing operations	66.2	14.3	80.5	64.2	5.9	-	150.6
Discontinued operations	-	-	-	11.5	-	-	11.5
Cumulative effect of change in accounting principle	-	-	-	(1.6)	-	-	(1.6)
Preferred stock dividends of subsidiary	2.0	1.1	3.1	-	-	-	3.1
Income available for common shareholders	64.2	13.2	77.4	74.1	5.9	-	157.4
Cash expenditures for long-lived assets	373.9	36.4	410.3	2.7	0.9	-	413.9

⁽¹⁾ Includes only utility operations.

⁽²⁾ Nonutility operations are included in the Holding Company and Other column.

⁽³⁾ Other miscellaneous income includes \$31.8 million of pre-tax income from equity method investments.

Geographic Information (Millions)	2006		2006		2005
	Revenues	Long-Lived Assets	Revenues	Long-Lived Assets	Revenues
United States	\$ 4,908.5	\$7,088.5	\$4,908.5	\$3,605.1	\$4,659.8
Canada *	2,225.9	20.3	1,982.2	21.0	2,165.7
Total	\$6,890.7	\$7,048.8	\$6,890.7	\$3,626.1	\$6,825.5

* Revenues and assets of Canadian subsidiaries.

NOTE 25—QUARTERLY FINANCIAL INFORMATION (Unaudited)

(Millions, except for share amounts)	Three Months Ended				
	March	June	2007 September	December	Total
Operating revenues	\$2,746.6	\$2,361.7	\$2,122.5	\$3,061.6	\$10,292.4
Operating income (loss)	183.1	(33.9)	54.1	164.1	367.4
Income (loss) from continuing operations	117.2	(39.6)	11.6	91.9	181.1
Discontinued operations, net of tax	23.0	24.0	92.3	(6.0)	73.3
Preferred stock dividends of subsidiary	0.8	0.8	0.7	0.8	3.1
Income (loss) available for common shareholders	139.4	(16.4)	43.2	85.1	251.3
Average number of shares of common stock (basic)	57.5	76.0	76.2	76.5	71.6
Average number of shares of common stock (diluted)	57.8	76.0	76.5	76.6	71.8
Earnings (loss) per common share (basic) *					
Income (loss) from continuing operations	\$2.02	\$(0.53)	\$0.14	\$1.19	\$2.49
Discontinued operations	0.40	0.31	0.43	(0.08)	1.02
Earnings (loss) per common share (basic)	2.42	(0.22)	0.57	1.11	3.51
Earnings (loss) per common share (diluted) *					
Income (loss) from continuing operations	2.01	(0.53)	0.14	1.19	2.48
Discontinued operations	0.40	0.31	0.42	(0.08)	1.02
Earnings (loss) per common share (diluted)	2.41	(0.22)	0.56	1.11	3.50

* Earnings per share for the individual quarters do not total the year ended earnings per share amount because of changes to the average number of shares outstanding and changes in incremental issuable shares throughout the year.

(Millions, except for share amounts)	Three Months Ended				
	March	June	2006 September	December	Total
Operating revenues	\$1,995.7	\$1,475.3	\$1,555.1	\$1,864.6	\$6,890.7
Operating income	95.1	67.6	44.4	42.1	249.2
Income from continuing operations	59.3	41.9	28.0	22.4	151.6
Discontinued operations, net of tax	1.6	(6.2)	12.2	(0.3)	7.3
Preferred stock dividends of subsidiary	0.8	0.8	0.7	0.8	3.1
Income available for common shareholders	60.1	34.9	39.5	21.3	155.8
Average number of shares of common stock (basic)	40.3	42.2	43.3	43.5	42.3
Average number of shares of common stock (diluted)	40.6	42.2	43.4	43.6	42.4
Earnings (loss) per common share (basic) *					
Income from continuing operations	\$1.45	\$0.97	\$0.63	\$0.50	\$3.51
Discontinued operations	0.04	(0.14)	0.28	(0.01)	0.17
Earnings per common share (basic)	1.49	0.83	0.91	0.49	3.68
Earnings (loss) per common share (diluted) *					
Income from continuing operations	1.44	0.97	0.63	0.50	3.50
Discontinued operations	0.04	(0.14)	0.28	(0.01)	0.17
Earnings per common share (diluted)	1.48	0.83	0.91	0.49	3.67

* Earnings per share for the individual quarters do not total the year ended earnings per share amount because of changes to the average number of shares outstanding and changes in incremental issuable shares throughout the year.

Because of various factors, the quarterly results of operations are not necessarily comparable.

Deloitte.

To the Board of Directors and Shareholders of Integrys Energy Group, Inc.:

We have audited the accompanying consolidated balance sheets of Integrys Energy Group, Inc. and subsidiaries (the "Company") as of December 31, 2007, and 2006, and the related consolidated statements of income, common shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2007. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Integrys Energy Group, Inc. and subsidiaries as of December 31, 2007, and 2006, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2007, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 19 to the consolidated financial statements, at December 31, 2006, the Company adopted Statement of Financial Accounting Standards No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans – an amendment of FASB Statements No. 87, 88, 106, and 132(R)."

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2007, based on the criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 27, 2008, expressed an unqualified opinion on the Company's internal control over financial reporting.

Deloitte & Touche LLP

Milwaukee, Wisconsin
February 27, 2008

Financial and Other Statistics

As of or for Year Ended December 31 (Millions, except per share amounts, stock price, return on average equity, and number of shareholders and employees)		2006 ⁽¹⁾	2005	2004	2003
Total revenues	\$6,890.7	\$6,890.7	\$6,825.5	\$4,876.1	\$4,309.8
Income from continuing operations	151.6	151.6	150.6	156.6	110.7
Income available for common shareholders	155.8	155.8	157.4	139.7	94.7
Total assets	6,861.7	6,861.7	5,462.5	4,376.8	4,292.3
Preferred stock of subsidiaries	51.1	51.1	51.1	51.1	51.1
Long-term debt (excluding current portion)	1,287.2	1,287.2	867.1	865.7	871.9
Shares of common stock (less treasury stock and shares in deferred compensation trust)					
Outstanding	43.1	43.1	39.8	37.3	36.6
Average	42.3	42.3	38.3	37.4	33.0
Earnings per common share (basic)					
Income from continuing operations	\$3.51	\$3.51	\$3.85	\$4.10	\$3.26
Earnings per common share	3.68	3.68	4.11	3.74	2.87
Earnings per common share (diluted)					
Income from continuing operations	3.50	3.50	3.81	4.08	3.24
Earnings per common share	3.67	3.67	4.07	3.72	2.85
Dividend per share of common stock	2.28	2.28	2.24	2.20	2.16
Stock price at year-end	\$54.03	\$54.03	\$55.31	\$49.96	\$46.23
Book value per share	\$35.61	\$35.61	\$32.76	\$29.30	\$27.40
Return on average equity	10.6%	10.6%	13.6%	13.5%	11.5%
Number of common stock shareholders	19,837	19,837	20,701	21,358	22,172
Number of employees	3,326	3,326	2,945	3,048	3,080

⁽¹⁾ Includes the impact of the Peoples Energy Corporation merger on February 21, 2007.

⁽²⁾ Includes the impact of the acquisition of natural gas distribution operations from Aquila by Michigan Gas Utilities Corporation on April 1, 2006, and Minnesota Energy Resources Corporation on July 1, 2006.

Board of Directors*

Keith E. Bailey

Age 65 ■ Tulsa, Oklahoma
Former Chairman and Chief Executive Officer –
The Williams Companies, Inc.
(Director since 2005) ■ Financial Committee

Richard A. Bemis

Age 66 ■ Sheboygan Falls, Wisconsin
Co-chairman of the Board of Directors – Bemis Manufacturing Company
(Director since 1983) ■ Compensation Committee ■
Environmental Committee

James R. Boris

Age 63 ■ Chicago, Illinois
Former Chairman and Chief Executive Officer – Everen Capital Corporation
and Everen Securities, Inc. (formerly Kemper Securities, Inc.)
(Director since 1999) ■ Non-Executive Chairman

William J. Brodsky

Age 64 ■ Chicago, Illinois
Chairman and Chief Executive Officer – The Chicago Board Options Exchange
(Director since 1997) ■ Compensation Committee

Albert J. Budney, Jr.

Age 60 ■ Dover, Massachusetts
Former President – Niagara Mohawk Holdings, Inc. and
Niagara Mohawk Power Corporation
(Director since 2002) ■ Governance Committee (Chair)

Pastora San Juan Cafferty

Age 67 ■ Chicago, Illinois
Professor emerita – University of Chicago
(Director since 1988) ■ Governance Committee

Ellen Camahan

Age 52 ■ Chicago, Illinois
Managing Director – Seyen Capital Management LLC
Managing Director – William Blair Capital Management, LLC
(Director since 2003) ■ Audit Committee

Diana S. Ferguson

Age 44 ■ Chicago, Illinois
Former Executive Vice President, Finance and Chief Financial Officer –
Merisant Worldwide, Inc.
(Director since 2005) ■ Audit Committee

Robert C. Gallagher

Age 69 ■ Green Bay, Wisconsin
Former Chairman of the Board – Associated Banc-Corp.
(Director since 1992) ■ Financial Committee (Chair)

Kathryn M. Hasselblad-Pascale

Age 60 ■ Green Bay, Wisconsin
Managing Partner – Hasselblad Machine Company, LLP
(Director since 1987) ■ Environmental Committee (Chair) ■
Governance Committee

John W. Higgins

Age 61 ■ Chicago, Illinois
Chairman and Chief Executive Officer – Higgins Development Partners
(Director since 2003) ■ Environmental Committee

James L. Kemerling

Age 68 ■ Wausau, Wisconsin
President and Chief Executive Officer – Riiser Oil Company, Inc.
(Director since 1988) ■ Audit Committee ■ Financial Committee

Michael E. Lavin

Age 62 ■ Chicago, Illinois
Former Midwest Area Managing Partner – KPMG LLP
(Director since 2003) ■ Audit Committee (Chair)

John C. Meng

Age 63 ■ Green Bay, Wisconsin
Former Chairman of the Board – Schreiber Foods, Inc.
(Director since 2000) ■ Compensation Committee (Chair)

William F. Protz, Jr.

Age 63 ■ Northfield, Illinois
Former President and Chief Executive Officer – Santa's Best, LLP
(Director since 2001) ■ Audit Committee

Larry L. Weyers

Age 62 ■ Chicago, Illinois
President and Chief Executive Officer – Integrys Energy Group, Inc.
(Director since 1996)

* Age is as of December 31, 2007. Years as director take into consideration service with Integrys Energy Group or Peoples Energy Corporation.

Management Team**

Lawrence T. Borgard

President and Chief Operating Officer –
Integrys Gas Group
Age 46 ■ Years of service 23

Charles A. Cloninger

President – Minnesota Energy
Resources Corporation
Age 49 ■ Years of service 26

Gary W. Erickson

President – Michigan Gas
Utilities Corporation
Age 65 ■ Years of service 39

Diane L. Ford

Vice President and
Corporate Controller
Age 54 ■ Years of service 32

Bradley A. Johnson

Vice President and Treasurer
Age 53 ■ Years of service 28

Thomas P. Meinz

Executive Vice President –
External Affairs
Age 61 ■ Years of service 38

Phillip M. Mikulsky

Executive Vice President and
Chief Development Officer
Age 59 ■ Years of service 36

Thomas A. Nardi

President – Integrys Business
Support, LLC
Age 53 ■ Years of service 7

Barbara A. Nick

President – Upper Peninsula
Power Company
Age 49 ■ Years of service 23

Joseph P. O'Leary

Senior Vice President and
Chief Financial Officer
Age 53 ■ Years of service 6

Mark A. Radtke

President – Integrys Energy
Services, Inc.
Age 46 ■ Years of service 24

Desiree Rogers

President – The Peoples Gas Light
and Coke Company, and
President – North Shore Gas Company
Age 48 ■ Years of service 10

Charles A. Schrock

President – Wisconsin Public
Service Corporation
Age 54 ■ Years of service 28

Bernard J. Trembl

Senior Vice President and
Chief Human Resource Officer
Age 58 ■ Years of service 35

Larry L. Weyers

President and Chief Executive Officer
Age 62 ■ Years of service 22

Barth J. Wolf

Vice President – Chief Legal Officer
and Secretary
Age 50 ■ Years of service 19

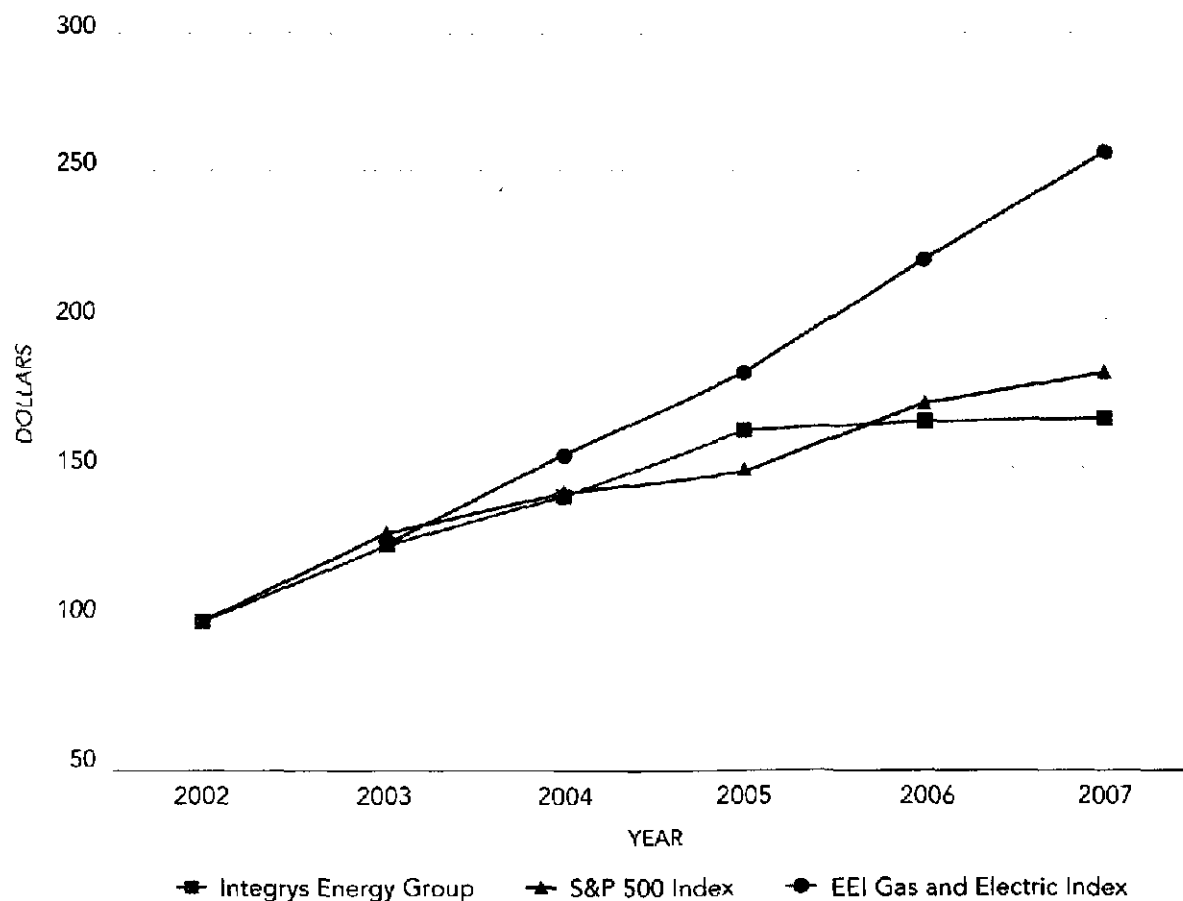
** Title, age, and years of service are as of December 31, 2007. Years of service take into consideration service with Integrys Energy Group or a system company.

Comparative Five-Year Investment Performance Graph ⁽¹⁾

The following graph presents a five-year comparison of:

- Integrys Energy Group's common stock cumulative total return,
- Standard & Poor's (S&P) 500 Index, and
- Edison Electric Institute (EEI) Gas and Electric Index for the last five fiscal years.

Comparison of Five-Year Cumulative Total Return ⁽²⁾



	2002	2003	2004	2005	2006
Integrys Energy Group	100	125	142	164	167
S&P 500 Index	100	129	143	150	173
EEI Gas and Electric Index	100	125	156	183	221

Assumes \$100 invested on December 31, 2002, in Integrys Energy Group Common Stock, S&P 500 Index, and EEI Gas and Electric Index.

⁽¹⁾ This performance graph is not to be deemed to be filed with the Securities and Exchange Commission, except to the extent specifically requested by Integrys Energy Group or incorporated by reference in documents otherwise filed.

⁽²⁾ Total return assumes reinvestment of dividends.

Investor Relations

Integrus Energy Group, Inc.
700 North Adams Street
Green Bay, WI 54301

Mailing Address:

Integrus Energy Group, Inc.
P. O. Box 19001

Green Bay, WI 54307-9001

Telephone: 800-228-6888

Fax: 920-433-1526

E-Mail: investor@integrysgroup.com

Financial Analyst Inquiries

Steven P. Eschbach, CFA

Vice President – Investor Relations

Integrus Energy Group, Inc.

130 East Randolph Drive

Chicago, IL 60601

Telephone: 312-228-5408

TEG Stock Exchange Listing

LISTED New York Stock Exchange

NYSE Ticker Symbol: TEG

Listing Abbreviation: IntegrusEngy

Transfer Agent and Registrar

For General Information:

American Stock Transfer & Trust Company

59 Maiden Lane

New York, NY 10038

Web Site: www.amstock.com

E-Mail: info@amstock.com

Telephone: 800-236-1551 (toll free), 718-921-8124 (international)

Fax: 718-236-2641

For Dividend Reinvestment and Direct Stock Purchase

American Stock Transfer & Trust Company

Wall Street Station

P. O. Box 922

New York, NY 10269-0560

Telephone: 800-236-1551 (toll free)

WISCONSIN UTILITY INVESTORS, INC.

With over 16,000 members, Wisconsin Utility Investors, Inc. (WUI) is an independent, non-profit organization representing the collective voices of all shareholders in Wisconsin utilities. It monitors and evaluates industry issues and trends and is a resource for its members, regulators, and the public. WUI can be reached by calling 608-663-5813 or by e-mail at contact@wuiinc.org.

MINNESOTA UTILITY INVESTORS, INC.

Minnesota Utility Investors, Inc. (MUI) is an independent, non-profit organization representing the collective voices of nearly 27,000 shareholders in electric and gas utilities operating in Minnesota. For more information, MUI can be reached by calling toll-free 888-850-5171 or by e-mail at mui@mnutilityinvestors.org.

EQUAL EMPLOYMENT OPPORTUNITY

Integrus Energy Group, Inc. is committed to equal employment opportunity for all qualified individuals without regard to race, color, religion, sex, national origin, age, sexual orientation, disability, disabled veterans, recently separated veterans, other protected veterans, and armed forces service medal veterans, or any other protected class. To this end, we support and will cooperate fully with all applicable laws, regulations, and executive orders in all of our employment policies, practices, and decisions.



Printed on paper that contains 10% total recovered fiber/all post-consumer fiber.

Subjects in photos were not placed in unsafe conditions for the production of this Annual Report.

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Corporate Office

130 East Randolph Drive, Chicago, IL 60601 Telephone: 312-228-5400 Web Site: www.integrysgroup.com

C-2 Exhibit C-2 "SEC Filings," provide the most recent 10-K/8-K Filings with the SEC. If applicant does not have such filings, it may submit those of its parent company. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 whether the applicant is not required to file with the SEC and why.

Enclosed is the Integrys Energy Group, Inc's 10-K for the year ended December 31, 2007 and the current 8-K.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report: May 15, 2008
(Date of earliest event reported)

Commission
File Number

1-11337

Registrant; State of Incorporation
Address; and Telephone Number

INTEGRYS ENERGY GROUP, INC.
(A Wisconsin Corporation)
130 East Randolph Drive
Chicago, Illinois 60601-6207
(312) 228-5400

IRS Employer
Identification No.

39-1775282

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective May 15, 2008, the Integrys Energy Group Board of Directors approved two amendments to its By-laws. First, Article III, Section 2 of the company's By-laws was amended to decrease the size of the Board of Directors from 16 members to 14 members. Second, Article III, Section 5.c. of the company's By-laws was amended to allow the Lead Director to also call special meetings of the Board of Directors.

Item 9.01 Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits. The following exhibits are being filed herewith:
 - (3.1) Amendments to the By-laws of Integrys Energy Group, Inc. effective May 15, 2008
 - (3.2) Integrys Energy Group, Inc. By-laws as in effect at May 15, 2008

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTEGRYS ENERGY GROUP, INC.

By: /s/ Bradley A. Johnson
Bradley A. Johnson
Vice President and Treasurer

Date: May 20, 2008

INTEGRYS ENERGY GROUP, INC.

Exhibit Index to Form 8-K
Dated May 15, 2008

**Exhibit
Number**

- (3.1) Amendments to the By-laws of IntegrYS Energy Group, Inc. May 15, 2008
- (3.2) IntegrYS Energy Group, Inc. By-laws as in effect at May 15, 2008

ARTICLE III. BOARD OF DIRECTORS

1. General Powers

The business and affairs of the Corporation shall be managed by its Board of Directors. The Board shall determine the nature and character of the business to be conducted by the Corporation and the method of doing so; what employees, agents, and officers shall be employed and their compensation; and what purchases or contracts for purchase shall be made. The Board may delegate any of its aforesaid powers to committees or to officers, agents, or employees as it may from time to time determine. The Board of Directors may elect from among the directors a Chairman of the Board of Directors and a Vice Chairman of the Board of Directors.

2. Number of Directors

The number of directors of the Corporation shall be ~~16~~¹⁴ divided into three classes: designated Class A, Class B, and Class C. Each class shall consist, as nearly as may be possible, of one-third of the total number of directors constituting the entire Board of Directors.

3. Term

The term of the initial Class A directors shall terminate on the date of the 2007 annual meeting of shareholders; the term of the initial Class B directors shall terminate on the date of the 2008 annual meeting of shareholders; and the term of the Class C directors shall terminate on the date of the 2009 annual meeting of shareholders. At each annual meeting of shareholders beginning in 2007, successors to the class of directors whose term expires at that annual meeting shall be elected for a three-year term and until their successors are elected and qualified. If the number of directors is changed, any increase or decrease in directorships shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional directors of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no case will a decrease in the number of directors shorten the term of any incumbent director.

4. Qualifications

No director shall be eligible for re-election after attaining the age of 70 years. Directors need not be shareholders of the Corporation or residents of the State of Wisconsin.

5. Meetings

The Board of Directors shall hold its meetings at such place or places, within or without the State of Wisconsin, as the Board may from time to time determine.

- a. A meeting of the Board of Directors, to be known as the annual meeting, may be held, without notice, immediately after and at the same place as the annual meeting of the shareholders at which such Board is elected, for the purpose of electing the officers of the Corporation and to transact such other business as may come before the Board. Such annual meeting may be held at a different place than the annual meeting of shareholders and/or on a date subsequent to the annual meeting of shareholders, if notice of such different place and/or date has been given to or waived by all the directors.

- b. Regular meetings of the Board of Directors may be held without call and without notice, at such times and in such places as the Board may by resolution from time to time determine.
- c. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board ~~the Lead Director~~ or the Chief Executive Officer and shall be called by the Secretary of the Corporation upon the written request of three or more directors.

6. Notice; Waiver

Notice of each special meeting of the Board of Directors shall be given by written notice delivered or communicated in person, by telegraph, teletype, facsimile or other form of wire or wireless communication, or by mail or private carrier, to each director at his or her business address or at such other address as such director shall have designated in writing filed with the Secretary, in each case not less than 48 hours prior to the meeting. The notice need not prescribe the purpose of the special meeting of the Board of Directors or the business to be transacted at such meeting. If mailed, such notice shall be deemed to be effective when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be effective when the telegram is delivered to the telegraph company. If notice is given by private carrier, such notice shall be deemed to be effective when delivered to the private carrier. Whenever any notice whatever is required to be given to any director of the Corporation under the Articles of Incorporation or these By-laws or any provision of the Wisconsin Business Corporation Law, a waiver thereof in writing, signed at any time, whether before or after the date and time of meeting, by the director entitled to such notice shall be deemed equivalent to the giving of such notice. The Corporation shall retain any such waiver as part of the permanent corporate records. A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the director at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

7. Quorum

Except as otherwise provided by the Wisconsin Business Corporation Law or by the Articles of Incorporation or these By-laws, a majority of the number of directors specified in Section 2 of Article III of these By-laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Except as otherwise provided by the Wisconsin Business Corporation Law, the Articles of Incorporation, or these By-laws, a quorum of any committee of the Board of Directors created pursuant to Section 13 hereof shall consist of a majority of the number of directors appointed to serve on the committee. A majority of the directors present (though less than such quorum) may adjourn any meeting of the Board of Directors or any committee thereof, as the case may be, from time to time without further notice.

8. Manner of Acting

The affirmative vote of a majority of the directors present at a meeting of the Board of Directors or a committee thereof at which a quorum is present shall be the act of the Board of Directors or such committee, as the case may be, unless the Wisconsin Business Corporation Law, the Articles of Incorporation, or these By-laws require the vote of a greater number of directors.

9. Minutes of Meetings

Minutes of any regular or special meeting of the Board of Directors shall be prepared and distributed to each director.

10. Vacancies

Vacancies occurring in the Board of Directors shall be filled in the manner provided in Article 5 of the Articles of Incorporation.

11. Compensation

The Board of Directors, irrespective of any personal interest of any of its members, may establish reasonable compensation of all directors for services to the Corporation as directors, officers, or otherwise, or may delegate such authority to an appropriate committee. The Board of Directors also shall have authority to provide for or delegate authority to an appropriate committee to provide for reasonable pensions, disability or death benefits, and other benefits or payments, to directors, officers, and employees and to their estates, families, dependents, or beneficiaries on account of prior services rendered by such directors, officers, and employees to the Corporation.

12. Presumption of Assent

A director who is present and is announced as present at a meeting of the Board of Directors or any committee thereof created in accordance with Section 13 of this Article III, when corporate action is taken, assents to the action taken unless any of the following occurs:

- a. The director objects at the beginning of the meeting or promptly upon his or her arrival to holding the meeting or transacting business at the meeting;
- b. The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- c. The director delivers written notice that complies with the Wisconsin Business Corporation Law of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting.

Such right of dissent or abstention shall not apply to a director who votes in favor of the action taken.

13. Committees

The Board of Directors by resolution adopted by the affirmative vote of a majority of all of the directors then in office may create one or more committees, appoint members of the Board of Directors to serve on the committees and designate other members of the Board of Directors to serve as alternates. Each committee shall have at least one member who shall, unless otherwise provided by the Board of Directors, serve at the pleasure of the Board of Directors. A committee may be authorized to exercise the authority of the Board of Directors, except that a committee may not do any of the following: (a) approve or recommend to shareholders for approval any action or matter expressly required by the Wisconsin Business Corporation Law, Chapter 180 of the Wisconsin Statutes, to be submitted to shareholders for approval; and (b) adopt, amend or repeal any By-Law of the Corporation. Unless otherwise provided by the Board of

Directors in creating the committee, a committee may employ counsel, accountants and other consultants to assist it in the exercise of its authority.

14. Telephonic Meetings

Except as herein provided and notwithstanding any place set forth in the notice of the meeting or these By-laws, members of the Board of Directors (and any committees thereof created pursuant to Section 13 of this Article III) may participate in regular or special meetings by, or through the use of, any means of communication by which all participants may simultaneously hear each other, such as by conference telephone. If a meeting is conducted by such means, then at the commencement of such meeting the presiding officer shall inform the participating directors that a meeting is taking place at which official business may be transacted. Any participant in a meeting by such means shall be deemed present in person at such meeting. Notwithstanding the foregoing, no action may be taken at any meeting held by such means on any particular matter which the presiding officer determines, in his or her sole discretion, to be inappropriate under the circumstances for action at a meeting held by such means. Such determination shall be made and announced in advance of such meeting.

15. Action without Meeting

Any action required or permitted by the Wisconsin Business Corporation Law to be taken at a meeting of the Board of Directors or a committee thereof created pursuant to Section 13 of this Article III may be taken without a meeting if the action is taken by all members of the Board or of the committee. The action shall be evidenced by one or more written consents describing the action taken, signed by each director or committee member, and retained by the Corporation. Such action shall be effective when the last director or committee member signs the consent, unless the consent specifies a different effective date.

16. Non-Executive Chairman of the Board

If a Chairman of the Board of Directors shall be elected, he or she shall preside as Chairman of all meetings of the shareholders and of the Board of Directors. He or she shall have such other authority as the Board may from time to time prescribe. If there is no Chairman of the Board, or in the absence of the Chairman, the presiding officer at meetings of the shareholders, and of the Board of Directors shall be the Lead Director, if any, or in the absence of the Lead Director, if any, another officer in the following order of priority: Vice Chairman of the Board of Directors, President and Vice Presidents (subject, however, to Section 4 of Article IV). The Chairman shall be neither an officer nor an employee of the Corporation by virtue of his or her election and service as Chairman of the Board; provided, however, the Chairman may be an officer of the Corporation. The Chairman may use the title Chairman or Chairman of the Board interchangeably.



INTEGRYS ENERGY GROUP, INC.

BY-LAWS

**As in Effect at
May 15, 2008**

ARTICLE I. OFFICES

1. Principal Office

The principal office of the Corporation in the State of Wisconsin shall be in the City of Green Bay. The Corporation may also have offices at such other places, within and outside of the State of Wisconsin, as the Board of Directors may designate or as the business of the Corporation may require.

2. Registered Office

The Board of Directors shall designate the registered office of the Corporation and may change such registered office by resolution.

ARTICLE II. SHAREHOLDERS

1. Annual Meeting

The annual meeting of the shareholders ("Annual Meeting") shall be held each year at such time and on such day as may be designated by resolution of the Board of Directors. In fixing a meeting date for any Annual Meeting, the Board of Directors may consider such factors as it deems relevant within the good faith exercise of its business judgment.

2. Purposes of Annual Meeting

At each Annual Meeting, the shareholders shall elect the number of directors equal to the number of directors in the class whose term expires at the time of such Annual Meeting and transact such other business as may properly come before the Annual Meeting in accordance with Section 14 of Article II of these By-laws. If the election of directors shall not be held on the date fixed as herein provided, for any Annual Meeting, or any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of shareholders (a "Special Meeting") as soon thereafter as is practicable.

3. Special Meetings

- a. A Special Meeting may be called only by (i) the Board of Directors, (ii) the Chairman of the Board, (iii) the President or (iv) the Secretary and shall be called by the Chairman of the Board, the President or the Secretary upon the demand, in accordance with this Section 3, of the holders of record of shares representing at least 10% of all the votes entitled to be cast on any issue proposed to be considered at the Special Meeting.
- b. In order that the Corporation may determine the shareholders entitled to demand a Special Meeting, the Board of Directors may fix a record date to determine the shareholders entitled to make such a demand (the "Demand Record Date"). The Demand Record Date shall not precede the date upon which the resolution fixing the Demand Record Date is adopted by the Board of Directors and shall not be more than ten days after the date upon which the resolution fixing the Demand Record Date is adopted.

by the Board of Directors. Any shareholder of record seeking to have shareholders demand a Special Meeting shall, by sending written notice to the Secretary of the Corporation by hand or by certified or registered mail, return receipt requested, request the Board of Directors to fix a Demand Record Date. The Board of Directors shall promptly, but in all events within ten days after the date on which a valid request to fix a Demand Record Date is received, adopt a resolution fixing the Demand Record Date and shall make a public announcement of such Demand Record Date. If no Demand Record Date has been fixed by the Board of Directors within ten days after the date on which such request is received by the Secretary, the Demand Record Date shall be the 10th day after the first date on which a valid written request to set a Demand Record Date is received by the Secretary. To be valid, such written request shall set forth the purpose or purposes for which the Special Meeting is to be held, shall be signed by one or more shareholders of record (or their duly authorized proxies or other representatives), shall bear the date of signature of each such shareholder (or proxy or other representative) and shall set forth all information about each such shareholder and about the beneficial owner or owners, if any, on whose behalf the request is made that would be required to be set forth in a shareholder's notice described in paragraph (a) (ii) of Section 14 of this Article II.

- c. In order for a shareholder or shareholders to demand a Special Meeting, a written demand or demands for a Special Meeting by the holders of record as of the Demand Record Date of shares representing at least 10% of all the votes entitled to be cast on any issue proposed to be considered at the Special Meeting must be delivered to the Corporation. To be valid, each written demand by a shareholder for a Special Meeting shall set forth the specific purpose or purposes for which the Special Meeting is to be held (which purpose or purposes shall be limited to the purpose or purposes set forth in the written request to set a Demand Record Date received by the Corporation pursuant to paragraph (b) of this Section 3), shall be signed by one or more persons who as of the Demand Record Date are shareholders of record (or their duly authorized proxies or other representatives), shall bear the date of signature of each such shareholder (or proxy or other representative), and shall set forth the name and address, as they appear in the Corporation's books, of each shareholder signing such demand and the class and number of shares of the Corporation which are owned of record and beneficially by each such shareholder, shall be sent to the Secretary by hand or by certified or registered mail, return receipt requested, and shall be received by the Secretary within seventy days after the Demand Record Date.
- d. The Corporation shall not be required to call a Special Meeting upon shareholder demand unless, in addition to the documents required by paragraph (c) of this Section 3, the Secretary receives a written agreement signed by each Soliciting Shareholder (as defined below), pursuant to which each Soliciting Shareholder, jointly and severally, agrees to pay the Corporation's costs of holding the Special Meeting, including the costs of preparing and mailing proxy materials for the Corporation's own solicitation, provided that if each of the resolutions introduced by any Soliciting Shareholder at such meeting is adopted, and each of the Individuals nominated by or on behalf of any Soliciting Shareholder for election as a director at such meeting is elected, then the Soliciting Shareholders shall not be required to pay such costs. For purposes of this paragraph (d), the following terms shall have the meanings set forth below:
 - (i) "Affiliate" of any Person (as defined herein) shall mean any Person controlling, controlled by or under common control with such first Person.
 - (ii) "Participant" shall have the meaning assigned to such term in Rule 14a-11 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act").



- (iii) "Person" shall mean any individual, firm, corporation, partnership, joint venture, association, trust, unincorporated organization or other entity.
- (iv) "Proxy" shall have the meaning assigned to such term in Rule 14a-1 promulgated under the Exchange Act.
- (v) "Solicitation" shall have the meaning assigned to such term in Rule 14a-11 promulgated under the Exchange Act.
- (vi) "Soliciting Shareholder" shall mean, with respect to any Special Meeting demanded by a shareholder or shareholders, any of the following Persons:
 - (a) if the number of shareholders signing the demand or demands of meeting delivered to the Corporation pursuant to paragraph (c) of this Section 3 is ten or fewer, each shareholder signing any such demand;
 - (b) if the number of shareholders signing the demand or demands of meeting delivered to the Corporation pursuant to paragraph (c) of this Section 3 is more than ten, each Person who either (I) was a Participant in any Solicitation of such demand or demands or (II) at the time of the delivery to the Corporation of the documents described in paragraph (c) of this Section 3 had engaged or intends to engage in any Solicitation of Proxies for use at such Special Meeting (other than a Solicitation of Proxies on behalf of the Corporation); or
 - (c) any Affiliate of a Soliciting Shareholder, if a majority of the directors then in office determine, reasonably and in good faith, that such Affiliate should be required to sign the written notice described in paragraph (c) of this Section 3 and/or the written agreement described in this paragraph (d) in order to prevent the purposes of this Section 3 from being evaded.
- e. Except as provided in the following sentence, any Special Meeting shall be held at such hour and day as may be designated by whichever of the Board of Directors, the Chairman of the Board, the President or the Secretary shall have called such meeting. In the case of any Special Meeting called by the Chairman of the Board, the President or the Secretary upon the demand of shareholders (a "Demand Special Meeting"), such meeting shall be held at such hour and day as may be designated by the Board of Directors; provided, however, that the date of any Demand Special Meeting shall be not more than seventy days after the Meeting Record Date (as defined in Section 6 of Article II of these By-laws); and provided further that in the event that the directors then in office fail to designate an hour and date for a Demand Special Meeting within ten days after the date that valid written demands for such meeting by the holders of record as of the Demand Record Date of shares representing at least 10% of all the votes entitled to be cast on each issue proposed to be considered at the Special Meeting are delivered to the Corporation (the "Delivery Date"), then such meeting shall be held at 2:00 P.M. local time on the 100th day after the Delivery Date or, if such 100th day is not a Business Day (as defined below), on the first preceding Business Day. In fixing a meeting date for any Special Meeting, the Board of Directors, the Chairman of the Board, the President or the Secretary may consider such factors as it or he deems relevant within the good faith exercise of its or his business judgment, including, without limitation, the nature of the action proposed to be taken, the facts and circumstances surrounding any demand for such meeting, and any plan of the Board of Directors to call an Annual Meeting or a Special Meeting for the conduct of related business.

- f. The Corporation may engage regionally or nationally recognized independent inspectors of elections to act as an agent of the Corporation for the purpose of promptly performing a ministerial review of the validity of any purported written demand or demands for a Special Meeting received by the Secretary. For the purpose of permitting the inspectors to perform such review, no purported demand shall be deemed to have been delivered to the Corporation until the earlier of (i) five Business Days following receipt by the Secretary of such purported demand and (ii) such date as the independent inspectors certify to the Corporation that the valid demands received by the Secretary represent at least 10% of all the votes entitled to be cast on each issue proposed to be considered at the Special Meeting. Nothing contained in this paragraph (f) shall in any way be construed to suggest or imply that the Board of Directors or any shareholder shall not be entitled to contest the validity of any demand, whether during or after such five Business Day period, or to take any other action (including, without limitation, the commencement, prosecution or defense of any litigation with respect thereto).
 - g. For purposes of these By-laws, "Business Day" shall mean any day other than a Saturday, a Sunday or a day on which banking institutions in the State of Wisconsin are authorized or obligated by law or executive order to close.

4. Place of Meeting

The Board of Directors, the Chairman of the Board, the President or the Secretary may designate any place, either within or without the State of Wisconsin, as the place of meeting for any Annual Meeting or for any Special Meeting or for any postponement or adjournment thereof. If no designation is made, the place of meeting shall be the principal business office of the Corporation in the State of Wisconsin. Any meeting may be adjourned to reconvene at any place designated by vote of the Board of Directors or by the Chairman of the Board, the President or the Secretary.

5. Notice of Meeting

Written or printed notice stating the date, time and place of any Annual Meeting or Special Meeting shall be delivered not less than ten days (unless a longer period is required by the Wisconsin Business Corporation Law or the Articles of Incorporation of the Corporation) nor more than 70 days before the date of such meeting either personally or by mail, by or at the direction of the Chairman of the Board, the President or the Secretary, to each shareholder of record entitled to vote at such meeting and to such other shareholders as required by the Wisconsin Business Corporation Law. In the event of any Demand Special Meeting, such notice shall be sent not more than 45 days after the Delivery Date. If mailed, notice pursuant to this Section 5 shall be deemed to be effective when deposited in the United States mail, addressed to the shareholder at his address as it appears on the stock record books of the Corporation, with postage thereon prepaid. Unless otherwise required by the Wisconsin Business Corporation Law or the Articles of Incorporation of the Corporation, a notice of an Annual Meeting need not include a description of the purpose for which the meeting is called. In the case of any Special Meeting, (a) the notice of meeting shall describe any business that the Board of Directors shall have theretofore determined to bring before the meeting and (b) in the case of a Demand Special Meeting, the notice of meeting (i) shall describe any business set forth in the statement of purpose of the demands received by the Corporation in accordance with Section 3 of this Article II and (ii) shall contain all of the information required in the notice received by the Corporation in accordance with Section 14(b) of this Article II. If an Annual Meeting or Special Meeting is adjourned to a different date, time or place, the Corporation shall not be required to give notice of the new date, time or place if the new date, time or place is announced at the meeting before adjournment; provided, however, that if a new Meeting Record Date for an adjourned meeting is or must be fixed, the Corporation shall give notice of the adjourned meeting to persons who are shareholders as of the new Meeting Record Date.

6. Fixing of Record Date

The Board of Directors may fix in advance a date not less than 10 days and not more than 70 days prior to the date of any Annual Meeting or Special Meeting (other than a Demand Special Meeting) as the record date for the purpose of determining shareholders entitled to notice of, and to vote at, such meeting ("Meeting Record Date"). If a Meeting Record Date is not fixed by the Board of Directors or by the Wisconsin Business Corporation Law for any Annual Meeting or Special Meeting (other than a Demand Special Meeting), the Meeting Record Date shall be the close of business on the day before the first notice is given to Shareholders. In the case of any Demand Special Meeting, (i) the Meeting Record Date shall not be later than the 30th day after the Delivery Date and (ii) if the Board of Directors fails to fix the Meeting Record Date within 30 days after the Delivery Date, then the close of business on such 30th day shall be the Meeting Record Date. The shareholders of record on the Meeting Record Date shall be the shareholders entitled to notice of, and to vote at, the meeting. Except as provided by the Wisconsin Business Corporation Law for a court-ordered adjournment, a determination of shareholders entitled to notice of, and to vote at, any Annual Meeting or Special Meeting is effective for any adjournment of such meeting unless the Board of Directors fixes a new Meeting Record Date, which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting. The Board of Directors may also fix in advance a date as the record date for the purpose of determining shareholders entitled to take any other action or determining shareholders for any other purpose. Such record date shall be not more than 70 days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. The record date for determining shareholders entitled to a distribution (other than a distribution involving a purchase, redemption or other acquisition of the Corporation's shares) or a share dividend is the date on which the Board of Directors authorizes the distribution or share dividend, as the case may be, unless the Board of Directors fixes a different record date.

7. Voting Records

After a Meeting Record Date has been fixed, the Corporation shall prepare a list of the names of all of the shareholders entitled to notice of the meeting. The list shall be arranged by class or series of shares, if any, and show the address of, and number of shares held by, each shareholder. Such list shall be available for inspection by any shareholder, beginning two business days after notice of the meeting is given for which the list was prepared and continuing to the date of the meeting, at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held. A shareholder or his agent may, on written demand, inspect and, subject to the limitations imposed by the Wisconsin Business Corporation Law, copy the list, during regular business hours and at his or her expense, during the period that it is available for inspection pursuant to this Section 7. The Corporation shall make the shareholders' list available at the meeting and any shareholder or his or her agent or attorney may inspect the list at any time during the meeting or any adjournment thereof. Refusal or failure to prepare or make available the shareholders' list shall not affect the validity of any action taken at a meeting of shareholders.

8. Quorum and Voting Requirements; Postponements; Adjournments

- a. Shares entitled to vote as a separate voting group may take action on a matter at any Annual Meeting or Special Meeting only if a quorum of those shares exists with respect to that matter. If the Corporation has only one class of stock outstanding, such class shall constitute a separate voting group for purposes of this Section 8. Except as otherwise provided in the Articles of Incorporation of this Corporation or the Wisconsin Business Corporation Law, a majority of the votes entitled to be cast on the matter shall constitute a quorum of the voting group for action on that matter. Once a share is represented for any purpose at any Annual Meeting or Special Meeting, other than for the purpose of objecting to holding the meeting or transacting business at the meeting, it is considered present for

purposes of determining whether a quorum exists for the remainder of the meeting and for any adjournment of that meeting, unless a new Meeting Record Date is or must be set for the adjourned meeting. If a quorum exists, except in the case of the election of directors, action on a matter shall be approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action, unless the Articles of Incorporation of the Corporation or the Wisconsin Business Corporation Law requires a greater number of affirmative votes. Unless otherwise provided in the Articles of Incorporation of the Corporation, each director shall be elected by a plurality of the votes cast by the shares entitled to vote in the election of directors at any Annual Meeting or Special Meeting at which a quorum is present.

- b. The Board of Directors acting by resolution may postpone and reschedule any previously scheduled Annual Meeting or Special Meeting; provided, however, that a Demand Special Meeting shall not be postponed beyond the 100th day following the Delivery Date. Any Annual Meeting or Special Meeting may be adjourned from time to time, whether or not there is a quorum, (i) at any time, upon a resolution of shareholders if the votes cast in favor of such resolution by the holders of shares of each voting group entitled to vote on any matter theretofore properly brought before the meeting exceed the number of votes cast against such resolution by the holders of shares of each such voting group or (ii) at any time prior to the transaction of any business at such meeting, by the Chairman of the Board, the President or the Secretary or pursuant to a resolution of the Board of Directors. No notice of the time and place of adjourned meetings need be given except as required by the Wisconsin Business Corporation Law. At any adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

9. Conduct of Meetings

The Chairman of the Board, and in his absence, the Vice Chairman of the Board, and in his absence, the President, and in their absence, a Vice President in the order provided under Section 4 of Article IV of these By-laws, and in their absence, any person chosen by the shareholders present shall call any Annual Meeting or Special Meeting to order and shall act as chairman of such meeting, and the Secretary of the Corporation shall act as secretary of all Annual Meetings and Special Meetings, but in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

10. Proxies

At all meetings of shareholders, a shareholder entitled to vote may vote his or her or its shares in person or by proxy. A shareholder entitled to vote at a meeting of shareholders may authorize another person to act for the shareholder by appointing the person as proxy. Without limiting the manner in which a shareholder may appoint a proxy, a shareholder or the shareholder's authorized officer, director, employee, agent or attorney-in-fact may use any of the following as a valid means to make such an appointment:

- a. Appointment of a proxy in writing by signing or causing the shareholder's signature to be affixed to an appointment form by any reasonable means, including, but not limited to, by facsimile signature.
- b. Appointment of a proxy by transmitting or authorizing the transmission of an electronic transmission of the appointment to the person who will be appointed as proxy or to a proxy solicitation firm, proxy support service organization or like agent authorized to receive the transmission by the person who will be appointed as proxy. Every electronic transmission shall contain, or be accompanied by, information that can be used to reasonably determine that the shareholder transmitted or authorized the transmission of



the electronic transmission. Any person charged with determining whether a shareholder transmitted or authorized the transmission of the electronic transmission shall specify the information upon which the determination is made.

An appointment of a proxy is effective when a signed appointment form or an electronic transmission of the appointment is received by the inspector of elections or the officer or agent of the Corporation authorized to tabulate votes. An appointment is valid for 11 months unless a different period is expressly provided in the appointment. Unless otherwise provided, a proxy may be revoked any time before it is voted, either by appointing a new proxy in accordance with the Wisconsin Business Corporation Law or by oral notice given by the shareholder to the presiding officer during the meeting. The presence of a shareholder who has made an effective proxy appointment shall not itself constitute a revocation. The Board of Directors shall have the power and authority to make rules establishing presumptions as to the validity and sufficiency of proxies.

11. Voting of Shares

- a. Each outstanding share shall be entitled to one vote upon each matter submitted to a vote at any Annual Meeting or Special Meeting, except to the extent that the voting rights of the shares of any class or classes are enlarged, limited or denied by the Wisconsin Business Corporation Law or the Articles of Incorporation of the Corporation.
- b. Shares held by another corporation, if a sufficient number of shares entitled to elect a majority of the directors of such other corporation is held directly or indirectly by the Corporation, shall not be entitled to vote at any Annual Meeting or Special Meeting, but shares held in a fiduciary capacity may be voted.

12. Acceptance of Instruments Showing Shareholder Action

If the name signed on a vote, consent, waiver or proxy appointment corresponds to the name of a shareholder, the Corporation, if acting in good faith, may accept the vote, consent, waiver or proxy appointment and give it effect as the act of a shareholder. If the name signed on a vote, consent, waiver or proxy appointment does not correspond to the name of a shareholder, the Corporation, if acting in good faith, may accept the vote, consent, waiver or proxy appointment and give it effect as the act of the shareholder if any of the following apply:

- a. The shareholder is an entity and the name signed purports to be that of an officer or agent of the entity.
- b. The name purports to be that of a personal representative, administrator, executor, guardian or conservator representing the shareholder and, if the Corporation requests, evidence of fiduciary status acceptable to the Corporation is presented with respect to the vote, consent, waiver or proxy appointment.
- c. The name signed purports to be that of a receiver or trustee in bankruptcy of the shareholder and, if the Corporation requests, evidence of this status acceptable to the Corporation is presented with respect to the vote, consent, waiver or proxy appointment.
- d. The name signed purports to be that of a pledgee, beneficial owner, or attorney-in-fact of the shareholder and, if the Corporation requests, evidence acceptable to the Corporation of the signatory's authority to sign for the shareholder is presented with respect to the vote, consent, waiver or proxy appointment.

- e. Two or more persons are the shareholder as co-tenants or fiduciaries and the name signed purports to be the name of at least one of the co-owners and the person signing appears to be acting on behalf of all co-owners.

The Corporation may reject a vote, consent, waiver or proxy appointment if the Secretary or other officer or agent of the Corporation who is authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the shareholder.

13. Waiver of Notice by Shareholders

A shareholder may waive any notice required by the Wisconsin Business Corporation Law, the Articles of Incorporation of the Corporation or these By-laws before or after the date and time stated in the notice. The waiver shall be in writing and signed by the shareholder entitled to the notice, contain the same information that would have been required in the notice under applicable provisions of the Wisconsin Business Corporation Law (except that the time and place of meeting need not be stated) and be delivered to the Corporation for inclusion in the corporate records. A shareholder's attendance at any Annual Meeting or Special Meeting, in person or by proxy, waives objection to all of the following: (a) lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting; and (b) consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

14. Notice of Shareholder Business and Nomination of Directors

a. Annual Meetings.

- (i) Nominations of persons for election to the Board of Directors of the Corporation and the proposal of business to be considered by the shareholders may be made at an Annual Meeting (A) pursuant to the Corporation's notice of meeting, (B) by or at the direction of the Board of Directors or (C) by any shareholder of the Corporation who is a shareholder of record at the time of giving of notice provided for in this Section 14 and who is entitled to vote at the meeting and complies with the notice procedures set forth in this Section 14.
- (ii) For nominations or other business to be properly brought before an Annual Meeting by a shareholder pursuant to clause (C) of paragraph (a)(i) of this Section 14, the shareholder must have given timely notice thereof in writing to the Secretary of the Corporation. To be timely, a shareholder's notice shall be received by the Secretary of the Corporation at the principal offices of the Corporation not less than 45 days nor (except for shareholder proposals included in a proxy statement for such Annual Meeting in accordance with the requirements of Rule 14a-8 under the Exchange Act) more than 70 days prior to the first annual anniversary of the date set forth in the Corporation's proxy statement for the immediately preceding Annual Meeting as the date on which the Corporation first mailed definitive proxy materials for the immediately preceding Annual Meeting (the "Anniversary Date"); provided, however, that in the event that the date for which the Annual Meeting is called is advanced by more than 30 days or delayed by more than 30 days from the first annual anniversary of the immediately preceding Annual Meeting, notice by the shareholder to be timely must be so delivered not earlier than the close of business on the 100th day prior to the date of such Annual Meeting and not later than (A) the 75th day prior to the date of such Annual Meeting or (B) the 10th day following the day on which public announcement of the date of such Annual Meeting is first made. In no event shall

the announcement of an adjournment of an Annual Meeting commence a new time period for the giving of a shareholder notice as described above. Such shareholder's notice shall be signed by the shareholder of record who intends to make the nomination or introduce the other business (or his duly authorized proxy or other representative), shall bear the date of signature of such shareholder (or proxy or other representative) and shall set forth: (A) the name and address, as they appear on this Corporation's books, of such shareholder and the beneficial owner or owners, if any, on whose behalf the nomination or proposal is made; (B) the class and number of shares of the Corporation which are beneficially owned by such shareholder or beneficial owner or owners; (C) a representation that such shareholder is a holder of record of shares of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to make the nomination or introduce the other business specified in the notice; (D) in the case of any proposed nomination for election or re-election as a director, (i) the name and residence address of the person or persons to be nominated, (ii) a description of all arrangements or understandings between such shareholder or beneficial owner or owners and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination is to be made by such shareholder, (iii) such other information regarding each nominee proposed by such shareholder as would be required to be disclosed in solicitations of proxies for elections of directors, or would be otherwise required to be disclosed, in each case pursuant to Regulation 14A under the Exchange Act, including any information that would be required to be included in a proxy statement filed pursuant to Regulation 14A had the nominee been nominated by the Board of Directors and (iv) the written consent of each nominee to be named in a proxy statement and to serve as a director of the Corporation if so elected; and (E) in the case of any other business that such shareholder proposes to bring before the meeting, (i) a brief description of the business desired to be brought before the meeting and, if such business includes a proposal to amend these By-laws, the language of the proposed amendment, (ii) such shareholder's and beneficial owner's or owners' reasons for conducting such business at the meeting and (iii) any material interest in such business of such shareholder and beneficial owner or owners.

- (iii) Notwithstanding anything in the second sentence of paragraph (a)(ii) of this Section 14 to the contrary, in the event that the number of directors to be elected to the Board of Directors of the Corporation is increased and there is no public announcement naming all of the nominees for director or specifying the size of the increased Board of Directors made by the Corporation at least 45 days prior to the Anniversary Date, a shareholder's notice required by this Section 14 shall also be considered timely, but only with respect to nominees for any new positions created by such Increase, if it shall be received by the Secretary at the principal offices of the Corporation not later than the close of business on the 10th day following the day on which such public announcement is first made by the Corporation.

- b. Special Meetings. Only such business shall be conducted at a Special Meeting as shall have been described in the notice of meeting sent to shareholders pursuant to Section 5 of Article II of these By-laws. Nominations of persons for election to the Board of Directors may be made at a Special Meeting at which directors are to be elected pursuant to such notice of meeting (i) by or at the direction of the Board of Directors or (ii) by any shareholder of the Corporation who (A) is a shareholder of record at the time of giving of such notice of meeting, (B) is entitled to vote at the meeting and (C) complies with the notice procedures set forth in this Section 14. Any shareholder desiring to nominate persons for election to the Board of Directors at such a Special Meeting shall cause a

written notice to be received by the Secretary of the Corporation at the principal offices of the Corporation not earlier than ninety days prior to such Special Meeting and not later than the close of business on the later of (x) the 60th day prior to such Special Meeting and (y) the 10th day following the day on which public announcement is first made of the date of such Special Meeting and of the nominees proposed by the Board of Directors to be elected at such meeting. Such written notice shall be signed by the shareholder of record who intends to make the nomination (or his duly authorized proxy or other representative), shall bear the date of signature of such shareholder (or proxy or other representative) and shall set forth: (A) the name and address, as they appear on the Corporation's books, of such shareholder and the beneficial owner or owners, if any, on whose behalf the nomination is made; (B) the class and number of shares of the Corporation which are beneficially owned by such shareholder or beneficial owner or owners; (C) a representation that such shareholder is a holder of record of shares of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to make the nomination specified in the notice; (D) the name and residence address of the person or persons to be nominated; (E) a description of all arrangements or understandings between such shareholder or beneficial owner or owners and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination is to be made by such shareholder; (F) such other information regarding each nominee proposed by such shareholder as would be required to be disclosed in solicitations of proxies for elections of directors, or would be otherwise required to be disclosed, in each case pursuant to Regulation 14A under the Exchange Act, including any information that would be required to be included in a proxy statement filed pursuant to Regulation 14A had the nominee been nominated by the Board of Directors; and (G) the written consent of each nominee to be named in a proxy statement and to serve as a director of the Corporation if so elected.

c. General.

- (i) Only persons who are nominated in accordance with the procedures set forth in this Section 14 shall be eligible to serve as directors. Only such business shall be conducted at an Annual Meeting or Special Meeting as shall have been brought before such meeting in accordance with the procedures set forth in this Section 14. The chairman of the meeting shall have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made in accordance with the procedures set forth in this Section 14 and, if any proposed nomination or business is not in compliance with this Section 14, to declare that such defective proposal shall be disregarded.
- (ii) For purposes of this Section 14, "public announcement" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act.
- (iii) Notwithstanding the foregoing provisions of this Section 14, a shareholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in this Section 14. Nothing in this Section 14 shall be deemed to limit the Corporation's obligation to include shareholder proposals in its proxy statement if such inclusion is required by Rule 14a-8 under the Exchange Act.



ARTICLE III. BOARD OF DIRECTORS

1. General Powers

The business and affairs of the Corporation shall be managed by its Board of Directors. The Board shall determine the nature and character of the business to be conducted by the Corporation and the method of doing so; what employees, agents, and officers shall be employed and their compensation; and what purchases or contracts for purchase shall be made. The Board may delegate any of its aforesaid powers to committees or to officers, agents, or employees as it may from time to time determine. The Board of Directors may elect from among the directors a Chairman of the Board of Directors and a Vice Chairman of the Board of Directors.

2. Number of Directors

The number of directors of the Corporation shall be 14, divided into three classes: designated Class A, Class B, and Class C. Each class shall consist, as nearly as may be possible, of one-third of the total number of directors constituting the entire Board of Directors.

3. Term

The term of the initial Class A directors shall terminate on the date of the 2007 annual meeting of shareholders; the term of the initial Class B directors shall terminate on the date of the 2008 annual meeting of shareholders; and the term of the Class C directors shall terminate on the date of the 2009 annual meeting of shareholders. At each annual meeting of shareholders beginning in 2007, successors to the class of directors whose term expires at that annual meeting shall be elected for a three-year term and until their successors are elected and qualified. If the number of directors is changed, any increase or decrease in directorships shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional directors of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no case will a decrease in the number of directors shorten the term of any incumbent director.

4. Qualifications

No director shall be eligible for re-election after attaining the age of 70 years. Directors need not be shareholders of the Corporation or residents of the State of Wisconsin.

5. Meetings

The Board of Directors shall hold its meetings at such place or places, within or without the State of Wisconsin, as the Board may from time to time determine.

- a. A meeting of the Board of Directors, to be known as the annual meeting, may be held, without notice, immediately after and at the same place as the annual meeting of the shareholders at which such Board is elected, for the purpose of electing the officers of the Corporation and to transact such other business as may come before the Board. Such annual meeting may be held at a different place than the annual meeting of shareholders and/or on a date subsequent to the annual meeting of shareholders, if notice of such different place and/or date has been given to or waived by all the directors.
- b. Regular meetings of the Board of Directors may be held without call and without notice, at such times and in such places as the Board may by resolution from time to time determine.



- c. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board, the Lead Director, or the Chief Executive Officer and shall be called by the Secretary of the Corporation upon the written request of three or more directors.

6. Notice; Waiver

Notice of each special meeting of the Board of Directors shall be given by written notice delivered or communicated in person, by telegraph, teletype, facsimile or other form of wire or wireless communication, or by mail or private carrier, to each director at his or her business address or at such other address as such director shall have designated in writing filed with the Secretary, in each case not less than 48 hours prior to the meeting. The notice need not prescribe the purpose of the special meeting of the Board of Directors or the business to be transacted at such meeting.

If mailed, such notice shall be deemed to be effective when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be effective when the telegram is delivered to the telegraph company. If notice is given by private carrier, such notice shall be deemed to be effective when delivered to the private carrier. Whenever any notice whatever is required to be given to any director of the Corporation under the Articles of Incorporation or these By-laws or any provision of the Wisconsin Business Corporation Law, a waiver thereof in writing, signed at any time, whether before or after the date and time of meeting, by the director entitled to such notice shall be deemed equivalent to the giving of such notice. The Corporation shall retain any such waiver as part of the permanent corporate records. A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the director at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

7. Quorum

Except as otherwise provided by the Wisconsin Business Corporation Law or by the Articles of Incorporation or these By-laws, a majority of the number of directors specified in Section 2 of Article III of these By-laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Except as otherwise provided by the Wisconsin Business Corporation Law, the Articles of Incorporation, or these By-laws, a quorum of any committee of the Board of Directors created pursuant to Section 13 hereof shall consist of a majority of the number of directors appointed to serve on the committee. A majority of the directors present (though less than such quorum) may adjourn any meeting of the Board of Directors or any committee thereof, as the case may be, from time to time without further notice.

8. Manner of Acting

The affirmative vote of a majority of the directors present at a meeting of the Board of Directors or a committee thereof at which a quorum is present shall be the act of the Board of Directors or such committee, as the case may be, unless the Wisconsin Business Corporation Law, the Articles of Incorporation, or these By-laws require the vote of a greater number of directors.

9. Minutes of Meetings

Minutes of any regular or special meeting of the Board of Directors shall be prepared and distributed to each director.

10. Vacancies

Vacancies occurring in the Board of Directors shall be filled in the manner provided in Article 5 of the Articles of Incorporation.

11. Compensation

The Board of Directors, irrespective of any personal interest of any of its members, may establish reasonable compensation of all directors for services to the Corporation as directors, officers, or otherwise, or may delegate such authority to an appropriate committee. The Board of Directors also shall have authority to provide for or delegate authority to an appropriate committee to provide for reasonable pensions, disability or death benefits, and other benefits or payments, to directors, officers, and employees and to their estates, families, dependents, or beneficiaries on account of prior services rendered by such directors, officers, and employees to the Corporation.

12. Presumption of Assent

A director who is present and is announced as present at a meeting of the Board of Directors or any committee thereof created in accordance with Section 13 of this Article III, when corporate action is taken, assents to the action taken unless any of the following occurs:

- a. The director objects at the beginning of the meeting or promptly upon his or her arrival to holding the meeting or transacting business at the meeting;
- b. The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- c. The director delivers written notice that complies with the Wisconsin Business Corporation Law of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting.

Such right of dissent or abstention shall not apply to a director who votes in favor of the action taken.

13. Committees

The Board of Directors by resolution adopted by the affirmative vote of a majority of all of the directors then in office may create one or more committees, appoint members of the Board of Directors to serve on the committees and designate other members of the Board of Directors to serve as alternates. Each committee shall have at least one member who shall, unless otherwise provided by the Board of Directors, serve at the pleasure of the Board of Directors. A committee may be authorized to exercise the authority of the Board of Directors, except that a committee may not do any of the following: (a) approve or recommend to shareholders for approval any action or matter expressly required by the Wisconsin Business Corporation Law, Chapter 180 of the Wisconsin Statutes, to be submitted to shareholders for approval; and (b) adopt, amend or repeal any By-Law of the Corporation. Unless otherwise provided by the Board of Directors in creating the committee, a committee may employ counsel, accountants and other consultants to assist it in the exercise of its authority.

14. Telephonic Meetings

Except as herein provided and notwithstanding any place set forth in the notice of the meeting or these By-laws, members of the Board of Directors (and any committees thereof created pursuant to Section 13 of this Article III) may participate in regular or special meetings by, or through the use of, any means of communication by which all participants may simultaneously hear each other, such as by conference telephone. If a meeting is conducted by such means, then at the commencement of such meeting the presiding officer shall inform the participating directors that a meeting is taking place at which official business may be transacted. Any participant in a meeting



by such means shall be deemed present in person at such meeting. Notwithstanding the foregoing, no action may be taken at any meeting held by such means on any particular matter which the presiding officer determines, in his or her sole discretion, to be inappropriate under the circumstances for action at a meeting held by such means. Such determination shall be made and announced in advance of such meeting.

15. Action without Meeting

Any action required or permitted by the Wisconsin Business Corporation Law to be taken at a meeting of the Board of Directors or a committee thereof created pursuant to Section 13 of this Article III may be taken without a meeting if the action is taken by all members of the Board or of the committee. The action shall be evidenced by one or more written consents describing the action taken, signed by each director or committee member, and retained by the Corporation. Such action shall be effective when the last director or committee member signs the consent, unless the consent specifies a different effective date.

16. Non-Executive Chairman of the Board

If a Chairman of the Board of Directors shall be elected, he or she shall preside as Chairman of all meetings of the shareholders and of the Board of Directors. He or she shall have such other authority as the Board may from time to time prescribe. If there is no Chairman of the Board, or in the absence of the Chairman, the presiding officer at meetings of the shareholders, and of the Board of Directors shall be the Lead Director, if any, or in the absence of the Lead Director, if any, another officer in the following order of priority: Vice Chairman of the Board of Directors, President and Vice Presidents (subject, however, to Section 4 of Article IV). The Chairman shall be neither an officer nor an employee of the Corporation by virtue of his or her election and service as Chairman of the Board; provided, however, the Chairman may be an officer of the Corporation. The Chairman may use the title Chairman or Chairman of the Board interchangeably.

ARTICLE IV. OFFICERS

1. Principal Officers

The principal officers of the Corporation required by statute shall be a President, such number of Vice Presidents as may be elected by the Board of Directors, a Secretary, and a Treasurer. The Board of Directors may elect any principal officer as the Chief Executive Officer and may elect such assistant secretaries and assistant treasurers and other officers as it shall deem necessary, and may prescribe by resolution their respective powers and duties.

2. President

The President shall be elected by the directors. Unless the Board of Directors otherwise prescribes, he or she shall be the Chief Executive Officer of the Corporation. In the event that the President is not the Chief Executive Officer, he or she shall have such powers and duties as the Board of Directors may prescribe.

3. Chief Executive Officer

The Chief Executive Officer shall exercise active supervision over the business, property, and affairs of the Corporation.

- a. The Chief Executive Officer shall have authority, subject to such rules as may be prescribed from time to time by the Board or its committees, to appoint agents or



employees other than those elected by the Board, to prescribe their powers and duties, and to delegate such authority as he or she may see fit. Any agent or employee not elected by the Board shall hold office at the discretion of the Chief Executive Officer or other officer employing him or her.

- b. The Chief Executive Officer is authorized to sign, execute, and acknowledge, on behalf of the Corporation, all deeds, mortgages, bonds, notes, debentures, contracts, leases, reports and other documents and instruments, except where the signing and execution thereof by some other officer or agent shall be expressly authorized and directed by law or by the Board or by these By-laws. Unless otherwise provided by law or by the Board, the Chief Executive Officer may authorize any officer, employee, or agent to sign, execute, and acknowledge, on behalf of the Corporation, and in his or her place and stead, all such documents and instruments.
- c. Unless otherwise ordered by the Board of Directors, the Chief Executive Officer, or a proxy appointed by him, shall have full power and authority, in the name of and on behalf of the Corporation, to attend, act, and vote at any meeting of the shareholders of any other corporation in which the Corporation may hold shares of stock. At any such meeting, he or she shall possess and may exercise any and all rights and powers incident to the ownership of shares of stock.
- d. The Chief Executive Officer shall have such other powers and perform such other duties as are incident to the office of Chief Executive Officer and as may be prescribed by the Board.

4. Vice Presidents

In the absence of the President or during his or her inability or refusal to act, his or her powers and duties shall temporarily devolve upon such Vice Presidents or other officers as shall be designated by the Board of Directors or, if not designated by the Board, by the Chief Executive Officer or other officer to whom such power may be delegated by the Board; provided, that no Vice President or other officer shall act as a member or chairman of any committee of the Board of Directors of which the President is a member or chairman, except at the direction of the Board.

- a. Each Vice President shall have such powers and perform such other duties as may be assigned to him by the Board or by the President, including the power to sign, execute, and acknowledge all documents and instruments referred to in Section 3 of this Article.
- b. The Board may assign to any Vice President, general supervision and charge over any branch of the business and affairs of the Corporation, subject to such limitations as it may elect to impose.
- c. The Board of Directors may, if it chooses, designate one or more of the Vice Presidents "Executive Vice President" with such powers and duties as the Board shall prescribe.

5. Secretary

The Secretary shall attend, and keep the minutes of meetings of the shareholders, of the Board of Directors and, unless otherwise directed by any such committee, of all committees, in books provided for that purpose; shall have custody of the corporate records and seal; shall see that notices are given and records and reports properly kept and filed as required by law or by these By-laws; and, in general, shall have such other powers and perform such other duties as are incident to the office of Secretary and as may be assigned to him or her by the Board of Directors or the Chief Executive Officer.

6. Assistant Secretaries

In the absence of the Secretary, or during his or her inability or refusal to act, his or her powers and duties shall temporarily devolve upon such one of the Assistant Secretaries as the President or the Board of Directors may direct. The Assistant Secretaries shall have such other powers and perform such other duties as may be assigned to them by the Board, the Chief Executive Officer, or the Secretary.

7. Treasurer

The Treasurer shall have charge and custody of the funds, securities, and other evidences of value of the Corporation, and shall keep and deposit them as required by the Board of Directors. He or she shall keep proper accounts of all receipts and disbursements and of the financial transactions of the Corporation. He or she shall render statements of such accounts and of money received and disbursed by him or her and of property and money belonging to the Corporation as required by the Board. The Treasurer shall have such other powers and perform such other duties as are incident to the office of Treasurer and as from time to time may be prescribed by the Board or the Chief Executive Officer.

8. Assistant Treasurers

In the absence of the Treasurer, or during his or her inability or refusal to act, his or her powers and duties shall temporarily devolve upon such one of the Assistant Treasurers as the President or the Board of Directors may direct. The Assistant Treasurers shall have such other powers and perform such other duties as from time to time may be assigned to them, respectively, by the Board, the Chief Executive Officer, or the Treasurer.

9. Other Assistants and Acting Officers

The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or as agent for the Corporation in his or her stead, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the Board of Directors or an authorized officer shall have the power to perform all the duties of the office to which he or she is so appointed to be an assistant, or as to which he or she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

10. Compensation

The salaries or other compensation of all officers elected as provided under Section 1 of this Article (other than assistant officers) shall be fixed from time to time by the Board of Directors. The salaries or other compensation of all other agents and employees of the Corporation shall be fixed from time to time by the Chief Executive Officer, but only within such limits as to amount, and in accordance with such other conditions as may be prescribed by or under the authority of the Board of Directors.

11. Tenure

Each officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, resignation, disqualification, or removal. Any officer, agent, or employee may be removed, with or without cause, at any time by the Board of Directors notwithstanding the contract rights, if any, of the officer removed. The appointment of an officer does not of itself create contract rights.

12. Resignation

An officer may resign at any time by delivering notice to the Corporation that complies with the Wisconsin Business Corporation Law. The resignation shall be effective when the notice is delivered, unless the notice specifies a later effective date and the Corporation accepts the later effective date.

13. Vacancies

Any vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term. If a resignation of an officer is effective at a later date as contemplated by Section 12 of this Article IV, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor may not take office until the effective date.

14. Reassignment of Duties

In case of the absence or disability of any officer of the Corporation, or for any other reason deemed sufficient by the Board of Directors, the Board may reassign or delegate the powers and duties, or any of them, to any other officer, director, or person it may select.

ARTICLE V. CERTIFICATES FOR AND TRANSFER OF SHARES

1. Form of Shares

- a. Certificates representing shares of the Corporation shall be in such form as shall be determined by the Board of Directors. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the Corporation. All certificates surrendered for the transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except in case of a lost or destroyed certificate provided for in Section 4 of this Article V or a certificate for shares transferred in compliance with the escheat laws of any state.
- b. Shares of the Corporation may also be issued, without certificates to the full extent such issuance is allowed by the Wisconsin Business Corporation Law and the listing standards of the New York Stock Exchange. To the extent required by the Wisconsin Business Corporation Law, within a reasonable time after the issuance or transfer of shares without a certificate, the Corporation shall send to the registered owner thereof a written notice that shall set forth (a) the name of the Corporation; (b) that the Corporation is organized under the laws of the State of Wisconsin; (c) the name of the shareholder; (d) the number and class (and the designation of the series, if any) of the shares represented; (e) if applicable, a summary of the designations, relative rights, preferences and limitation applicable to each class, and, if applicable, the variations in rights, preferences and limitations determined for each series and the authority of the Board of Directors to determine variations for future series (or a conspicuous statement that upon written request the Corporation will furnish the shareholder with this information without charge); and (f) if applicable, any restrictions on the transfer or registration of such shares of stock imposed by the Articles of Incorporation of the Corporation, these By-Laws, any agreement among shareholders or any agreement between shareholders and the Corporation.

2. Signatures

Certificates representing shares of the Corporation shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary; and may be sealed with the seal of the Corporation (which may be a facsimile) and countersigned and registered in such manner, if any, as the Board of Directors may prescribe. Whenever any certificate is manually signed on behalf of a transfer agent, or a registrar, other than the Corporation itself or an employee of the Corporation, the signatures of the President, Vice President, Secretary, or Assistant Secretary, upon such certificate may be facsimiles. In case any officer who has signed, or whose facsimile signature has been placed upon such certificate, ceases to be such officer before such certificate is issued, it may be issued with the same effect as if he or she were such officer at the date of its issue.

3. Restrictions on Transfer

The face or reverse side of each certificate representing shares shall bear a conspicuous notation of any restriction imposed by the Corporation upon the transfer of such shares.

4. Lost, Destroyed, or Stolen Certificates

Where the owner claims that his or her certificate for shares has been lost, destroyed, or wrongfully taken, the Corporation may issue (a) a new certificate or certificates for shares or (b) uncertificated shares in place thereof if the owner:

- a. So requests before the Corporation has notice that such shares have been acquired by a bona fide purchaser;
- b. Files with the Corporation a sufficient indemnity bond; and
- c. Satisfies such other reasonable requirements as may be prescribed by or under the authority of the Board of Directors.

5. Transfer of Shares

Prior to due presentment of shares for registration of transfer the Corporation may treat the registered owner of such shares as the person exclusively entitled to vote, to receive notifications, and otherwise to have and exercise all the rights and powers of an owner. Where shares are presented to the Corporation with a request to register for transfer, the Corporation shall not be liable to the owner or any other person suffering loss as a result of such registration of transfer if:

- a. There were on or with the certificate the necessary endorsements, or, with respect to uncertificated shares, proper transfer instructions are received; and
- b. The Corporation had no duty to inquire into adverse claims or has discharged any such duty.

The Corporation may require reasonable assurance that said endorsements or transfer instructions are genuine and effective and compliance with such other regulations as may be prescribed by or under the authority of the Board of Directors.

6. Consideration for Shares

The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, contracts for services to be performed or other securities of the Corporation.

Before the Corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for the shares to be issued is adequate. The determination of the Board of Directors is conclusive insofar as the adequacy of consideration for the issuance of shares relates to whether the shares are validly issued, fully paid, and nonassessable. The Corporation may place in escrow shares issued in whole or in part for a contract for future services or benefits, a promissory note, or otherwise for property to be issued in the future, or make other arrangements to restrict the transfer of the shares, and may credit distributions in respect of the shares against their purchase price, until the services are performed, the benefits or property are received, or the promissory note is paid. If the services are not performed, the benefits or property are not received, or the promissory note is not paid, the Corporation may cancel, in whole or in part, the shares escrowed or restricted and the distributions credited.

7. Other Rules

The Board of Directors shall have the power and authority to make all such further rules and regulations not inconsistent with the statutes of the State of Wisconsin as it may deem expedient concerning the issue, transfer, and registration of shares of the Corporation, including the appointment and designation of Transfer Agents and Registrars.

ARTICLE VI. INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. Mandatory Indemnification

- a. In all cases other than those set forth in Section 1b hereof, subject to the conditions and limitations set forth hereinafter in this Article VI, the Corporation shall indemnify and hold harmless any person who is or was a party, or is threatened to be made a party, to any Action (see Section 16 of this Article VI for definitions of capitalized terms used herein) by reason of his or her status as an Executive, and/or as to acts performed in the course of such Executive's duties to the Corporation and/or an Affiliate, against Liabilities and reasonable Expenses incurred by or on behalf of an Executive in connection with any Action, including, without limitation, in connection with the investigation, defense, settlement or appeal of any Action; provided, pursuant to Section 3 of this Article VI, that it is not determined by the Authority, or by a court, that the Executive engaged in misconduct which constitutes a Breach of Duty.
- b. To the extent an Executive has been successful on the merits or otherwise in connection with any Action, including, without limitation, the settlement, dismissal, abandonment, or withdrawal of any such Action where the Executive does not pay, incur, or assume any material Liabilities, or in connection with any claim, issue, or matter therein, he or she shall be indemnified by the Corporation against reasonable Expenses incurred by or on behalf of him or her in connection therewith. The Corporation shall pay such Expenses to the Executive (net of all Expenses, if any, previously advanced to the Executive pursuant to Section 2 of this Article VI), or to such other person or entity as the Executive may designate in writing to the Corporation, within ten days after the receipt of the Executive's written request therefor, without regard to the provisions of Section 3 of this Article VI. In the event the Corporation refuses to pay such requested Expenses, the Executive may petition a court to order the Corporation to make such payment pursuant to Section 4 of this Article VI.
- c. Notwithstanding any other provision contained in this Article VI to the contrary, the Corporation shall not:

- (1) Indemnify, contribute, or advance Expenses to an Executive with respect to any Action initiated or brought voluntarily by the Executive and not by way of defense, except with respect to Actions:
 - (a) brought to establish or enforce a right to indemnification, contribution, and/or an advance of Expenses under Section 4 of this Article VI, under the Statute as it may then be in effect or under any other statute or law or otherwise as required;
 - (b) initiated or brought voluntarily by an Executive to the extent such Executive is successful on the merits or otherwise in connection with such an Action in accordance with and pursuant to Section 1b of this Article VI; or
 - (c) as to which the Board determines it to be appropriate.
- (2) Indemnify the Executive under this Article VI for any amounts paid in settlement of any Action effected without the Corporation's written consent.

The Corporation shall not settle in any manner which would impose any Liabilities or other type of limitation on the Executive without the Executive's written consent. Neither the Corporation nor the Executive shall unreasonably withhold their consent to any proposed settlement.

- d. An Executive's conduct with respect to an employee benefit plan sponsored by or otherwise associated with the Corporation and/or an Affiliate for a purpose he or she reasonably believes to be in the interests of the participants in and beneficiaries of such plan is conduct that does not constitute a breach or failure to perform his or her duties to the Corporation or an Affiliate, as the case may be.

2. Advance for Expenses

- a. The Corporation shall pay to an Executive, or to such other person or entity as the Executive may designate in writing to the Corporation, his or her reasonable Expenses incurred by or on behalf of such Executive in connection with any Action, or claim, issue, or matter associated with any such Action, in advance of the final disposition or conclusion of any such Action (or claim, issue, or matter associated with any such Action), within ten days after the receipt of the Executive's written request therefor; provided, the following conditions are satisfied:
 - (1) The Executive has first requested an advance of such Expenses in writing (and delivered a copy of such request to the Corporation) from the insurance carrier(s), if any, to whom a claim has been reported under an applicable insurance policy purchased by the Corporation and each such insurance carrier, if any, has declined to make such an advance;
 - (2) The Executive furnishes to the Corporation an executed written certificate affirming his or her good faith belief that he or she has not engaged in misconduct which constitutes a Breach of Duty; and
 - (3) The Executive furnishes to the Corporation an executed written agreement to repay any advances made under this Section 2 if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation for such Expenses pursuant to this Article VI.

- b. If the Corporation makes an advance of Expenses to an Executive pursuant to this Section 2, the Corporation shall be subrogated to every right of recovery the Executive may have against any insurance carrier from whom the Corporation has purchased insurance for such purpose.

3. Determination of Right to Indemnification

- a. Except as otherwise set forth in this Section 3 or in Section 1c of this Article VI, any indemnification to be provided to an Executive by the Corporation under Section 1a of this Article VI upon the final disposition or conclusion of any Action, or any claim, issue, or matter associated with any such Action, unless otherwise ordered by a court, shall be paid by the Corporation to the Executive (net of all Expenses, if any, previously advanced to the Executive pursuant to Section 2 of this Article VI), or to such other person or entity as the Executive may designate in writing to the Corporation, within 60 days after the receipt of the Executive's written request therefor. Such request shall include an accounting of all amounts for which indemnification is being sought. No further corporate authorization for such payment shall be required other than this Section 3.
- b. Notwithstanding the foregoing, the payment of such requested indemnifiable amounts pursuant to Section 1a of this Article VI may be denied by the Corporation if:
 - (1) the Board by a majority vote thereof determines that the Executive has engaged in misconduct which constitutes a Breach of Duty; or
 - (2) a majority of the directors of the Corporation are a party in interest to such Action.
- c. In either event of nonpayment pursuant to Section 3b of this Article VI, the Board shall immediately authorize and direct, by resolution, that an independent determination be made as to whether the Executive has engaged in misconduct which constitutes a Breach of Duty and, therefore, whether indemnification of the Executive is proper pursuant to this Article VI.
- d. Such independent determination shall be made, at the option of the Executive(s) seeking indemnification, by:
 - (1) A panel of three arbitrators (selected as set forth below in Section 3f from the panels of arbitrators of the American Arbitration Association) in Milwaukee, Wisconsin, in accordance with the Commercial Arbitration Rules then prevailing of the American Arbitration Association;
 - (2) An independent legal counsel mutually selected by the Executive(s) seeking indemnification and the Board by a majority vote of a quorum thereof consisting of directors who were not parties in interest to such Action (or, if such quorum is not obtainable, by the majority vote of the entire Board); or
 - (3) A court in accordance with Section 4 of this Article VI.
- e. In any such determination there shall exist a rebuttable presumption that the Executive has not engaged in misconduct which constitutes a Breach of Duty and is, therefore, entitled to indemnification hereunder. The burden of rebutting such presumption by clear and convincing evidence shall be on the Corporation.
- f. If a panel of arbitrators is to be employed hereunder, one of such arbitrators shall be selected by the Board by a majority vote of a quorum thereof consisting of directors who were not parties in interest to such Action or, if such quorum is not obtainable, by an

independent legal counsel chosen by the majority vote of the entire Board, the second by the Executive(s) seeking indemnification, and the third by the previous two arbitrators.

- g. The Authority shall make its independent determination hereunder within 60 days of being selected and shall simultaneously submit a written opinion of its conclusions to both the Corporation and the Executive.
- h. If the Authority determines that an Executive is entitled to be indemnified for any amounts pursuant to this Article VI, the Corporation shall pay such amounts to the Executive (net of all Expenses, if any, previously advanced to the Executive pursuant to Section 2 of this Article VI), including interest thereon as provided in Section 6c of this Article VI, or such other person or entity as the Executive may designate in writing to the Corporation, within ten days of receipt of such opinion.
- i. Except with respect to any judicial determination pursuant to Section 4 of this Article VI, the Expenses associated with the indemnification process set forth in this Section 3 of this Article VI, including, without limitation, the Expenses of the Authority selected hereunder, shall be paid by the Corporation.

4. Court-Ordered Indemnification and Advance for Expenses

- a. An Executive may, either before or within two years after a determination, if any, has been made by the Authority, petition the court before which such Action was brought or any other court of competent jurisdiction to independently determine whether or not he or she has engaged in misconduct which constitutes a Breach of Duty and is, therefore, entitled to indemnification under the provisions of this Article VI. Such court shall thereupon have the exclusive authority to make such determination unless and until such court dismisses or otherwise terminates such proceeding without having made such determination. An Executive may petition a court under this Section 4 either to seek an initial determination by the court as authorized by Section 3d of this Article VI or to seek review by the court of a previous adverse determination by the Authority.
- b. The court shall make its independent determination irrespective of any prior determination made by the Authority; provided, however, that there shall exist a rebuttable presumption that the Executive has not engaged in misconduct which constitutes a Breach of Duty and is, therefore, entitled to indemnification hereunder. The burden of rebutting such presumption by clear and convincing evidence shall be on the Corporation.
- c. In the event the court determines that an Executive has engaged in misconduct which constitutes a Breach of Duty, it may nonetheless order indemnification to be paid by the Corporation if it determines that the Executive is fairly and reasonably entitled to indemnification in view of all of the circumstances of such Action.
- d. In the event the Corporation does not:
 - (1) Advance Expenses to the Executive within ten days of such Executive's compliance with Section 2 of this Article VI; or
 - (2) Indemnify an Executive with respect to requested Expenses under Section 1b of this Article VI within ten days of such Executive's written request therefor, the Executive may petition the court before which such Action was brought, if any, or any other court of competent jurisdiction to order the Corporation to pay such reasonable Expenses immediately. Such court, after giving any notice it considers necessary, shall order the Corporation to pay such Expenses if it



determines that the Executive has complied with the applicable provisions of Section 2 of this Article VI or 1b of this Article VI, as the case may be.

- e. If the court determines pursuant to this Section 4 that the Executive is entitled to be indemnified for any Liabilities and/or Expenses, or to the advance of Expenses, unless otherwise ordered by such court, the Corporation shall pay such Liabilities and/or Expenses to the Executive (net of all Expenses, if any, previously advanced to the Executive pursuant to Section 2 of this Article VI), including interest thereon as provided in Section 6c of this Article VI, or to such other person or entity as the Executive may designate in writing to the Corporation, within ten days of the rendering of such determination.
- f. An Executive shall pay all Expenses incurred by such Executive in connection with the judicial determination provided in this Section 4, unless it shall ultimately be determined by the court that he or she is entitled, in whole or in part, to be indemnified by, or to receive an advance from, the Corporation as authorized by this Article VI. All Expenses incurred by an Executive in connection with any subsequent appeal of the judicial determination provided for in this Section 4 shall be paid by the Executive regardless of the disposition of such appeal.

5. Termination of an Action is Nonconclusive

The adverse termination of any Action against an Executive by judgment, order settlement, conviction, or upon a plea of no contest or its equivalent, shall not, of itself, create a presumption that the Executive has engaged in misconduct which constitutes a Breach of Duty.

6. Partial Indemnification; Reasonableness; Interest

- a. If it is determined by the Authority, or by a court, that an Executive is entitled to indemnification as to some claims, issues, or matters, but not as to other claims, issues, or matters, involved in any Action, the Authority, or the court, shall authorize the proration and payment by the Corporation of such Liabilities and/or reasonable Expenses with respect to which indemnification is sought by the Executive, among such claims, issues, or matters as the Authority, or the court, shall deem appropriate in light of all of the circumstances of such Action.
- b. If it is determined by the Authority, or by a court, that certain Expenses incurred by or on behalf of an Executive are for whatever reason unreasonable in amount, the Authority, or the court, shall nonetheless authorize indemnification to be paid by the Corporation to the Executive for such Expenses as the Authority, or the court, shall deem reasonable in light of all of the circumstances of such Action.
- c. Interest shall be paid by the Corporation to an Executive, to the extent deemed appropriate by the Authority, or by a court, at a reasonable interest rate, for amounts for which the Corporation indemnifies or advances to the Executive.

7. Insurance; Subrogation

- a. The Corporation may purchase and maintain insurance on behalf of any person who is or was an Executive of the Corporation, and/or is or was serving as an Executive of an Affiliate, against Liabilities and/or Expenses asserted against him or her and/or incurred by or on behalf of him or her in any such capacity, or arising out of his or her status as such an Executive, whether or not the Corporation would have the power to indemnify him or her against such Liabilities and/or Expenses under this Article VI or under the Statute as it may then be in effect. Except as expressly provided herein, the purchase and maintenance of such insurance shall not in any way limit or affect the rights and obligations of the Corporation and/or any Executive under this Article VI. Such insurance may, but need not, be for the benefit of all Executives of the Corporation and those serving as an Executive of an Affiliate.
- b. If an Executive shall receive payment from any insurance carrier or from the plaintiff in any Action against such Executive in respect of indemnified amounts after payments on account of all or part of such indemnified amounts have been made by the Corporation pursuant to this Article VI, such Executive shall promptly reimburse the Corporation for the amount, if any, by which the sum of such payment by such insurance carrier or such plaintiff and payments by the Corporation to such Executive exceeds such indemnified amounts; provided, however, that such portions, if any, of such insurance proceeds that are required to be reimbursed to the insurance carrier under the terms of its insurance policy, such as deductible, retention, or co-insurance amounts, shall not be deemed to be payments to such Executive hereunder.
- c. Upon payment of indemnified amounts under this Article VI, the Corporation shall be subrogated to such Executive's rights against any insurance carrier in respect of such indemnified amounts and the Executive shall execute and deliver any and all instruments and/or documents and perform any and all other acts or deeds which the Corporation shall deem necessary or advisable to secure such rights. The Executive shall do nothing to prejudice such rights of recovery or subrogation.

8. Witness Expenses

The Corporation shall advance or reimburse any and all reasonable Expenses incurred by or on behalf of an Executive in connection with his or her appearance as a witness in any Action at a time when he or she has not been formally named a defendant or respondent to such an Action, within ten days after the receipt of an Executive's written request therefor.

9. Contribution

- a. Subject to the limitations of this Section 9, if the indemnity provided for in Section 1 of this Article VI is unavailable to an Executive for any reason whatsoever, the Corporation, in lieu of indemnifying the Executive, shall contribute to the amount incurred by or on behalf of the Executive, whether for Liabilities and/or for reasonable Expenses in connection with any Action in such proportion as deemed fair and reasonable by the Authority, or by a court, in light of all of the circumstances of any such Action, in order to reflect:
 - (1) The relative benefits received by the Corporation and the Executive as a result of the event(s) and/or transaction(s) giving cause to such Action; and/or
 - (2) The relative fault of the Corporation (and its other Executives, employees, and/or agents) and the Executive in connection with such event(s) and/or transaction(s).

- b. The relative fault of the Corporation (and its other Executives, employees, and/or agents), on the one hand, and of the Executive, on the other hand, shall be determined by reference to, among other things, the parties' relative intent, knowledge, access to information, and opportunity to correct or prevent the circumstances resulting in such Liabilities and/or Expenses. The Corporation agrees that it would not be just and equitable if contribution pursuant to this Section 9 were determined by pro rata allocation or any other method of allocation which does not take account of the foregoing equitable considerations.
- c. An Executive shall not be entitled to contribution from the Corporation under this Section 9 in the event it is determined by the Authority, or by a court, that the Executive has engaged in misconduct which constitutes a Breach of Duty.
- d. The Corporation's payment of, and an Executive's right to, contribution under this Section 9 shall be made and determined in accordance with and pursuant to the provisions in Sections 3 and/or 4 of this Article VI relating to the Corporation's payment of, and the Executive's right to, indemnification under this Article VI.

10. Indemnification of Employees

Unless otherwise specifically set forth in this Article VI, the Corporation shall indemnify and hold harmless any person who is or was a party, or is threatened to be made a party to any Action by reason of his or her status as, or the fact that he or she is or was an employee or authorized agent or representative of the Corporation and/or an Affiliate as to acts performed in the course and within the scope of such employee's, agent's, or representative's duties to the Corporation and/or an Affiliate, in accordance with and to the fullest extent permitted by the Statute as it may then be in effect.

11. Severability

If any provision of this Article VI shall be deemed invalid or inoperative, or if a court of competent jurisdiction determines that any of the provisions of this Article VI contravene public policy, this Article VI shall be construed so that the remaining provisions shall not be affected, but shall remain in full force and effect, and any such provisions which are invalid or inoperative or which contravene public policy shall be deemed, without further Action or deed by or on behalf of the Corporation, to be modified, amended, and/or limited, but only to the extent necessary to render the same valid and enforceable, and the Corporation shall indemnify an Executive as to Liabilities and reasonable Expenses with respect to any Action to the full extent permitted by any applicable provision of this Article VI that shall not have been invalidated and to the full extent otherwise permitted by the Statute as it may then be in effect.

12. Nonexclusivity of Article VI

The right to indemnification, contribution, and advancement of Expenses provided to an Executive by this Article VI shall not be deemed exclusive of any other rights to indemnification, contribution, and/or advancement of Expenses which any Executive or other employee or agent of the Corporation and/or of an Affiliate may be entitled under any charter provision, written agreement, resolution, vote of shareholders or disinterested directors of the Corporation or otherwise, including, without limitation, under the Statute as it may then be in effect, both as to acts in his or her official capacity as such Executive or other employee or agent of the Corporation and/or of an Affiliate or as to acts in any other capacity while holding such office or position, whether or not the Corporation would have the power to indemnify, contribute, and/or advance Expenses to the Executive under this Article VI or under the Statute; provided that it is not determined that the Executive or other employee or agent has engaged in misconduct which constitutes a Breach of Duty.

13. Notice to the Corporation; Defense of Actions

- a. An Executive shall promptly notify the Corporation in writing upon being served with or having actual knowledge of any citation, summons, complaint, indictment, or any other similar document relating to any Action which may result in a claim of indemnification, contribution, or advancement of Expenses hereunder, but the omission so to notify the Corporation will not relieve the Corporation from any liability which it may have to the Executive otherwise than under this Article VI unless the Corporation shall have been irreparably prejudiced by such omission.
- b. With respect to any such Action as to which an Executive notifies the Corporation of the commencement thereof:
 - (1) The Corporation shall be entitled to participate therein at its own expense; and
 - (2) Except as otherwise provided below, to the extent that it may wish, the Corporation (or any other indemnifying party, including any insurance carrier, similarly notified by the Corporation or the Executive) shall be entitled to assume the defense thereof, with counsel selected by the Corporation (or such other indemnifying party) and reasonably satisfactory to the Executive.
- c. After notice from the Corporation (or such other indemnifying party) to the Executive of its election to assume the defense of an Action, the Corporation shall not be liable to the Executive under this Article VI for any Expenses subsequently incurred by the Executive in connection with the defense thereof other than reasonable costs of investigation or as otherwise provided below. The Executive shall have the right to employ his or her own counsel in such Action but the Expenses of such counsel incurred after notice from the Corporation (or such other indemnifying party) of its assumption of the defense thereof shall be at the expense of the Executive unless:
 - (1) The employment of counsel by the Executive has been authorized by the Corporation;
 - (2) The Executive shall have reasonably concluded that there may be a conflict of interest between the Corporation (or such other indemnifying party) and the Executive in the conduct of the defense of such Action; or
 - (3) The Corporation (or such other indemnifying party) shall not in fact have employed counsel to assume the defense of such Action, in each of which cases the Expenses of counsel shall be at the expense of the Corporation. The Corporation shall not be entitled to assume the defense of any Derivative Action or any Action as to which the Executive shall have made the conclusion provided for in clause (2) above.

14. Continuity of Rights and Obligations

The terms and provisions of this Article VI shall continue as to an Executive subsequent to the Termination Date and such terms and provisions shall inure to the benefit of the heirs, estate, executors, and administrators of such Executive and the successors and assigns of the Corporation, including, without limitation, any successor to the Corporation by way of merger, consolidation, and/or sale or disposition of all or substantially all of the assets or capital stock of the Corporation. Except as provided herein, all rights and obligations of the Corporation and the Executive hereunder shall continue in full force and effect despite the subsequent amendment or modification of the Corporation's Articles of Incorporation, as such are in effect on the date hereof,



and such rights and obligations shall not be affected by any such amendment or modification, any resolution of directors or shareholders of the Corporation, or by any other corporate action which conflicts with or purports to amend, modify, limit, or eliminate any of the rights or obligations of the Corporation and/or of the Executive hereunder.

15. Amendment

This Article VI may only be altered, amended, or repealed by the affirmative vote of a majority of the shareholders of the Corporation so entitled to vote; provided, however, that the Board may alter or amend this Article VI without such shareholder approval if any such alteration or amendment:

- a. Is made in order to conform to any amendment or revision of the Wisconsin Business Corporation Law, including, without limitation, the Statute, which
 - (1) Expands or permits the expansion of an Executive's right to indemnification thereunder;
 - (2) Limits or eliminates, or permits the limitation or elimination, of liability of the Executives; or
 - (3) Is otherwise beneficial to the Executives; or
- b. In the sole judgment and discretion of the Board, does not materially adversely affect the rights and protections of the shareholders of the Corporation.

Any repeal, modification, or amendment of this Article VI shall not adversely affect any rights or protections of an Executive existing under this Article VI immediately prior to the time of such repeal, modification, or amendment and any such repeal, modification, or amendment shall have a prospective effect only.

16. Certain Definitions

The following terms as used in this Article VI shall be defined as follows:

- a. "Action(s)" shall include, without limitation, any threatened, pending, or completed action, claim, litigation, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, whether predicated on foreign, Federal, state, or local law, whether brought under and/or predicated upon the Securities Act of 1933, as amended, and/or the Securities Exchange Act of 1934, as amended, and/or their respective state counterparts and/or any rule or regulation promulgated thereunder, whether a Derivative Action and whether formal or informal.
- b. "Affiliate" shall include, without limitation, any corporation, partnership, joint venture, employee benefit plan, trust, or other similar enterprise that directly or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the Corporation.
- c. "Authority" shall mean the panel of arbitrators or independent legal counsel selected under Section 3 of this Article VI.
- d. "Board" shall mean the Board of Directors of the Corporation.



- e. "Breach of Duty" shall mean the Executive breached or failed to perform his or her duties to the Corporation or an Affiliate, as the case may be, and the Executive's breach of or failure to perform those duties constituted:
 - (1) A willful failure to deal fairly with the Corporation (or an Affiliate) or its shareholders in connection with a matter in which the Executive has a material conflict of interest;
 - (2) A violation of the criminal law, unless the Executive:
 - (a) Had reasonable cause to believe his or her conduct was lawful; or
 - (b) Had no reasonable cause to believe his or her conduct was unlawful;
 - (3) A transaction from which the Executive derived an improper personal profit (unless such profit is determined to be immaterial in light of all the circumstances of the Action); or
 - (4) Willful misconduct.
- f. "Derivative Action" shall mean any Action brought by or in the right of the Corporation and/or an Affiliate.
- g. "Executive(s)" shall mean any individual who is, was, or has agreed to become a director and/or officer of the Corporation and/or an Affiliate.
- h. "Expenses" shall include, without limitation, all expenses, fees, costs, charges, attorneys' fees and disbursements, other out-of-pocket costs, reasonable compensation for time spent by the Executive in connection with the Action for which he or she is not otherwise compensated by the Corporation, any Affiliate, any third party or other entity, and any and all other direct and indirect costs of any type or nature whatsoever.
- i. "Liabilities" shall include, without limitation, judgments, amounts incurred in settlement, fines, penalties and, with respect to any employee benefit plan, any excise tax or penalty incurred in connection therewith, and any and all other liabilities of every type or nature whatsoever.
- j. "Statute" shall mean Wisconsin Business Corporation Law Sections 180.0850-180.0859 (or any successor provisions).
- k. "Termination Date" shall mean the date an Executive ceases, for whatever reason, to serve in an employment relationship with the Company and/or any Affiliate.

ARTICLE VII. SEAL

Board of Directors

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the words "INTEGRYS ENERGY GROUP, INC., CORPORATE SEAL." The continued use for any purpose of any former corporate seal or facsimile thereof shall have the same effect as the use of the corporate seal or facsimile thereof in the form provided by the preceding sentence.



ARTICLE VIII. AMENDMENTS

1. The Board of Directors shall have authority to adopt, amend, or repeal the By-laws of this Corporation upon affirmative vote of a majority of the total number of directors at a meeting of the Board, the notice of which shall have included notice of the proposed amendment; but the Board of Directors shall have no power to amend any By-law or to reinstate any By-law repealed by the shareholders unless the shareholders shall hereafter confer such authority upon the Board of Directors.
2. The shareholders shall have power to adopt, amend, or repeal any of the By-laws of the Corporation, at any regular or special meeting of the shareholders, in accordance with the provisions of Article II of these By-laws. There shall be included in the notice of such regular or special meeting a statement of the nature of any amendment that is proposed for the consideration of the shareholders by the holders of at least 5% of the voting stock of the Corporation in a writing delivered to the Secretary of the Corporation not less than 90 days prior to the date of such meeting or by the Board of Directors.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 10-K

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the fiscal year ended December 31, 2007

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission
File Number

Registrant; State of Incorporation;
Address; and Telephone Number

IRS Employer
Identification No.

1-11337

INTEGRYS ENERGY GROUP, INC.
(A Wisconsin Corporation)
130 East Randolph Drive
Chicago, IL 60601
800-699-1269

39-1775292

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
----------------------------	--

Common Stock, \$1 par value	New York Stock Exchange
-----------------------------	-------------------------

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☒ No ☐

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.

Yes ☐ No ☒

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒
Non-accelerated filer ☐

Accelerated filer ☐
Smaller reporting company ☐

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

State the aggregate market value of the voting and
non-voting common equity held by non-affiliates of the Registrant.

\$3,853,752,238 as of June 30, 2007

Number of shares outstanding of each class
of common stock, as of February 28, 2008

Common Stock, \$1 par value, 76,424,095 shares

DOCUMENT INCORPORATED BY REFERENCE

Definitive proxy statement for the Integrys Energy Group, Inc. Annual Meeting of Shareholders to be held on May 15, 2008 is incorporated by reference into Part III.

INTEGRYS ENERGY GROUP, INC.
ANNUAL REPORT ON FORM 10-K
For the Year Ended December 31, 2007

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Acronyms Used in this Annual Report on Form 10-K

ATC	American Transmission Company LLC
DOE	United States Department of Energy
DPC	Dairyland Power Cooperative
EPA	United States Environmental Protection Agency
ESOP	Employee Stock Ownership Plan
FASB	Financial Accounting Standards Board
FERC	Federal Energy Regulatory Commission
IBS	Integrus Business Support, LLC
ICC	Illinois Commerce Commission
ICE	Intercontinental Exchange
IRS	United States Internal Revenue Service
LIFO	Last-in, first-out
MERC	Minnesota Energy Resources Corporation
MGUC	Michigan Gas Utilities Corporation
MISO	Midwest Independent Transmission System Operator
MPSC	Michigan Public Service Commission
MPUC	Minnesota Public Utility Commission
NSG	North Shore Gas Company
NYMEX	New York Mercantile Exchange
PEC	Peoples Energy Corporation
PEP	Peoples Energy Production Company
PGL	The Peoples Gas Light and Coke Company
PSCW	Public Service Commission of Wisconsin
SEC	United States Securities and Exchange Commission
SFAS	Statement of Financial Accounting Standards
UPPCO	Upper Peninsula Power Company
WDNR	Wisconsin Department of Natural Resources
WPSC	Wisconsin Public Service Corporation
WRPC	Wisconsin River Power Company

Forward-Looking Statements

In this report, Integrys Energy Group and its subsidiaries make statements concerning expectations, beliefs, plans, objectives, goals, strategies, and future events or performance. Such statements are "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. Although Integrys Energy Group and its subsidiaries believe that these forward-looking statements and the underlying assumptions are reasonable, it cannot provide assurance that they will prove correct. Except to the extent required by the federal securities laws, Integrys Energy Group and its subsidiaries undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

In addition to statements regarding trends or estimates in Management's Discussion and Analysis of Financial Condition and Results of Operations forward-looking statements included or incorporated in this report include, but are not limited to statements regarding future:

- Revenues or expenses,
- Capital expenditure projections, and
- Financing sources.

Forward-looking statements involve a number of risks and uncertainties. There are many factors that could cause actual results to differ materially from those expressed or implied in this report. Some risk factors that could cause results different from any forward-looking statement include those described in Item 1A of this Annual Report on Form 10-K for the year ended December 31, 2007. Other factors include:

- Unexpected costs and/or unexpected liabilities related to the PEC merger;
- The successful combination of the operations of Integrys Energy Group and PEC;
- Integrys Energy Group may be unable to achieve the forecasted synergies in connection with the PEC merger or it may take longer or cost more than expected to achieve these synergies;
- Resolution of pending and future rate cases and negotiations (including the recovery of deferred costs) and other regulatory decisions impacting Integrys Energy Group's regulated businesses;
- The impact of recent and future federal and state regulatory changes, including legislative and regulatory initiatives regarding deregulation and restructuring of the electric and natural gas utility industries and possible future initiatives to address concerns about global climate change, changes in environmental, tax and other laws and regulations to which Integrys Energy Group and its subsidiaries are subject, as well as changes in application of existing laws and regulations;
- Current and future litigation, regulatory investigations, proceedings or inquiries, including but not limited to, manufactured gas plant site cleanup, and the contested case proceeding regarding the Weston 4 air permit;
- Resolution of audits or other tax disputes with the IRS and various state, local and Canadian revenue agencies;
- The effects, extent and timing of additional competition or regulation in the markets in which our subsidiaries operate;
- Available sources and costs of fuels and purchased power;
- Investment performance of employee benefit plan assets;
- Advances in technology;
- Effects of and changes in political and legal developments, as well as economic conditions and its impact on customer demand, in the United States and Canada;
- Potential business strategies, including mergers, acquisitions, construction or disposition of assets or businesses, which cannot be assured to be completed timely or within budgets;
- The direct or indirect effects of terrorist incidents, natural disasters or responses to such events;
- The impacts of changing financial market conditions, credit ratings and interest rates on our financing efforts, and the risks associated with changing commodity prices (particularly natural gas and electricity);
- Weather and other natural phenomena, in particular the effect of weather on natural gas and electricity sales;

- The effect of accounting pronouncements issued periodically by standard-setting bodies; and
- Other factors discussed elsewhere herein and in other reports filed by us from time to time with the SEC.

Forward-looking statements are subject to assumptions and uncertainties, therefore actual results may differ materially from those expressed or implied by such forward-looking statements.

PART I

ITEM 1. BUSINESS

A. GENERAL

For purposes of this Annual Report on Form 10-K, unless the context otherwise indicates, when we refer to "us," "we," "our" or "ours," we are describing Integrys Energy Group, Inc.

Integrys Energy Group, Inc.

Integrys Energy Group is domiciled in the United States and was incorporated in Wisconsin in 1993. Integrys Energy Group is a holding company for regulated utility and nonregulated business units. As of December 31, 2007, Integrys Energy Group served approximately 485,000 regulated electric utility customers and approximately 1,674,000 regulated natural gas utility customers.

See Note 24, "*Segments of Business*," for information on Integrys Energy Group's foreign and domestic revenues, foreign and domestic long-lived assets, and revenues from external customers, net income (loss), and total assets by reportable segment.

Electric Utility Segment

The electric utility segment includes the regulated electric utility operations of WPSC and UPPCO. WPSC, a Wisconsin corporation, is domiciled in the United States and began operations in 1883. UPPCO, a Michigan corporation, is domiciled in the United States and began operations in 1884. For the last three years, all of the electric utility segment's revenues were earned within the United States and all assets were located within the United States. In 2007, retail electric sales accounted for 82.4% of total revenues, while wholesale electric sales accounted for 17.6% of total revenues.

Natural Gas Utility Segment

The natural gas utility segment includes the regulated natural gas utility operations of WPSC, MGUC, MERC, PGL, and NSG. MGUC and MERC, both Delaware corporations, are domiciled in the United States and began operations upon acquisition of their natural gas distribution operations in Michigan and Minnesota, respectively, from Aquila, Inc. in April 2006, and July 2006, respectively. PGL and NSG, both Illinois corporations, are domiciled in the United States and began operations in 1855 and 1900, respectively. Integrys Energy Group acquired PGL and NSG in February 2007 in the PEC merger.

Integrys Energy Services

Integrys Energy Services, a Wisconsin corporation, is domiciled in the United States and was established in 1994. Integrys Energy Services is a diversified energy supply and services company serving residential, commercial, industrial, and wholesale customers in developed competitive markets in the United States and Canada. In 2007, Integrys Energy Services opened an office in Denver, Colorado, to expand its operation into the Western Systems Coordinating Council markets. Integrys Energy Services anticipates future operations in all viable competitive markets in the United States and Canadian natural gas and electric markets.

Holding Company and Other Segment

The Holding Company and Other segment includes the operations of the Integrys Energy Group holding company and the PEC holding company, along with any nonutility activities at WPSC, MGUC, MERC, UPPCO, PGL, and NSG. Also included in the Holding Company and Other segment is WPS Investments, LLC, a nonutility company which holds the investment of Integrys Energy Group and its subsidiaries in ATC. On December 31, 2007, WPS Investments was owned 15.85% by WPSC, 3.37% by UPPCO and

80.78% by Integrys Energy Group. Equity earnings from our investments in ATC, WRPC, and Guardian Pipeline, LLC (prior to its sale in 2006) are included in the Holding Company and Other segment.

For more information regarding revenues, net income, and total assets for Integrys Energy Group's reportable segments, see Note 24, "*Segments of Business*."

B. REGULATED ELECTRIC OPERATIONS

Integrus Energy Group's regulated electric operations are provided through WPSC and UPPCO. WPSC's regulated electric operations generate and distribute electric energy mainly to northeastern Wisconsin and a small portion of Michigan's Upper Peninsula. UPPCO provides electric energy in Michigan's Upper Peninsula. Wholesale electric service is provided to various customers, including municipal utilities, electric cooperatives, energy marketers, other investor-owned utilities, and municipal joint action agencies.

Regulated Electric Segment Operating Statistics

	2007	2006	2005
Operating revenues (millions)			
Residential	\$ 381.8	\$ 353.0	\$ 355.1
Commercial and industrial	607.0	548.8	491.7
Resale and other	257.3	197.6	190.3
Total	\$1,246.1	\$1,099.4	\$1,037.1
Kilowatt-hour sales (millions)			
Residential	3,173.6	3,144.8	3,127.4
Commercial and industrial	8,750.9	8,645.2	8,641.8
Resale and other	4,067.3	4,135.3	3,890.9
Total	15,991.8	15,925.3	15,660.1
Customers served (approximate, end of period)			
Residential	424,400	421,000	424,100
Commercial and industrial	59,600	59,100	51,600
Resale and other	1,000	900	1,300
Total	485,000	481,000	477,000

In 2007, Integrus Energy Group's regulated electric facilities reached a firm net design peak of 2,305 megawatts on July 31, 2007. As a result of continually reaching demand peaks in the summer months, primarily due to air conditioning load, the summer period is the most relevant for Integrus Energy Group's regulated electric utility capacity. WPSC expects future supply reserves to meet the minimum 18% planning reserve margin criteria through 2008 as required by the PSCW. The PSCW has opened a docket to review the adequacy of the 18% reserve margin requirement. The MPSC has not established minimum guidelines for future supply reserves.

WPSC and UPPCO had adequate capacity to meet all firm electric load obligations during 2007 and expect to have adequate capacity to meet all obligations during 2008. Both WPSC and UPPCO are members of the MISO, which operates a financial and physical electric wholesale market in the Midwest, and offer their generation and bid their customer load into the market. For further information on MISO, see Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operation - Other Future Considerations.

Facilities

For a complete listing of Integrus Energy Group's regulated electric facilities, see Item 2 - Properties, in this Annual Report on Form 10-K. To see Integrus Energy Group's electric utility plant asset book value, see Note 5, "Property, Plant, and Equipment."

Power Purchase Agreements

Integrus Energy Group's regulated electric facilities enter into short and long-term power purchase agreements to meet a portion of electric energy supply needs. For more information on these power purchase agreements, see Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operation - Liquidity and Capital Resources, Contractual Obligations.

Fuel Supply

Electric Supply Mix

Integrus Energy Group's regulated electric supply mix for 2007 and 2006 was:

Energy Source	2007	2006
Company-owned generating plants		
Coal	52.4%	57.3%
Natural gas and fuel oil	2.2%	1.4%
Hydroelectric	1.3%	1.5%
Wind	0.1%	0.1%
Purchased power		
Kewaunee (nuclear)	19.3%	17.6%
Fox Energy Center, LLC and Combined		
Locks Energy Center, LLC (natural gas)	3.4%	6.1%
Hydroelectric	2.4%	3.3%
Other (including MISO)	18.9%	12.7%
Total purchased power	44.0%	39.7%

Fuel Costs

Integrus Energy Group's regulated electric fuel costs for its generating units for 2007 and 2006 were:

Fuel Cost by Source (Per Million Btus)	2007	2006
Coal	\$ 1.47	\$ 1.30
Natural gas	7.36	7.19
Fuel oil	13.95	13.60

Coal Supply and Deliveries

Coal is the primary fuel source for Integrus Energy Group's regulated electric generation facilities, the majority of which is from the Powder River Basin mines located in Wyoming. This low sulfur coal has been our least-cost coal source from any of the subbituminous coal-producing regions in the United States. Integrus Energy Group's regulated electric fuel portfolio strategy is to maintain a 25- to 40-day supply of coal at each plant site.

Historically, WPSC has purchased coal directly from the producer for its wholly owned plants. Wisconsin Power and Light purchases coal for the jointly owned Edgewater and Columbia plants and is reimbursed by WPSC for its share of the coal costs. WPSC currently has contracts in place for coal transportation for 90% of its 2008 coal transportation requirements. For more information on coal purchases and coal deliveries under contract, see Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operation - Liquidity and Capital Resources, Contractual Obligations and Note 17, "Commitments and Contingencies."

Natural Gas Supply - Generation

Through a power purchase agreement, WPSC is committed to provide fuel for 500 megawatts of the Fox Energy Center, a natural gas-fired combined cycle generation facility owned by a third party with a total combined electric capacity of approximately 580 megawatts. In addition, WPSC supplies natural gas through its natural gas distribution system to its approximately 429 megawatts of natural gas-fired combustion turbine generation facilities. For more information on WPSC's natural gas supply under contract, see Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operation - Liquidity and Capital Resources, Contractual Obligations and Note 17, "Commitments and Contingencies."

WPSC has received approval from the PSCW for its Energy Market Risk Management Plan to govern its activities in the energy markets. The order permits activities to limit exposure to the volatility of natural gas prices affecting its electric generation, as well as the use of financial transmission rights for the use of managing energy congestion costs. The plan provides for the use of financial futures contracts for natural gas and the use of financial options that cap the price of natural gas for a portion of WPSC's forecasted natural gas fuel generation requirements and natural gas price sensitive purchased power contracts.

Regulatory Matters

Integrus Energy Group's electric utility operations are regulated by the PSCW, MPSC, and FERC.

For additional information, see Note 23, "*Regulatory Environment*."

Hydroelectric Licenses

WPSC, UPPCO, and WRPC (a company in which we have 50% ownership), have long-term licenses from FERC for all of their hydroelectric facilities.

UPPCO has announced its decision to restore Silver Lake as a reservoir to support power generation, pending approval of an economically feasible design by the FERC. The FERC has required that a board of consultants evaluate and oversee the design approval process. UPPCO continues to work with its Board of Directors and the FERC to develop an economically feasible design.

For more information on Silver Lake, see Note 17, "*Commitments and Contingencies*."

Other Matters

Customer Segmentation

In 2007, paper production facilities and one wholesale customer (a private utility that primarily provides power to paper mills) accounted for 9.3% of Integrus Energy Group's regulated electric utility revenues. Residential sales accounted for 30.6% of Integrus Energy Group's regulated electric utility revenues in 2007.

Seasonality

Integrus Energy Group's regulated electric utility sales in Wisconsin generally follow a seasonal pattern due to the air conditioning requirements of customers that are primarily impacted by the variability of summer temperatures. Regulated electric utility sales in Michigan follow no significant seasonal trend due to cooler climate conditions in the Upper Peninsula of Michigan.

Generally during the winter months, the purchase price of fuel (natural gas and fuel oil) for heating load and generation production is heavily influenced by weather and the availability of baseload generation units within the MISO energy market. Sustained colder-than-normal weather and unexpected extended generation outages can influence fuel supply and demand, impacting the production costs at Integrus Energy Group's natural gas and oil-fired facilities, as well as natural gas supply commitments under power purchase agreements. For Integrus Energy Group's electric segment, the impact on utility production costs is managed through WPSC's Energy Market Risk Management Plan.

Competition

The retail electric utility market in Wisconsin is regulated by the PSCW. Retail electric customers currently do not have the ability to choose their electric supplier. However, in order to increase sales, utilities work to attract new commercial/industrial customers into their service territory. As a result, there is competition among utilities to keep energy rates low. Wisconsin utilities have continued to refine regulated tariffs in

order to provide customers with the true cost of electric energy to each class of customer by reducing or eliminating rate subsidies among different ratepayer classes. Although Wisconsin electric energy markets are regulated, utilities still face competition from other energy sources.

Michigan electric energy markets are open to competition; however, an active competitive market has not yet developed in the Upper Peninsula of Michigan primarily due to a lack of excess generation and transmission system capacity.

Working Capital Requirements

For information on capital requirements related to Integrys Energy Group's regulated electric utility operations see Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operation - Liquidity and Capital Resources.

C. REGULATED NATURAL GAS UTILITY OPERATIONS

Integrys Energy Group provides regulated natural gas utility service to Chicago and northeastern Illinois, northeastern Wisconsin, adjacent portions of Michigan's Upper Peninsula, various cities and communities throughout Minnesota, and in the southern portion of lower Michigan.

Regulated Natural Gas Segment Operating Statistics

	2007	2006	2005
Operating Revenues (millions)			
Residential	\$1,441.7	\$401.4	\$291.9
Commercial and industrial	481.2	218.3	137.7
Other	180.8	57.2	92.4
Total	\$2,103.7	\$676.9	\$522.0
Therms Delivered (millions)			
Residential	1,251.8	351.5	241.6
Commercial and industrial	498.6	230.7	170.8
Other	47.1	27.6	70.8
Total therm sales	1,797.5	609.8	483.2
Transportation	1,505.6	657.5	344.0
Total	3,303.1	1,267.3	827.2
Customers Served (approximate, end of period)			
Residential	1,548,400	620,500	279,300
Commercial and industrial	124,700	62,600	27,700
Other	-	-	-
Transportation customers	900	900	1,000
Total	1,674,000	684,000	308,000

Facilities

For information regarding our regulated natural gas facilities, see Item 2 - Properties in this Annual Report on Form 10-K. To see Integrys Energy Groups' natural gas utility plant asset book value, see Note 5, "Property, Plant, and Equipment."

Natural Gas Supply

Integrys Energy Group's natural gas utilities manage portfolios of natural gas supply contracts, storage services and pipeline transportation services designed to meet their varying load pattern at the lowest reasonable cost.

Integrys Energy Group's regulated natural gas subsidiaries contract for fixed-term firm natural gas supplies with various natural gas suppliers each year to meet the November through March winter period demand of firm system sales customers. Integrys Energy Group's regulated natural gas supply requirements are met through a combination of physical fixed price purchases, storage (contracted and owned), natural gas call options and physical index purchases, and through the purchase of additional natural gas supplies on the monthly spot market through fixed-term firm contracts to supplement natural gas supplies and minimize risk. During periods of colder than normal weather, purchasing natural gas in the daily spot market may be necessary. Integrys Energy Group's regulated natural gas operations contract for domestic natural gas supplies and limit their purchases to minimize potential stranded natural gas supply contract costs.

Under current regulatory practice, the ICC, PSCW, MPUC, and MPSC allow Integrys Energy Groups' regulated natural gas utilities to pass the prudently incurred cost of natural gas on to customers on a dollar-for-dollar basis through purchased gas adjustment clauses. Changes in the cost of natural gas are reflected in both natural gas revenues and natural gas purchases, thus having little or no impact on net income.

For further information on Integrys Energy Group's regulated natural gas utility supply and transportation contracts, see Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operation - Liquidity and Capital Resources, Contractual Obligations and Note 17, "*Commitments and Contingencies*."

Integrys Energy Group's natural gas utilities contract with various underground storage facilities for underground natural gas storage capacity and have company-owned storage. Besides providing the ability to manage significant changes in daily natural gas demand, storage also provides Integrys Energy Group with the ability to purchase natural gas at high load factors on a year-round basis, thus lowering supply cost volatility. Integrys Energy Group has approximately 397 million therms of firm natural gas storage capacity under contract and approximately 314 million therms of firm natural gas storage capacity located in its distribution system.

Regulatory Matters

The natural gas retail rates of Integrys Energy Group are regulated by the ICC, PSCW, MPSC, and MPUC. PGL utilizes its storage and pipeline supply assets as a natural gas hub. This activity is regulated by the FERC and consists of providing wholesale transportation and storage services in interstate commerce.

For additional information, see Note 23, "*Regulatory Environment*."

Other Matters

Seasonality

The natural gas throughput of Integrys Energy Group's regulated natural gas utilities follows a seasonal pattern due to the heating requirements of customers that is primarily impacted by the variability in winter temperatures.

Competition

Integrys Energy Group's regulated natural gas utility operations face competition with other entities and forms of energy in varying degrees, particularly for large commercial and industrial customers who have the ability to switch between natural gas and alternate fuels. Due to the volatility of natural gas prices, Integrys Energy Group has seen customers with dual fuel capability switch to alternate fuels for short periods of time, then switch back to natural gas as market rates change. Interruptible natural gas sales and natural gas transportation service is offered for customers to enable them to reduce their energy costs. Transportation customers purchase their natural gas directly from third-party natural gas suppliers at market prices and contract with Integrys Energy Group's entities to transport the natural gas from pipelines to their facilities. Additionally, some customers still purchase their natural gas commodity directly from one of Integrys Energy Group's entities but have elected to do so on an interruptible basis, as a means to reduce their costs. Customers continue to switch between firm system supply, interruptible system supply and transportation service each year as the economics and service options change.

Working Capital Requirements

For information on capital requirements related to the regulated natural gas utility operations of Integrys Energy Group see Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operation - Liquidity and Capital Resources.

D. INTEGRYS ENERGY SERVICES

IntegrYS Energy Services is a diversified nonregulated energy supply and services company serving retail and wholesale customers in developed competitive markets in the United States and Canada.

IntegrYS Energy Services and its subsidiaries serve residential, commercial and industrial customers, "aggregated" small commercial and residential customers as well as provide standard offer service. Aggregated customers are associations or groups of customers, which have joined together to negotiate purchases of electric or natural gas energy as a larger group. In the wholesale market, IntegrYS Energy Services focuses on structured transactions with regulated local distribution companies, pipelines, storage companies, cooperatives, municipalities, and other nonregulated energy marketing and trading companies.

Energy revenues, volumes, and assets are as follows:

	2007	2006	2005
Revenues (Millions)			
United States	\$4,753.8	\$3,176.9	\$3,149.2
Canada	2,225.9	1,982.2	2,165.7
Total	\$6,979.7	\$5,159.1	\$5,314.9
Electric Volumes (Million Megawatt-Hours)			
United States	17.7	5.0	8.1
Canada	0.5	0.5	-
Total	18.2	5.5	8.1
Gas Volumes (Billion Cubic Feet)			
United States	479.0	359.1	298.7
Canada	286.0	278.4	256.8
Total	765.0	637.5	555.5
Long - Lived Assets (Millions)			
United States	\$3,130.3	\$2,715.7	
Canada	20.3	21.0	
Total	\$3,150.6	\$2,736.7	

IntegrYS Energy Services utilizes derivative instruments, including forwards, futures, options and swaps, to manage its exposure to market risks in accordance with limits and approvals established in its risk management and credit policies. The Market Risk Oversight Committee, comprised of cross-functional members of management and senior leadership of IntegrYS Energy Services and its parent company IntegrYS Energy Group, monitors compliance with these policies.

For more information on the trading and risk management activities of IntegrYS Energy Services, see Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operation and Market Price Risk Management Activities.

Facilities

At December 31, 2007, IntegrYS Energy Services owned and operated electric generation facilities in the Midwest and Northeast regions of the United States with a total rated capacity of approximately 367 megawatts.

IntegrYS Energy Services' direct ownership of generation facilities allows for more efficient management of the market risk associated with its generation capabilities and related contracts to provide electric energy. IntegrYS Energy Services focuses on effective economic dispatch and risk management strategies in order to enhance the returns of its generation facilities.

As part of the asset management strategy of Integrys Energy Group, Integrys Energy Services continues to explore opportunities regarding the future of its electric generation facilities. Opportunities include, but are not limited to purchase, sales or development of certain facilities, joint ventures and long-term contracts. Opportunities change and develop with the dynamics of the markets in which Integrys Energy Services operates.

For a complete listing of generation facilities of Integrys Energy Services, see Item 2 - Properties in this Annual Report on Form 10-K.

Fuel Supply

Integrys Energy Services' fuel inventory policy varies for each generation facility depending on the type of fuel used and available natural gas storage facilities. In 2007, Integrys Energy Services' merchant coal-fired generation facilities consisted of its Westwood and Stoneman facilities. Actual fuel needs in 2008 will depend on market conditions and operational capability of these facilities.

Integrys Energy Services' Westwood facility burns waste coal left behind by mining operations and has several year's supply on site. All fuel is located within a seven-mile radius of the plant.

The Stoneman facility currently has all of its anticipated 2008 coal needs on site.

Integrys Energy Services currently has adequate transport and supply arrangements in place for its natural gas facilities (Beaver Falls, Syracuse, and Combined Locks) for their projected needs to fulfill firm commitments in 2008.

Licenses

Integrys Energy Services is a FERC licensed power marketer with import/export authorization through the DOE. Integrys Energy Services on its own, or through certain of its subsidiaries, is registered to sell retail electric service in Connecticut, Delaware, District of Columbia, Illinois, Maine, Maryland, Massachusetts, Michigan, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, Texas and Virginia in the United States and the provinces of Ontario and in Alberta in Canada.

Integrys Energy Services, on its own, or through certain of its subsidiaries, is registered to sell natural gas in the states of Illinois, Iowa, Michigan, Ohio, Pennsylvania, New York and Alberta, Canada. Integrys Energy Services also sells natural gas in Wisconsin where no license is required. Integrys Energy Services' subsidiary, Integrys Energy Services of Canada Corp., is registered to do business in the Canadian provinces of Alberta, British Columbia, Manitoba, Nova Scotia, Ontario, Quebec, and Saskatchewan.

Integrys Energy Services, or certain of its subsidiaries, are also members of the following regional transmission operators and North American Electric Reliability Council reliability regions:

- Alberta Electric System Operator;
- Independent Electricity System Operator (located in Ontario);
- Electric Reliability Council of Texas;
- ISO New England;
- MISO;
- Midwest Reliability Organization;
- New Brunswick System Operator;
- New York Independent System Operator;
- Northeast Power Coordinating Council;
- Northern Maine Independent System Administrator;

- PJM Interconnection;
- ReliabilityFirst Corporation;
- SERC Reliability Corporation;
- Texas Regional Entity; and
- Western Systems Coordinating Council

All the FERC hydroelectric facility licenses held by Integrys Energy Services' subsidiaries are current. The 33-megawatt hydroelectric facility owned in New Brunswick, Canada, is not subject to licensing.

Other Matters

Customer Segmentation

Although Integrys Energy Services is not dependent on any one customer, a significant percentage of its retail sales volume is derived from industries related to:

- Paper and allied products;
- Food and kindred products;
- Chemicals and paint; and
- Steel and foundries.

Although Integrys Energy Services' concentration of sales in any single market sector has been generally decreasing as it continues its expansion into markets in the western portion of the United States, with the PEC merger there has been a significant concentration of sales in the Illinois market.

Seasonality

Integrys Energy Services believes that its business, in the aggregate, is not seasonal, even though certain products sell more heavily in some seasons than in others. Sales of natural gas generally peak in the winter months, while sales of electric energy generally peak in the summer months. Generally in the summer months, the demand for electric energy is high, which increases the price at which energy can be sold. In periods of high residential fuel consumption (generally the winter months), the purchase price of oil and natural gas increases, which increases the production costs at Integrys Energy Services' natural gas- and oil-fired generation facilities. Integrys Energy Services' business can be volatile as a result of market conditions and the related market opportunities available to its customers.

Competition

Integrys Energy Services is a nonregulated energy marketer that competes against regulated utilities, large energy trading companies and other energy marketers. Integrys Energy Services competes with other energy providers on the basis of price, reliability, service, financial strength, consumer convenience, performance and reputation.

Working Capital

In addition to equity infusions, long-term debt and short-term debt provided by its parent company (Integrys Energy Group), Integrys Energy Services also has access to credit lines up to \$175 million from independent financial institutions, \$150 million of which is guaranteed by Integrys Energy Group. The working capital needs of Integrys Energy Services vary significantly over time due to volatility in commodity prices (including margin calls), levels of natural gas inventories, the structure of wholesale transactions, the price of natural gas, and alternative energy options available to its customers. Integrys Energy Group provides guarantees for Integrys Energy Services' commodity transactions. These guarantees provide the credit support needed to participate in the nonregulated energy market.

See Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operation for additional information regarding working capital needs of nonregulated operations.

E. ENVIRONMENTAL MATTERS

For information on environmental matters related to Integrys Energy Group and any of its subsidiaries, see Note 17, "*Commitments and Contingencies*."

F. CAPITAL REQUIREMENTS

For information on capital requirements related to Integrys Energy Group, see Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operation - Liquidity and Capital Resources.

G. EMPLOYEES

Integrys Energy Group and its subsidiaries had 5,231 employees at December 31, 2007, of which approximately 45% are union employees.

Local 310 of the International Union of Operating Electricians represents approximately 46% of WPSC's 2,158 employees. The current Local 310 collective bargaining agreement expires on October 17, 2009.

Approximately 59% of PGL's 1,534 employees are represented by Local 18007 of the Utility Workers Union of America. The current collective bargaining agreement with PGL union employees expires on April 30, 2008. Negotiations are ongoing for renewal of the agreement.

Local 31 of the International Brotherhood of Electrical Workers, AFL CIO, represents approximately 19% of the 225 employees at MERC. The current collective bargaining agreement will expire on May 31, 2011.

Approximately 67% of NSG's 203 employees are represented by Local 2285 of the International Brotherhood of Electrical Workers. The current collective bargaining agreement with NSG union employees expires on June 30, 2008. Negotiations are ongoing for renewal of the agreement.

MGUC has labor contracts with two unions; Local 12295 of the United Steelworkers of America, AFL CIO CLC, and Local 417 of the Utility Workers Union of America, AFL CIO, which represent approximately 66% of MGUC's 177 employees. The Local 12295 of the United Steelworkers of America, AFL CIO CLC, contract will expire on January 15, 2010. The Local 417 of the Utility Workers Union of America, AFL CIO, collective bargaining agreement will expire on February 15, 2012.

Local 510 of the International Brotherhood of Electrical Workers, AFL CIO, represents approximately 77% of the 163 employees at UPPCO. The current collective bargaining agreement expires on April 18, 2009.

H. AVAILABLE INFORMATION

Integrys Energy Group files with the SEC its:

- Annual Report on Form 10-K;
- Quarterly Reports on Form 10-Q;
- Proxy statement;
- Registration statements, including prospectuses;
- Current Reports on Form 8-K; and
- Any amendments to these documents.

Integrys Energy Group makes these reports available free of charge, on Integrys Energy Group's Internet Web site, as soon as reasonably practicable after they are filed with the SEC. Integrys Energy Group's

Internet address is www.integrysgroup.com. Statements and amendments posted on Integrys Energy Group's Web site do not include access to exhibits and supplemental schedules electronically filed with the reports or amendments. Integrys Energy Group is not including the information contained on or available through their Web sites as a part of, or incorporating such information by reference into, this Annual Report on Form 10-K.

You may also obtain materials filed with the SEC by Integrys Energy Group at the SEC Public Reference Room at 100 F Street, N.E., Washington, DC 20549. To obtain information on the operation of the Public Reference Room, you may call 1-800-SEC-0330. You may also view reports, proxy statements and other information regarding Integrys Energy Group (including exhibits), filed with the SEC, at its Web site at www.sec.gov.

ITEM 1A. RISK FACTORS

You should carefully consider the following risk factors, as well as the other information included or incorporated by reference in this Annual Report on Form 10-K, when making an investment decision. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known or that we currently believe to be immaterial may also adversely affect us.

We may not successfully integrate recent or future acquisitions into our operations or otherwise achieve the anticipated benefits of those acquisitions.

As part of our growth strategy, we continue to pursue a disciplined acquisition strategy. While we expect to identify cost savings and growth opportunities before we acquire companies or assets, we may not be able to achieve these anticipated benefits due to, among other things:

- Delays or difficulties in completing the integration of acquired companies or assets;
- Higher than expected costs or a need to allocate additional resources to manage unexpected operating difficulties;
- Parameters imposed or delays caused by regulatory agencies;
- Reliance on inaccurate assumptions in evaluating the expected benefits of a given acquisition;
- Inability to retain key employees or customers of acquired companies; and
- Assumption of liabilities not identified in the due diligence process.

These risks apply to our 2006 acquisitions of natural gas distribution operations in Michigan and Minnesota, as well as the 2007 merger with PEC.

The integration of PEC presents significant challenges and we are incurring significant transaction, merger-related and restructuring costs that may result in a decline in the anticipated potential benefits of the merger with PEC.

Integrus Energy Group expects the merger with PEC to generate potential pre-tax cost synergy savings of \$106 million on an annualized basis by the end of the fifth full year of operations following completion of the merger (excluding costs of integration). These savings may not be realized within the time periods or amounts contemplated.

In addition to the risks noted above related to other potential or future acquisitions, the difficulties of combining the previously independent operations of Integrus Energy Group and PEC include, but are not limited to, the following:

- combining the best practices of two companies, including utility operations, non-regulated energy marketing operations and staff functions;
- the necessity of coordinating geographically separated organizations, systems and facilities;
- integrating personnel with diverse business backgrounds and organizational cultures;
- reducing the costs associated with each company's operations; and
- preserving important relationships of both companies and resolving potential conflicts that may arise.

The process of combining operations could cause an interruption of, or loss of momentum in, the activities of one or more of the businesses of Integrus Energy Group and the possible loss of key personnel. The diversion of management's attention and any delays or difficulties encountered in connection with the integration of the two companies' operations could have an adverse effect on the business, results of operations, financial condition, or prospects of Integrus Energy Group,

Integrus Energy Group is incurring and expects in the future to continue to incur integration and restructuring costs associated with combining its operations with PEC, as well as transaction fees and other costs related to the merger. The estimated total pre-tax cost of achieving anticipated merger

synergies and cost savings is approximately \$155 million (excluding internal labor costs), most of which will be incurred through 2010. Although Integrys Energy Group expects the elimination of duplicative costs, as well as the realization of other efficiencies related to the integration of the businesses, to offset incremental transaction, merger-related and restructuring costs over time, net benefits may not be achieved in the near term.

Integrys Energy Group has recorded goodwill that could become impaired and adversely affect the company's operating results.

The merger with PEC and the acquisition of natural gas distribution operations in Minnesota and Michigan are accounted for as purchases by Integrys Energy Group in accordance with generally accepted accounting principles. Under the purchase method of accounting, the assets and liabilities acquired have been recorded at their respective fair values at the date of acquisition and added to those of Integrys Energy Group. The reported financial condition and results of operations of Integrys Energy Group reflect PEC balances and results after completion of the merger, but such financial statements have not been and will not be restated retroactively to reflect the historical financial position or results of operations of PEC for periods prior to the merger. The earnings of Integrys Energy Group also reflect purchase accounting adjustments.

Under the purchase method of accounting, the total purchase price is allocated to tangible assets and liabilities and identifiable intangible assets based on their estimated fair market values as of the date the merger was completed. The excess cost of the acquisition over those estimated fair market values is recorded as goodwill. As a result of the application of purchase accounting, these transactions resulted in a significant amount of goodwill. To the extent the value of goodwill or intangibles becomes impaired, Integrys Energy Group may be required to incur material charges relating to such impairment. Such a potential impairment charge could have a material impact on the operating results of Integrys Energy Group.

We are subject to changes in government regulation, which may have a negative impact on our business, financial position, and results of operations.

The rates our regulated utilities are allowed to charge for their retail and wholesale services are some of the most important items influencing our business, financial position, results of operations, and liquidity.

We are subject to comprehensive regulation by several federal and state regulatory agencies, which significantly influences our operating environment and may affect our ability to recover costs from utility customers. In particular, the PSCW, ICC, MPSC, MPUC, FERC, SEC, EPA, Minnesota Office of Pipeline Safety, WDNR, and the Illinois Environmental Protection Agency regulate many aspects of our utility operations, including siting and construction of facilities, conditions of service, the issuance of securities and the rates that we can charge customers. We are required to have numerous permits, approvals and certificates from these agencies to operate our business.

We are unable to predict the impact on our businesses and operating results from the future regulatory activities of any of these agencies. However, changes in regulations or the imposition of additional regulations may require us to incur additional expenses or change business operations, which may have an adverse impact on our results of operations. In addition, federal regulatory reforms may produce unexpected changes and costs in the public utility industry.

A reduction in our credit ratings could materially and adversely affect our business, financial position, results of operations, and liquidity.

We cannot be sure that any of our credit ratings will remain in effect for any given period of time or that a credit rating will not be lowered by a rating agency if, in its judgment, circumstances in the future so warrant. Any downgrade could:

- Increase our borrowing costs;
- Require us to pay a higher interest rate in future financings and possibly reduce the potential pool of creditors;
- Increase our borrowing costs under certain of our existing credit facilities;
- Limit our access to the commercial paper market;
- Limit the availability of adequate credit support for Integrys Energy Services' operations; and
- Require provision of additional credit assurance to contract counterparties.

We may not complete construction projects within estimated project costs.

Subsidiaries of Integrys Energy Group undertake very large and complex construction projects, subject to numerous unpredictable events that could affect our ability to timely complete construction within estimated costs. We may not be able to meet these construction estimates due to, among other things:

- Fluctuating or unanticipated construction costs;
- Supply delays;
- Legal claims; and
- Environmental regulation.

Our operations are subject to risks beyond our control, including but not limited to weather, terrorist attacks or related acts of war.

Our revenues are affected by the demand for electricity and natural gas. That demand can vary greatly based upon:

- Weather conditions, seasonality, and temperature extremes;
- Fluctuations in economic activity and growth in our regulated service areas, as well as areas in which our nonregulated subsidiaries operate; and
- The amount of additional energy available from current or new competitors.

Weather conditions directly influence the demand for electricity and natural gas and affect the price of energy commodities.

In addition, the cost of repairing damage to our facilities due to storms, natural disasters, wars, terrorist acts and other catastrophic events, in excess of reserves established for such repairs, may adversely impact our results of operations, financial condition, and cash flows. The occurrence or risk of occurrence of future terrorist activity and the high cost or potential unavailability of insurance to cover such terrorist activity may impact our results of operations and financial condition in unpredictable ways. These actions could also result in disruptions of power and fuel markets. In addition, our natural gas distribution system and pipelines could be directly or indirectly harmed by future terrorist activity.

Costs of environmental compliance, liabilities, fines, penalties, and litigation could exceed our estimates.

Compliance with current and future federal and state environmental laws and regulations may result in increased capital, operating and other costs, including remediation and containment expenses and monitoring obligations. Integrys Energy Group cannot predict with certainty the amount and timing of all future expenditures (including the potential or magnitude of fines or penalties) related to environmental

matters because of the difficulty of estimating clean-up and compliance costs and the possibility that changes will be made to the current environmental laws and regulations.

On March 15, 2005, the EPA adopted the Clean Air Mercury Rule, which is intended to reduce mercury emissions from coal-fired generation plants. On February 8, 2007, a court decision vacated the federal rule. As a result, future impacts on Integrys Energy Group or its subsidiaries resulting from future federal or state regulation regarding mercury emissions is uncertain. The EPA has also issued the Clean Air Interstate Rule requiring reductions of sulfur dioxide and nitrogen oxide emissions. In addition, the possibility exists of future initiatives to address concerns about global climate change (such as the potential regulation of greenhouse gases emitted from generation facilities). Integrys Energy Group cannot be certain how these rules will affect it. There is also uncertainty in quantifying liabilities under environmental laws that impose joint and several liabilities on all potentially responsible parties.

Citizen groups that feel there are compliance issues not sufficiently enforced by environmental regulatory agencies may also bring citizen enforcement actions against us. Such actions could seek penalties, injunctive relief and costs of litigation.

Fluctuating commodity prices may reduce regulated and nonregulated energy margins.

Our regulated energy margins are directly affected by commodity costs related to coal, natural gas, and other fuels used in the electric generation process. The commodity price of market purchases of electricity and natural gas may also directly affect margins in our regulated electric and natural gas segments.

Higher commodity prices increase energy prices and may impact customer demand for energy in the nonregulated market and increase counterparty risk. This may stress margins at our nonregulated subsidiaries.

Integrys Energy Services may experience increased expenses, including interest costs and uncollectibles, higher working capital requirements, and possibly some reduction in volumes sold as a result of any increase in the cost of fuel or purchased power. If market prices for electric energy decline below the cost of production at our nonregulated facilities, these units may be temporarily shut down.

Actual results could differ from estimates used to prepare our financial statements.

In preparing the financial statements in accordance with generally accepted accounting principles, management must often make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses, and related disclosures at the date of the financial statements and during the reporting period. Some of those judgments can be subjective and complex and actual results could differ from those estimates. For more information about these estimates and assumptions, see Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies" in this Annual Report on Form 10-K.

The use of derivative instruments could result in financial losses and liquidity constraints.

We use derivative instruments, including futures, forwards, options and swaps, to manage our commodity and financial market risks. In addition, we purchase and sell commodity-based contracts in the natural gas and electric energy markets for trading purposes. In the future, we could recognize financial losses on these contracts as a result of volatility in the market values of the underlying commodities or if a counterparty fails to perform under a contract. In the absence of actively quoted market prices and pricing information from external sources, the valuation of these contracts involves management's judgment or use of estimates. As a result, changes in the underlying assumptions or use of alternative valuation methods could affect the reported fair value of these contracts. Additionally, realized values could differ from values determined by management.

For additional information concerning derivatives and commodity-based trading contracts, see Note 3, "Risk Management Activities."

We may not utilize Section 29/45K synthetic fuel production tax credits.

We have significantly reduced our consolidated federal income tax liability for the past several years through tax credits available to us under Section 29/45K of the Internal Revenue Code for the production and sale of solid synthetic fuel from coal. We have not fully utilized Section 29/45K tax credits previously available to us. Our ability to fully utilize the Section 29/45K tax credits available to us as carryovers in connection with our interest in the production facility will depend on whether the amount of our future federal taxable income and related income tax liability is sufficient to permit the use of such credits. Tax regulations providing for the creation of Section 29/45K tax credits expired at the end of 2007.

Any future disallowance of some or all of those tax credits as a result of legislative changes or examination of an open year by the IRS could materially affect our tax obligations. At this time, we cannot predict the potential for or the outcome of any IRS review.

Any change in our ability to sell electricity generated from our nonregulated facilities at market-based rates may impact earnings.

The FERC has authorized us to sell generation from our nonregulated facilities at market prices. The FERC retains the authority to modify or withdraw our market based rate authority. If the FERC determines that the market is not workably competitive, that we possess market power or that we are not charging just and reasonable rates, it may require our nonregulated subsidiaries to sell power at a price based upon the costs incurred in producing the power. Our revenues and profit margins may be negatively affected by any reduction by the FERC of the rates we may receive.

We are subject to provisions that can limit merger and acquisition opportunities for our shareholders.

The Wisconsin Public Utility Holding Company Law precludes the acquisition of 10% or more of the voting shares of a holding company of a Wisconsin public utility unless the PSCW has first determined that the acquisition is in the best interests of utility consumers, investors and the public. Those interests may, to some extent, be mutually exclusive. This provision and other requirements of the Wisconsin Public Utility Holding Company Law may delay, or reduce the likelihood of, a sale or change of control thus reducing the likelihood that shareholders will receive a takeover premium for their shares.

Provisions of our articles of incorporation and by-laws may delay or frustrate the removal of incumbent directors and may prevent or delay a merger, tender offer or proxy contest involving our company that is not approved by our board of directors, even if the shareholders believe that such events may be beneficial to their interests. In addition, the Wisconsin Business Corporation Law contains provisions that may have the effect of delaying or making more difficult attempts by others to obtain control of our company without the approval of our board of directors.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

A. REGULATED

Electric Facilities

The following table summarizes information on the electric generation facilities of Integrys Energy Group, including owned or jointly-owned facilities as of December 31, 2007:

Type	Name	Location	Fuel	Rated Capacity (Megawatts)	(a)
Steam	Pulliam (4 units)	Green Bay, WI	Coal	325.0	(c)
	Weston (3 units)	Wausau, WI	Coal	473.0	(d)
	Columbia Units 1 and 2	Portage, WI	Coal	351.9	(b)
	Edgewater Unit 4	Sheboygan, WI	Coal	101.6	(b)
Total Steam				<u>1,251.5</u>	
Hydroelectric	Alexander	Lincoln County, WI	Hydro	2.2	
	Caldron Falls	Marinette County, WI	Hydro	6.7	
	Castle Rock	Adams County, WI	Hydro	9.0	(b)
	Grand Rapids	Menominee County, WI	Hydro	4.0	
	Grandfather Falls	Lincoln County, WI	Hydro	17.3	
	Hat Rapids	Oneida County, WI	Hydro	0.7	
	High Falls	Marinette County, WI	Hydro	1.6	
	Jersey	Lincoln County, WI	Hydro	0.3	
	Johnson Falls	Marinette County, WI	Hydro	1.0	
	Merrill	Lincoln County, WI	Hydro	1.0	
	Otter Rapids	Vilas County, WI	Hydro	0.3	
	Peshigo	Marinette County, WI	Hydro	0.3	
	Petenwell	Adams County, WI	Hydro	10.6	(b)
	Potato Rapids	Marinette County, WI	Hydro	0.4	
	Sandstone Rapids	Marinette County, WI	Hydro	1.1	
	Tomahawk	Lincoln County, WI	Hydro	2.4	
	Wausau	Marathon County, WI	Hydro	3.0	
	Victoria (2 units)	Ontonagon County, MI	Hydro	10.6	
	Hoist (3 units)	Marquette County, MI	Hydro	1.4	
	McClure (2 units)	Marquette County, MI	Hydro	3.8	
	Prickett (2 units)	Houghton County, MI	Hydro	0.4	
	Autrain (2 units)	Alger County, MI	Hydro	0.5	
	Cataract	Marquette County, MI	Hydro	0.3	
	Escanaba #1	Delta County, MI	Hydro	1.0	
	Escanaba #3	Delta County, MI	Hydro	1.3	
	Boney Falls	Delta County, MI	Hydro	1.4	
Total Hydroelectric				<u>82.6</u>	
Combustion Turbine and Diesel	De Pere Energy Center	De Pere, WI	Natural Gas	161.4	
	Eagle River	Eagle River, WI	Distillate Fuel Oil	4.2	
	Oneida Casino	Green Bay, WI	Distillate Fuel Oil	3.5	
	Juneau #31	Adams County, WI	Distillate Fuel Oil	6.7	(b)
	West Marinette #31	Marinette, WI	Natural Gas	35.4	
	West Marinette #32	Marinette, WI	Natural Gas	35.5	
	West Marinette #33	Marinette, WI	Natural Gas	52.4	(b)
	Weston #31	Marathon County, WI	Natural Gas	16.7	
	Weston #32	Marathon County, WI	Natural Gas	46.8	
	Pulliam #31	Green Bay, WI	Natural Gas	80.4	
	Portage	Houghton, MI	Oil	19.1	
	Gladstone	Gladstone, MI	Oil	19.1	
Total Combustion Turbine and Diesel				<u>481.2</u>	
Wind	Lincoln	Kewaunee County, WI	Wind	1.0	
	Glenmore (2 units)	Brown County, WI	Wind	-	
Total Wind				<u>1.0</u>	
Total System				<u>1,816.3</u>	

- (a) Based on capacity ratings for July 2008. As a result of continually reaching demand peaks in the summer months, primarily due to air conditioning demand, the summer period is the most relevant for capacity planning purposes.
- (b) These facilities are jointly owned by WPSC and various other utilities. Wisconsin Power and Light Company operates the Columbia and Edgewater units and WPSC holds a 31.8% ownership interest in these facilities. WRPC owns and operates the Castle Rock, Petenwell and Juneau units, and WPSC holds a 50% ownership interest in WRPC. WPSC operates the West Marinette 33 unit and holds a 68% ownership interest in the facility; Marshfield Electric and Water Department has a joint ownership in the rest. The capacity indicated for each of these units is WPSC's portion of total plant capacity based on its percent of ownership.
- (c) Pulliam Units 3 and 4 were retired on December 31, 2007, and capacity ratings for these facilities are not included in the table above.
- (d) Weston 4 is scheduled to be placed in service in the first quarter of 2008 and, therefore, is not included in the table above. WPSC's 70% ownership in the facility will increase system rated capacity by 359.8 megawatts for a total system rated capacity of 2,176.1 megawatts.

As of December 31, 2007, Integrys Energy Group's electric utilities owned 183 distribution substations and 24,744 miles of electric distribution lines.

Natural Gas Facilities

Integrys Energy Group's natural gas properties include approximately 21,490 miles of natural gas distribution mains, 774 miles of natural gas transmission mains, and 279 natural gas distribution and transmission gate stations. Integrys Energy Group's natural gas utilities also own a 3.6 billion cubic foot natural gas storage field located in Michigan and operate a 36.5 billion cubic foot underground natural gas storage reservoir and a liquefied natural gas plant located in Illinois.

Integrys Energy Group's utility plant at WPSC, UPPCO, PGL, and NSG is subject to a first mortgage lien.

B. INTEGRYS ENERGY SERVICES

The following table summarizes information on the electric generation facilities owned by Integrys Energy Services as of December 31, 2007:

Type	Name	Location	Fuel	Rated Capacity (Megawatts)	(a)
Steam	Caribou	Caribou, ME	Oil	21.7	
	Stoneman	Cassville, WI	Coal	44.5	
	Westwood	Tremont, PA	Culm	<u>30.0</u>	
Total Steam				<u>96.2</u>	
Combined Cycle	Syracuse	Syracuse, NY	Gas/Oil	85.0	
	Beaver Falls	Beaver Falls, NY	Gas/Oil	78.9	
	Combined Locks	Combined Locks, WI	Gas	<u>46.8</u>	
Total Combined Cycle				<u>210.7</u>	(b)
Hydroelectric	Tinker	New Brunswick, Canada	Hydro	34.5	
	Squa Pan	Ashland, ME	Hydro	1.4	
	Caribou	Caribou, ME	Hydro	<u>0.9</u>	
Total Hydroelectric				<u>36.8</u>	
Combustion Turbine and Diesel	Caribou	Caribou, ME	Diesel	7.0	
	Tinker	New Brunswick, Canada	Diesel	1.0	
	Flo's Inn	Presque Isle, ME	Diesel	4.2	
	Loring	Limestone, ME	Diesel	<u>5.2</u>	
Total Combustion Turbine and Diesel				<u>17.4</u>	
Reciprocating Engine	Winnebago	Rockford, IL	Methane	<u>6.1</u>	(c)
Total System				<u>367.2</u>	

(a) Based on summer rated capacity.

(b) Combined Locks also has an additional five megawatts of capacity available at this facility through the lease of an additional steam turbine.

(c) Winnebago was placed into service on December 21, 2007.

ITEM 3. LEGAL PROCEEDINGS

For information on material legal proceedings and matters related to Integrys Energy Group and its subsidiaries, see Note 17, "*Commitments and Contingencies*."

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of the security holders of *Integrys Energy Group* during the fourth quarter of 2007.

ITEM 4A. EXECUTIVE OFFICERS OF INTEGRYS ENERGY GROUP AS OF JANUARY 1, 2008

Name and Age		Position and Business Experience During Past Five Years	Effective Date
Larry L. Weyers	62	President and Chief Executive Officer	02-21-07
		Chairman, President and Chief Executive Officer	02-12-98
Thomas P. Meinz	61	Executive Vice President - External Affairs	02-21-07
		Executive Vice President - Public Affairs	09-12-04
		Senior Vice President - Public Affairs	12-24-00
Phillip M. Mikulsky	59	Executive Vice President and Chief Development Officer	02-21-07
		Executive Vice President - Development	09-12-04
		Senior Vice President - Development	02-12-98
Joseph P. O'Leary	53	Senior Vice President and Chief Financial Officer	06-04-01
Bernard J. Trembl	58	Senior Vice President and Chief Human Resources Officer	02-21-07
		Senior Vice President - Human Resources	12-19-04
		Vice President - Human Resources	02-12-98
Diane L. Ford	54	Vice President and Corporate Controller	02-21-07
		Vice President - Controller and Chief Accounting Officer	07-11-99
Bradley A. Johnson	53	Vice President and Treasurer	07-18-04
		Treasurer	06-23-02
Barth J. Wolf	50	Vice President - Chief Legal Officer and Secretary	07-31-07
		Vice President - Legal Services and Chief Compliance Officer of IntegrYS Business Support, LLC	02-21-07
		Secretary and Manager - Legal Services	09-19-99

NOTE: All ages are as of December 31, 2007. None of the executives listed above are related by blood, marriage, or adoption to any of the other officers listed or to any director of the Registrants. Each officer holds office until his or her successor has been duly elected and qualified, or until his or her death, resignation, disqualification, or removal.

PART II

ITEM 5. MARKET FOR INTEGRYS ENERGY GROUP'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Integrys Energy Group, Inc. Common Stock Two-Year Comparison

Share Data	Dividends Per Share	Price Range	
		High	Low
2007			
1st Quarter	\$.583	\$58.04	\$52.72
2nd Quarter	.660	60.63	50.11
3rd Quarter	.660	55.25	48.10
4th Quarter	.660	54.10	50.02
Total	\$2.563		
2006			
1st Quarter	\$.565	\$57.75	\$49.02
2nd Quarter	.565	51.60	47.39
3rd Quarter	.575	52.88	47.67
4th Quarter	.575	54.83	49.18
Total	\$2.280		

Integrys Energy Group common stock is traded on the New York Stock Exchange under the ticker symbol "TEG." The transfer agent and registrar for Integrys Energy Group's common stock is American Stock Transfer & Trust Company, 59 Maiden Lane, New York, NY 10038.

As of February 21, 2008, there were 35,100 common stock shareholders of record.

Dividend Restrictions

For information on dividend restrictions related to Integrys Energy Group and any of its subsidiaries, see Note 21, "Common Equity."

See Item 11 - Executive Compensation of this Annual Report on Form 10-K for information regarding our equity compensation plans.

ITEM 6. SELECTED FINANCIAL DATA

**INTEGRYS ENERGY GROUP, INC.
COMPARATIVE FINANCIAL STATEMENTS AND
FINANCIAL AND OTHER STATISTICS (2003 TO 2007)**

As of or for Year Ended December 31 (Millions, except per share amounts, stock price, return on average equity and number of shareholders and employees)					
	2007 ⁽¹⁾	2006 ⁽²⁾	2005	2004	2003
Total revenues	\$10,292.4	\$6,890.7	\$6,825.5	\$4,876.1	\$4,309.8
Income from continuing operations	181.1	151.6	150.6	156.6	110.7
Income available for common shareholders	251.3	155.8	157.4	139.7	94.7
Total assets	11,234.4	6,861.7	5,462.5	4,376.8	4,292.3
Preferred stock of subsidiaries	51.1	51.1	51.1	51.1	51.1
Long-term debt (excluding current portion)	2,265.1	1,287.2	867.1	865.7	871.9
Shares of common stock (less treasury stock and shares in deferred compensation trust)					
Outstanding	76.0	43.1	39.8	37.3	36.6
Average	71.6	42.3	38.3	37.4	33.0
Earnings per common share (basic)					
Income from continuing operations	\$2.49	\$3.51	\$3.85	\$4.10	\$3.26
Earnings per common share	\$3.51	\$3.68	\$4.11	\$3.74	\$2.87
Earnings per common share (diluted)					
Income from continuing operations	2.48	3.50	3.81	4.08	3.24
Earnings per common share	3.50	3.67	4.07	3.72	2.85
Dividend per share of common stock	2.56	2.28	2.24	2.20	2.16
Stock price at year-end	\$51.69	\$54.03	\$55.31	\$49.96	\$46.23
Book value per share	\$42.58	\$35.61	\$32.76	\$29.30	\$27.40
Return on average equity	8.5%	10.6%	13.6%	13.5%	11.5%
Number of common stock shareholders	35,212	19,837	20,701	21,358	22,172
Number of employees	5,231	3,326	2,945	3,048	3,080

⁽¹⁾ Includes the impact of the PEC merger on February 21, 2007.

⁽²⁾ Includes the impact of the acquisition of natural gas distribution operations from Aquila by MGUC on April 1, 2006 and MERC on July 1, 2006.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

INTRODUCTION

Integrys Energy Group is a diversified holding company with regulated utility operations operating through six wholly owned subsidiaries, WPSC, PGL, NSG, UPPCO, MGUC, and MERC; nonregulated energy operations through its wholly owned nonregulated subsidiary, Integrys Energy Services; and also a 34.5% equity ownership interest in ATC (an electric transmission company operating in Wisconsin, Michigan, Minnesota, and Illinois).

Strategic Overview

Integrys Energy Group's goal is the creation of long-term value for shareholders and customers through growth in its regulated and nonregulated portfolio (while placing an emphasis on regulated growth). In order to create value, Integrys Energy Group is focused on:

Maintaining and Growing a Strong Regulated Utility Base – A strong regulated utility base is necessary to maintain a strong balance sheet, predictable cash flows, a desired risk profile, attractive dividends, and quality credit ratings, which are critical to our success. Integrys Energy Group believes the following recent developments have helped, or will help, maintain and grow its regulated utility base:

- The February 2007 merger with PEC, which added the regulated natural gas distribution operations of PGL and NSG to the regulated utility base of Integrys Energy Group.
- Our investment in ATC was at 34.5% at December 31, 2007. ATC owned approximately \$2.2 billion in net transmission and general plant assets at December 31, 2007 and anticipates additional capital investment of approximately \$865 million over the next 3 years.
- Construction of the 500-megawatt coal-fired Weston 4 base-load power plant located near Wausau, Wisconsin, which is scheduled to be placed in service in the first quarter of 2008. This power plant is jointly-owned with DPC. WPSC holds a 70% ownership interest in the Weston 4 power plant, with DPC owning the remaining 30% interest in the facility.
- The proposed acceleration of investment in the natural gas distribution system at PGL. The replacement of cast iron mains and investment in underground natural gas storage facilities is expected to total approximately \$100 million through 2010.
- Investment of approximately \$75 million in lateral infrastructure related to the connection of the WPSC distribution system to the Guardian II natural gas pipeline to Green Bay.
- WPSC's negotiations to purchase a 99-megawatt wind generation facility to be constructed in Howard County, Iowa.
- WPSC's continued investment in environmental projects to improve air quality and meet the requirements set by environmental regulators. Capital projects to construct and upgrade equipment to meet or exceed required environmental standards are planned each year.
- For more detailed information on Integrys Energy Group's capital expenditure program see "Liquidity and Capital Resources, Capital Requirements," below.

Strategically Growing Nonregulated Business – Integrys Energy Services is focused on growth in the competitive energy services and supply business through growing its customer base. Integrys Energy Group expects its nonregulated operations to provide between 20% and 30% of Integrys Energy Group's earnings, on average, in the future. Integrys Energy Group believes the following recent developments have helped, or will help, maintain and grow its nonregulated business:

- The merger with PEC combined the nonregulated energy marketing businesses of both companies. The combination provided Integrys Energy Services with a strong market position in the Illinois retail electric market and expanded its originated wholesale natural gas business, creating a stronger, more competitive, and better balanced growth platform for the nonregulated business.
- The 2007 opening of nonregulated operations in Denver, Colorado, has allowed Integrys Energy Services to expand its operations into the Western Systems Coordinating Council markets.
- The 2007 completion of a 6.5 megawatt landfill gas project, the Winnebago Energy Center Development in Rockford, Illinois, which consists of gas cleanup equipment and engines to collect and burn landfill gas at the site to generate electricity.
- The on-going development of renewable energy products, such as land fill gas and solar projects.

Integrating Resources to Provide Operational Excellence – Integrys Energy Group is committed to integrating resources of its regulated businesses and also its nonregulated businesses, while meeting any and all applicable regulatory and legal requirements. This will provide the best value to customers and shareholders by leveraging the individual capabilities and expertise of each business and assist in lowering costs for certain activities. Integrys Energy Group believes the following recent developments have helped, or will help, integrate resources and provide operational excellence:

- The PEC merger is helping to align the best practices and expertise of both companies, which will continue to result in efficiencies by eliminating redundant and overlapping functions and systems. Integrys Energy Group expects the merger to generate annual pre-tax synergy savings of approximately \$106 million for the combined company by the end of the fifth full year of operations following completion of the merger. One-time costs to achieve the synergies are expected to be approximately \$155 million.
- Integrys Business Support, LLC, a wholly owned service company, was formed to achieve a significant portion of the cost synergies anticipated from the merger with PEC through the consolidation and efficient delivery of various support services and to provide more consistent and transparent allocation of costs throughout Integrys Energy Group and its subsidiaries.
- "Competitive Excellence" and project management initiatives are being implemented at Integrys Energy Group and its subsidiaries to improve processes, reduce costs, and manage projects within budget and timeline constraints to provide more value to customers.

Placing Strong Emphasis on Asset and Risk Management – Our asset management strategy calls for the continuous assessment of our existing assets, the acquisition of assets, and contractual commitments to obtain resources that complement our existing business and strategy, thereby providing the most efficient use of and best return on our resources while maintaining an acceptable risk profile. This strategy calls for a focus on the disposition of assets, including plants and entire business units, which are either no longer strategic to ongoing operations, are not performing as needed, or have an unacceptable risk profile. We maintain a portfolio approach to risk and earnings. Integrys Energy Group believes the following recent developments have helped, or will help, manage assets and risk:

- The combination of Integrys Energy Group and PEC created a larger, stronger, and more competitive regional energy company. This merger, along with the 2006 acquisition of the Michigan and Minnesota natural gas distribution operations, diversified the company's regulatory and geographic risk due to the expansion of utility operations to multiple jurisdictions.

- The September 2007 sale of PEP, Integrys Energy Group's oil and natural gas production subsidiary acquired in the merger with PEC. The divestiture of the oil and natural gas production business reduced Integrys Energy Group's business risk profile and provided funds to reduce debt.
- The January 2007 sale of WPS Niagara Generation, LLC for approximately \$31 million. WPS Niagara Generation, LLC owned a 50-megawatt generation facility located in the Niagara Mohawk Frontier region in Niagara Falls, New York.

Our risk management strategy, in addition to asset risk management, includes the management of market, credit, and operational risk through the normal course of business. Forward purchases and sales of electric capacity, energy, natural gas, and other commodities allow for opportunities to secure prices in a volatile energy market. Oversight of the risk profile related to these financial instruments is monitored daily in each business unit consistent with the company's financial risk management policy. Corporate oversight is provided through the Corporate Risk Management group which reports through the Chief Financial Officer.

RESULTS OF OPERATIONS

<i>(Millions except per share amounts)</i>	<u>Year Ended December 31,</u>			<u>Change in</u>	<u>Change in</u>
	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2007 over</u> <u>2006</u>	<u>2006 over</u> <u>2005</u>
Electric utility operations	\$ 87.4	\$ 85.5	\$ 64.2	2.2%	33.2%
Natural gas utility operations	28.7	(2.3)	13.2	-	-
Nonregulated energy operations	98.0	72.3	74.1	35.5%	(2.4)%
Holding company and other operations	(18.8)	0.3	5.9	-	(94.9)%
Oil and natural gas operations	56.0	-	-	-	-
Income available for common shareholders	\$251.3	\$155.8	\$157.4	61.3%	(1.0)%
Average basic shares of common stock	71.6	42.3	38.3	69.3%	10.4%
Average diluted shares of common stock	71.8	42.4	38.7	69.3%	9.6%
Basic earnings per share	\$3.51	\$3.68	\$4.11	(4.6)%	(10.5)%
Diluted earnings per share	\$3.50	\$3.67	\$4.07	(4.6)%	(9.8)%

2007 income available for common shareholders increased \$95.5 million and 2007 diluted earnings per share decreased \$0.17, both compared to 2006. 2006 income available for common shareholders decreased \$1.6 million and 2006 diluted earnings per share decreased \$0.40, both compared to 2005. Significant factors impacting the change in earnings and diluted earnings per share were as follows (and are discussed in more detail thereafter):

Electric Utility Operations:

Earnings increased \$1.9 million in 2007 over 2006, resulting primarily from the following:

- Retail electric rate increases at both WPSC and UPPCO had a positive year-over-year impact on operating income.
- Favorable weather conditions at WPSC contributed an approximate \$6.0 million (\$3.6 million after-tax) year-over-year increase in operating income; however, this increase was partially offset by a decrease in weather normalized residential and commercial and industrial customer usage.
- Fuel and purchased power costs were higher than what was recovered in rates during the year ended December 31, 2007, compared with fuel and purchased power costs that were less than what was recovered in rates during the same period in 2006, driving a \$14.4 million (\$8.6 million after-tax) negative variance in operating income.

- Maintenance expense related to WPSC's power plants was higher in 2007 compared to 2006, driven by an increase in unplanned outages in 2007 as well as the extension of some 2007 planned outages.

Earnings increased \$21.3 million from 2005 to 2006, primarily due to the following:

- Fuel and purchased power costs that were less than what was recovered in rates during the year ended December 31, 2006, compared with fuel and purchased power costs that were more than what was recovered in rates during the same period in 2005 (the under collection in 2005 was primarily due to the impact 2005 hurricanes had on natural gas prices), contributed an estimated \$14 million after-tax, year-over-year increase in earnings.
- A PSCW ruling, which disallowed recovery of costs that were deferred related to the 2004 Kewaunee nuclear plant outage as well as a portion of the loss on the Kewaunee sale, resulted in the write-off of \$13.7 million of regulatory assets in 2005, which resulted in an after-tax reduction in earnings in 2005 of approximately \$8 million (positive variance compared with 2006 earnings).
- Retail electric rate increases at both WPSC and UPPCO also had a positive year-over-year impact on earnings.
- Unfavorable weather conditions in 2006, compared with 2005, had an estimated \$9 million year-over-year negative after-tax impact on electric utility earnings.

Natural Gas Utility Operations:

Financial results improved \$31.0 million in 2007 over 2006, primarily due to the following:

- Financial results for MGUC and MERC increased \$18.1 million, from a combined net loss of \$11.3 million in 2006, to earnings of \$6.8 million in 2007. The positive change in earnings at MGUC and MERC was driven by the fact that these natural gas utilities operated during the first quarter heating season in 2007, but were not acquired by Integrys Energy Group until after the first quarter 2006 heating season. In addition, MGUC and MERC incurred a combined \$11.8 million (\$7.1 million after-tax) of transition costs in 2006 for the start-up of outsourcing activities and other legal and consulting fees. In 2007, MGUC and MERC were allocated \$1.7 million (\$1.0 million after-tax) of external costs to achieve merger synergies related to the PEC merger.
- Regulated natural gas utility earnings at WPSC increased \$13.5 million, from earnings of \$9.6 million in 2006, to earnings of \$23.1 million in 2007. Higher earnings were driven by increased volumes due to colder weather conditions during the heating season. A natural gas rate increase effective January 12, 2007 also contributed to the increase.
- The PEC natural gas utilities (PGL and NSG), which were acquired effective February 21, 2007, recognized a combined net loss of approximately \$1 million, primarily related to the seasonal nature of natural gas utilities, which derive earnings during the heating season (first and fourth quarters). Because of the late February acquisition date, results for the majority of the two coldest months of the year were not included in natural gas utility earnings in 2007. The 2007 net income for PGL was less than the level we would normally expect, primarily due to increased costs of providing service. It is important to note, however, that we received a rate increase at PGL in February 2008, which will help offset rising costs. Please see Note 23, "Regulatory Environment," for more information on the rate increase.

Earnings decreased \$15.5 million from 2005 to 2006, primarily due to the following:

- MGUC and MERC (acquired on April 1 and July 1, 2006, respectively) had a combined net loss of approximately \$11 million. Included in the net loss incurred by MGUC and MERC, was \$7.1 million of after-tax external transition costs incurred by these regulated natural gas utilities. The net loss recognized at MGUC and MERC in excess of transition costs incurred can be attributed to not owning these operations during the January through March 2006 heating season and warmer than normal weather conditions during the last few months of 2006. From the acquisition dates through December 31, 2006, actual heating degree days were 13.9% and 7.3% below normal for MGUC and MERC, respectively.
- Earnings at WPSC's natural gas utility also decreased approximately \$4 million, driven by unfavorable weather conditions and customer conservation efforts.

Nonregulated Energy Operations:

Earnings increased \$25.7 million in 2007 over 2006, primarily due to the following:

- Operating income at Integrys Energy Services increased \$40.2 million (\$24.1 million after-tax).
- After-tax income from discontinued operations at Integrys Energy Services increased \$7.5 million, driven by the sale of Niagara Generation, LLC in the first quarter of 2007.
- Miscellaneous expense at Integrys Energy Services decreased \$11.1 million (\$6.7 million after-tax), driven by a decrease in pre-tax losses recognized for the period related to Integrys Energy Services' investment in a synthetic fuel facility.
- Minority interest income decreased \$3.7 million (\$2.2 million after-tax) as Integrys Energy Services' partner elected to stop receiving production from the synthetic fuel facility and, therefore, did not share in losses from this facility in 2007.
- Section 29/45K federal tax credits recognized from Integrys Energy Services' investment in a synthetic fuel facility decreased \$15.9 million, from \$29.5 million in 2006, to \$13.6 million in 2007.

Earnings decreased \$1.8 million from 2005 to 2006, primarily due to the following:

- An \$11.0 million (\$6.6 million after-tax) increase in interest expense due to higher working capital requirements, primarily related to growth in Integrys Energy Services' natural gas operations.
- A \$10.6 million (\$6.4 million after-tax) increase in miscellaneous expenses, primarily related to increased tons procured from Integrys Energy Services' investment in a synthetic fuel facility and the fact that Integrys Energy Services received no royalty payments from this investment in 2006.
- A \$4.2 million after-tax decrease in income from discontinued operations.
- The items negatively impacting earnings (discussed above) were partially offset by a \$14.4 million (\$8.6 million after-tax) increase in margin (including an \$11.1 million pre-tax decrease in gains on derivative instruments used to protect the value of Section 29/45K tax credits).
- A \$6.7 million (\$4.0 million after-tax) decrease in operating expenses, primarily related to the recognition of a \$9.0 million pre-tax gain on the sale of WPS ESI Gas Storage, LLC in the second quarter of 2006.
- A \$3.4 million increase in Section 29/45K federal tax credits recognized from Integrys Energy Services' investment in a synthetic fuel facility.

Holding Company and Other Operations:

In 2007, financial results decreased \$19.1 million, from earnings of \$0.3 million in 2006, to a net loss of \$18.8 million in 2007. See "Overview of Holding Company and Other Segment Operations," for more information.

In 2006, earnings decreased \$5.6 million from earnings of \$5.9 million in 2005, to earnings of \$0.3 million in 2006. See "Holding Company and Other Segment Operations," for more information.

Oil and Natural Gas Operations:

In connection with the PEC merger, Integrys Energy Group announced its intent to divest of PEC's oil and natural gas production operations, PEP. PEP was sold in the third quarter of 2007. In 2007, PEP recognized earnings of \$56.0 million, including \$58.5 million of earnings reported as discontinued operations. The \$2.5 million loss reported in continuing operations related primarily to intercompany expense allocations to PEP (salaries, interest expense, etc.) related to employees and debt that remained at Integrys Energy Group after the sale. The sale of PEP resulted in a \$7.6 million after-tax gain.

Earnings per share:

Diluted earnings per share was impacted by the items discussed above as well as an increase of 29.4 million shares (69.3%) in the weighted average number of outstanding shares of Integrys Energy Group's common stock from 2006 to 2007 and an increase of 3.7 million shares (9.6%) in the weighted average number of outstanding shares of Integrys Energy Group's common stock from 2005 to 2006. Integrys Energy Group issued 31.9 million shares of common stock on February 21, 2007, in conjunction with the merger with PEC, issued 2.7 million shares of common stock in May 2006 in order to settle its forward equity agreement with an affiliate of J.P. Morgan Securities, and issued 1.9 million shares of common stock through a public offering in November 2005. Additional shares were also issued under the Stock Investment Plan and certain stock-based employee benefit plans in 2007, 2006, and 2005.

Utility Operations

In 2007, utility operations included the regulated electric segment, consisting of the regulated electric operations of WPSC and UPPCO, and the regulated natural gas utility segment, consisting of the natural gas operations of WPSC, PGL, NSG, MGUC, and MERC. The natural gas operations of WPSC, MGUC, and MERC were included for all of 2007, while the natural gas operations of PGL and NSG were included from February 22, 2007 through December 31, 2007. The natural gas operations of WPSC were included for all of 2006, while the natural gas operations of MGUC and MERC were included from April 1, 2006 through December 31, 2006, and July 1, 2006 through December 31, 2006, respectively. For the year ended December 31, 2005, utility operations included the regulated electric segment, including the electric operations of WPSC and UPPCO, and the regulated natural gas utility segment, including the natural gas operations of WPSC.

Regulated Electric Segment Operations

(Millions)	Year Ended December 31,			Change in 2007 over 2006	Change in 2006 over 2005
	2007	2006	2005		
Revenues	\$1,246.1	\$1,099.4	\$1,037.1	13.3%	6.0%
Fuel and purchased power costs	636.5	551.0	444.2	15.5%	24.0%
Margins	609.6	548.4	592.9	11.2%	(7.5)%
Operating and maintenance expense	321.1	265.3	355.7	21.0%	(25.4)%
Depreciation, amortization and decommissioning expense	80.1	78.5	120.4	2.0%	(34.8)%
Taxes other than income	43.2	41.6	38.5	3.8%	8.1%
Operating income	\$ 165.2	\$ 163.0	\$ 78.3	1.3%	108.2%
Sales in kilowatt-hours					
Residential	3,173.6	3,144.8	3,127.4	0.9%	0.6%
Commercial and industrial	8,750.9	8,645.2	8,641.8	1.2%	-%
Wholesale	4,024.9	4,093.1	3,849.2	(1.7)%	6.3%
Other	42.4	42.2	41.7	0.5%	1.2%
Total sales in kilowatt-hours	15,991.8	15,925.3	15,660.1	0.4%	1.7%
Weather – WPSC					
Heating degree days	7,102	6,785	7,401	4.7%	(8.3)%
Cooling degree days	634	521	649	21.7%	(19.7)%

Revenue

2007 Compared with 2006:

Regulated electric revenue increased \$146.7 million, driven by the following:

- On January 11, 2007, the Public Service Commission of Wisconsin issued a final written order to WPSC authorizing a retail electric rate increase of \$56.7 million (6.6%), effective January 12, 2007, for Wisconsin electric customers.
- In June 2006, the MPSC issued a final written order to UPPCO authorizing an annual retail electric rate increase for UPPCO of \$3.8 million (4.8%), effective June 28, 2006. See Note 23, "Regulatory Environment," for more information related to the retail electric rate increases at WPSC and UPPCO.
- On a per-unit basis, fuel and purchased power costs were approximately 17% higher during the year ended December 31, 2007, compared with the same period in 2006. In addition, sales volumes increased 0.4%, primarily related to an increase in sales volumes to residential and commercial and industrial customers, driven by warmer weather during the cooling season and colder weather during the heating season (a portion of heating load is electric) in 2007, compared with 2006. The increase in sales volumes related to weather was partially offset by an approximate 2% decrease in weather normalized residential and commercial and industrial customer usage, driven by customer conservation resulting from higher energy costs and weaker general economic conditions.

2006 Compared with 2005:

Regulated electric revenue increased \$62.3 million, driven by the following:

- Approved 2006 electric rate increases for WPSC and UPPCO retail electric customers and rate increases for WPSC's wholesale customers resulting from the formula rate mechanism in place for these customers. See Note 23, "Regulatory Environment," for more information related to these rate increases.
- Electric sales volumes increased 1.7%, primarily related to a 6.3% increase in sales volumes to wholesale customers due to higher demand and new wholesale contracts.
- Unfavorable weather conditions during both the heating and cooling seasons for the year ended December 31, 2006, compared with 2005, partially offset the increases discussed above.

Margin

2007 Compared with 2006:

The regulated electric margin increased \$61.2 million, driven by the following:

- A \$57.0 million (11.5%) increase in the electric utility margin at WPSC.
 - WPSC's margin was positively impacted by the retail electric rate increases discussed above and by higher electric sales volumes to residential and commercial and industrial customers related to weather. Favorable weather conditions during both the heating and cooling seasons positively impacted margin by an estimated \$6.0 million.
 - The year-over-year change in WPSC's margin was also positively impacted by a \$16.2 million decrease in the 2006 margin related to the accrual of the refund to wholesale customers in 2006 of their portion of the Kewaunee nonqualified decommissioning trust fund. Pursuant to regulatory accounting, the decrease in the 2006 margin related to this refund was offset by a corresponding decrease in operating and maintenance expenses in 2006 and, therefore, did not have an impact on earnings. No such accrual to wholesale customers occurred in 2007; however, the payment of the refund was made in 2007.
 - Partially offsetting the increase in WPSC's margin, fuel, and purchased power costs were 3.7% higher than what was recovered in rates during the year ended December 31, 2007, compared with fuel and purchased power costs that were 10.5% less than what was recovered in rates during the same period in 2006, driving a \$14.4 million negative variance in WPSC's electric margin. In 2007, fuel and purchased power prices were above what was projected in the rate case primarily due to higher than anticipated commodity costs and the market effects of unplanned plant outages. On October 6, 2007, a lightning strike hit Weston 3. The unit returned to full service on January 14, 2008. The unscheduled outage did not have a significant impact on the electric utility margin as the PSCW approved deferral of unanticipated fuel and purchased power costs directly related to the outage. The outage did, however, cause the price of purchased power from other sources to increase. Excluding the additional purchased power which resulted from the Weston 3 outage, fuel and purchased power costs at WPSC increased 17% in 2007, compared with the same period in 2006, primarily related to the higher per-unit cost of fuel and purchased power required from the market to serve WPSC's customers.
- UPPCO's margin increased approximately \$4 million, primarily due to its retail electric rate increase, effective June 2006, and higher retail sales volumes.

2006 Compared with 2005:

The regulated electric margin decreased \$44.5 million, driven by the following:

- A \$48.7 million decrease in WPSC's electric margin, primarily related to the sale of the Kewaunee nuclear generation plant to Dominion Energy Kewaunee on July 5, 2005, and the related power purchase agreement. Excluding the \$54.2 million increase in fixed payments made to Dominion Energy Kewaunee during the year ended December 31, 2006, WPSC's electric utility margin increased \$5.5 million.
- The retail and wholesale electric rate increases discussed above had a favorable impact on WPSC's regulated electric margin.
- WPSC's fuel and purchased power costs were less than were recovered in rates during the year ended December 31, 2006, compared with fuel and purchased power costs that were more than were recovered in rates during the same period in 2005 (the under collection in 2005 was primarily due to the impact 2005 hurricanes had on natural gas prices), which had an estimated \$23 million positive year-over-year impact on margin.
- WPSC's margin was also positively impacted by higher wholesale electric sales volumes, driven by higher demand from existing customers and new wholesale customer contracts.
- The increase in WPSC's margin was partially offset by a \$70.8 million decrease in 2006 margin related to the refund to retail customers and the accrual for the refund to wholesale customers of a portion of the Kewaunee nonqualified decommissioning trust fund.
- Also, unfavorable weather conditions during the 2006 heating and cooling seasons negatively impacted margin by an estimated \$14 million
- UPPCO's margin increased approximately \$4 million primarily due to its first retail electric base rate increase since 2002.

Operating Income

2007 Compared with 2006:

Operating income increased \$2.2 million, driven by the \$61.2 million increase in regulated electric margin discussed above, partially offset by a \$54.3 million (23.7%) increase in operating and maintenance expenses at WPSC and a combined \$3.2 million increase in depreciation and taxes other than income taxes at the regulated electric utility.

- The change in operating and maintenance expense at WPSC was primarily related to the following:
 - Regulated electric maintenance expenses increased \$15.3 million, driven by longer than anticipated planned outages and a higher number of unplanned outages year-over-year (which included major overhauls planned at the Weston 2 and Weston 3 generation stations and the De Pere Energy Center, planned major turbine and generator work performed at the Pulliam electric generation station, and several unplanned outages at the Weston 3 generation station).
 - Regulated electric transmission expenses increased \$14.2 million, primarily related to higher rates charged by MISO and ATC due to additional transmission investment.
 - The regulated electric segment of WPSC was allocated external costs to achieve merger synergies of \$11.4 million for the year ended December 31, 2007.

- Amortization in 2006 of the regulatory liability recorded for WPSC's obligation to refund proceeds received from the liquidation of the Kewaunee nonqualified decommissioning trust fund to wholesale electric ratepayers contributed \$16.2 million to the increase in WPSC's operating and maintenance expense. Pursuant to regulatory accounting, the 2006 increase in operating and maintenance expense related to this refund was offset by a corresponding increase in 2006 margin and, therefore, did not have an impact on earnings.
- Lower pension, post-retirement, and other employee benefit costs partially offset the increase in regulated electric operating and maintenance expense at WPSC.
- An increase in depreciation expense related to continued capital investment at the electric utility, while the increase in taxes other than income reflected an increase in sales year-over-year.

2006 Compared with 2005:

Operating income increased \$85.1 million, driven by a \$90.8 million decrease in operating and maintenance expense, and a \$41.9 million decrease in depreciation and amortization expense, partially offset by the \$44.5 million decrease in the regulated electric margin.

- The change in operating and maintenance expense was primarily related to the following:
 - Partial amortization of the regulatory liability recorded for WPSC's obligation to refund proceeds received from the liquidation of the Kewaunee nonqualified decommissioning trust fund to retail and wholesale electric ratepayers contributed \$70.8 million to the decrease in operating expenses in 2006, compared with 2005. Pursuant to regulatory accounting, the decrease in operating expense related to this refund was offset by a corresponding decrease in margin.
 - Operating and maintenance expense related to the Kewaunee nuclear plant decreased approximately \$17 million, driven by the sale of this facility in July 2005. The decrease in operating and maintenance expense related to Kewaunee did not have a significant impact on income available for common shareholders as WPSC is still purchasing the same amount of power from this facility as it obtained from it when WPSC owned a 59% interest in the plant. The cost of the power is included as a component of utility cost of fuel, natural gas, and purchased power.
 - As a result of the PSCW's disallowance of certain costs, WPSC incurred a \$6.1 million charge in 2005 related to one-half the loss on the sale of Kewaunee, creating a corresponding year-over-year decrease in operating expenses.
 - Also, as disallowed by the PSCW, WPSC wrote-off \$2.1 million in 2005 of previously deferred operating and maintenance expenses related to the 2004 extended outage at Kewaunee, creating a corresponding year-over-year decrease in operating expenses.
 - Salaries and employee benefits also decreased in part due to the sale of Kewaunee in 2005.
 - Partially offsetting the decrease in operating and maintenance expense, software amortization increased \$5.4 million, driven by the late 2005 implementation of a new customer billing system.
 - Excluding Kewaunee, maintenance expenses at the electric utility segment were up \$4.9 million. Planned maintenance was required on certain combustion turbines, and maintenance expense related to electric distribution assets also increased.
 - Electric transmission expense increased \$4.1 million.
- The change in depreciation, amortization and decommissioning expense was primarily related to the following:

- Approximately \$41 million of decommissioning expense was recorded during 2005, compared with no decommissioning expense recorded in 2006. In 2005, realized gains on decommissioning trust assets were substantially offset by decommissioning expense pursuant to regulatory practice (see analysis of "Miscellaneous Income" below).
- A \$10.2 million decrease in depreciation expense resulting from the sale of Kewaunee in July 2005. Subsequent to the sale of Kewaunee, decommissioning expense is no longer recorded.
- An increase in depreciation expense related to continued capital investment at the electric utility partially offset the overall decrease in depreciation and decommissioning expense.

Regulated Natural Gas Utility Segment Operations

(Millions)	Year Ended December 31,			Change in 2007 over 2006	Change in 2006 over 2005
	2007	2006	2005		
Revenues	\$2,103.7	\$676.9	\$522.0	210.8%	29.7%
Purchased natural gas costs	1,453.5	493.8	397.4	194.4%	24.3%
Margins	650.2	183.1	124.6	255.1%	47.0%
Operating and maintenance expense	427.4	121.3	69.4	252.4%	74.8%
Depreciation and amortization expense	97.7	32.7	19.5	198.8%	67.7%
Taxes other than income	33.1	11.8	6.1	180.5%	93.4%
Operating income	\$ 92.0	\$ 17.3	\$ 29.8	431.8%	(41.6)%
Throughput in therms					
Residential	1,251.8	351.5	241.6	256.1%	45.5%
Commercial and industrial	439.2	190.6	134.7	130.4%	41.5%
Interruptible	59.4	40.1	36.1	48.1%	11.1%
Interdepartmental	47.1	27.6	70.8	70.7%	(61.0)%
Transport	1,505.6	657.5	344.0	129.0%	91.1%
Total sales in therms	3,303.1	1,267.3	827.2	160.6%	53.2%
Weather ^(*)					
WPSC heating degree days	7,102	6,785	7,401	4.7%	(8.3)%

* Weather information for MGUC, MERC, PGL, and NSG is not shown as the information is not comparable to the prior year since the companies were not part of Integrys Energy Group prior to April 1, 2006 (MGUC), July 1, 2006 (MERC), and February 21, 2007 (PGL and NSG).

Revenue

2007 Compared with 2006:

Regulated natural gas utility segment revenue increased \$1,426.8 million, driven by the following:

- PGL and NSG (acquired February 21, 2007) generated \$1,118.5 million of natural gas utility revenue and contributed approximately 1.5 billion therms of natural gas throughput volumes in 2007.
- MERC (which acquired natural gas distribution operations in Minnesota on July 1, 2006) generated \$294.0 million of natural gas utility revenue and approximately 705 million therms of natural gas throughput volumes in 2007, compared with \$123.0 million of natural gas utility revenue and approximately 348 million therms of natural gas throughput volumes in 2006.

- MGUC (which acquired natural gas distribution operations in Michigan on April 1, 2006) generated \$220.2 million of natural gas utility revenue and approximately 311 million therms of natural gas throughput volumes in 2007, compared with \$110.1 million of natural gas revenue and approximately 193 million therms of natural gas throughput volumes during 2006.
- WPSC's natural gas utility revenue increased \$27.2 million, from \$443.8 million in 2006, to \$471.0 million in 2007, driven by the following:
 - On January 11, 2007, the PSCW issued a final written order to WPSC authorizing a retail natural gas rate increase of \$18.9 million (3.8%), effective January 12, 2007. See Note 23, "Regulatory Environment," for more information related to the retail natural gas rate increase at WPSC.
 - An 8.6% increase in natural gas throughput volumes. The increase in natural gas throughput volumes was driven by a 10.3% increase in residential volumes and a 70.7% increase in natural gas volumes sold to the electric utility. The increase in sales volumes to residential customers was driven in part by colder year-over-year weather conditions during the 2007 heating season. The increase in natural gas volumes sold to the electric utility was driven by an increase in the need for the electric utility to run its peaking generation units.
 - Natural gas prices were 10.1% lower on a per-unit basis, compared with 2006, resulting in a decrease in natural gas utility revenue, which partially offset the overall increase in natural gas utility revenue at WPSC.

2006 Compared with 2005:

Regulated natural gas utility segment revenue increased \$154.9 million, driven by the following:

- The acquisition of natural gas distribution operations in Michigan by MGUC on April 1, 2006, and the acquisition of natural gas distribution operations in Minnesota by MERC on July 1, 2006. These acquisitions contributed approximately \$233 million to natural gas utility revenue and approximately 541 million therms to natural gas throughput volumes in 2006.
- WPSC's natural gas utility revenue was \$443.8 million in 2006, compared with \$522.0 million in 2005. Lower natural gas revenues at WPSC were primarily related to:
 - A 12.2% decrease in natural gas throughput volumes, primarily related to a 61.0% decrease in natural gas throughput volumes sold to the electric utility for electric generation and a 9.2% decrease in throughput volumes to residential and commercial and industrial customers. The decrease in throughput volumes to the electric utility resulted from a decrease in the need for the electric utility to run its natural gas-fired peaking generation units during the year ended December 31, 2006, compared with 2005, and from higher dispatch of these peaking generation units by MISO in 2005 for reliability purposes. The decrease in throughput volumes to residential and commercial and industrial customers was also driven by unfavorable weather conditions in 2006 compared with 2005, as well as customer conservation efforts. Particularly at the beginning of 2006, customers were taking measures to conserve energy as a result of the high natural gas prices in the first half of 2006.
 - In 2006, natural gas prices were 1.4% lower on a per-unit basis, compared with 2005, resulting from a large decline in the price of natural gas in the second half of 2006, also contributing to the decrease in natural gas revenue.
 - Partially offsetting the decrease in WPSC's natural gas utility revenue was the 2006 natural gas rate increase at WPSC (see Note 23, "Regulatory Environment," for more information related to this rate increase).

Margin

2007 Compared with 2006:

The regulated natural gas utility segment margin increased \$467.1 million, driven by the following:

- The combined margin provided by PGL and NSG in 2007 was \$387.2 million.
- The combined margin at MGUC and MERC increased \$55.1 million, from \$59.1 million in 2006, to \$114.2 million in 2007. The increase in natural gas margin at MGUC and MERC was driven primarily by the fact that MGUC and MERC operated during the first quarter heating season in 2007, but were not acquired by Integrys Energy Group until after the first quarter heating season in 2006.
- WPSC's natural gas margin increased \$24.8 million, from \$124.0 million in 2006, to \$148.8 million in 2007. As discussed in more detail above, the increase in WPSC's margin was driven by the retail natural gas rate increase and an increase in throughput volumes to higher margin residential customers due in part to colder year-over-year weather conditions during the heating season. The increase in throughput volumes sold to the electric utility did not have a significant impact on WPSC's natural gas utility margin.

2006 Compared with 2005:

The regulated natural gas utility segment margin increased \$58.5 million, driven by the following:

- The combined margin provided by MGUC and MERC was approximately \$59 million.
- WPSC's natural gas utility margin decreased \$0.6 million. As discussed in more detail above, a decrease in throughput volumes to higher margin residential and commercial and industrial customers was partially offset by the natural gas rate increase.

Operating Income

2007 Compared with 2006:

Operating income increased \$74.7 million, driven by the \$467.1 million increase in the regulated natural gas utility margin, partially offset by a \$306.1 million increase in operating and maintenance expense, a \$65.0 million increase in depreciation and amortization expense, and a \$21.3 million increase in taxes other than income taxes.

- The increase in operating and maintenance expense was primarily related to the following:
 - Combined operating and maintenance expenses of \$292.9 million were incurred by PGL and NSG in 2007.
 - Combined operating and maintenance expense at MGUC and MERC increased approximately \$9 million, primarily due to the fact that both of these businesses incurred operating expenses for only a partial year in 2006, compared to incurring a full year of operating and maintenance expenses in 2007. For the year ended December 31, 2006, \$11.8 million of combined operating and maintenance expense related to external transition costs, primarily for the start-up of outsourcing activities and other legal and consulting fees. For the year ended December 31, 2007, MGUC and MERC were allocated \$1.7 million of external costs to achieve merger synergies related to the PEC merger.

- Operating expenses related to WPSC's natural gas operations increased \$3.7 million year-over-year, due primarily to the allocation of \$2.8 million of external costs to achieve merger synergies related to the PEC merger.
- The increase in depreciation and amortization expense was primarily related to the merger with PEC (a combined \$59.0 million of depreciation and amortization expense was recognized at PGL and NSG in 2007) and an increase in depreciation expense at MERC and MGUC (these businesses were not included in results of operations for the full year in 2006). Depreciation and amortization expense at WPSC's natural gas utility was relatively flat year-over-year.
- The increase in taxes other than income taxes from 2006 to 2007 was primarily related to the merger with PEC (\$16.8 million of taxes other than income taxes were recognized at PGL and NSG in 2007), and the acquisition of the Michigan and Minnesota natural gas distribution operations, which were not included in results of operations for the full year in 2006. Taxes other than income taxes are primarily related to property taxes, real estate taxes, gross receipts taxes, and payroll taxes paid by these companies.

2006 Compared with 2005:

Operating income decreased \$12.5 million, driven by a \$71.0 million increase in total operating and maintenance expense, partially offset by the \$58.5 million increase in regulated natural gas utility margin as discussed above. The increase in operating expenses is explained below.

- Operating and maintenance expenses increased \$52.1 million. The increase in operating and maintenance expense at the regulated natural gas utility segment was driven by \$56.6 million of combined operating and maintenance expense incurred by MGUC and MERC. Of the \$56.6 million of operating and maintenance expense incurred by MGUC and MERC during the year ended December 31, 2006, \$11.8 million related to external transition expenses, primarily for the start-up of outsourcing activities and other legal and consulting fees. Partially offsetting the increase in operating and maintenance expenses related to MGUC and MERC, operating expenses related to WPSC's natural gas operations decreased, driven by decreases in various employee benefit related expenses.
- The \$13.2 million year-over-year increase in depreciation expense recorded at the regulated natural gas utility segment was driven by a combined \$10.4 million of depreciation expense recorded by MGUC and MERC for the year ended December 31, 2006. Continued capital investment at WPSC's natural gas utility also contributed to the increase in depreciation expense.
- The \$5.7 million increase in taxes other than income taxes was driven by \$4.8 million of taxes other than income taxes recorded by MGUC and MERC, primarily related to property taxes.

Integrus Energy Services' Operations

Integrus Energy Services is a diversified nonregulated energy supply and services company serving residential, commercial, industrial and wholesale customers in developed competitive markets in the United States and Canada.

Integrys Energy Services' Segment Results of Operations

(Millions, except natural gas sales volumes)	Year Ended December 31,			Change in 2007 Over 2006	Change in 2006 Over 2005
	2007	2006	2005		
Revenues	\$8,979.7	\$5,159.1	\$5,314.9	35.3%	(2.9)%
Cost of fuel, natural gas, and purchased power	6,675.6	4,978.0	5,148.6	34.1%	(3.3)%
Margins	\$ 304.1	\$ 181.1	\$ 166.3	67.9%	8.9%
Margin Detail					
Electric and other margins	\$164.9	\$ 60.5	\$105.3	172.6%	(42.5)%
Natural gas margins	\$139.2	\$120.6	\$ 61.0	15.4%	97.7%
Operating and maintenance expense	\$159.4	\$81.5	\$88.9	95.6%	(8.3)%
Depreciation and amortization	14.4	9.4	9.5	53.2%	(1.1)%
Taxes other than income taxes	7.1	7.2	5.4	(1.4)%	33.3%
Operating Income	\$123.2	\$83.0	\$62.5	48.4%	32.8%
Gross volumes (includes volumes both physically delivered and net settled)					
Wholesale electric sales volumes in kilowatt-hours	132,623.6	58,794.9	44,778.3	125.6%	31.3%
Retail electric sales volumes in kilowatt-hours	14,849.7	8,554.1	8,021.0	126.6%	(18.3)%
Wholesale natural gas sales volumes in billion cubic feet	483.1	402.2	338.1	20.1%	19.0%
Retail natural gas sales volumes in billion cubic feet	368.8	314.5	276.6	17.3%	13.7%
Physical volumes (includes only transactions settled physically for the periods shown)					
Wholesale electric sales volumes in kilowatt-hours *	3,599.7	988.2	1,515.6	271.8%	(36.2)%
Retail electric sales volumes in kilowatt-hours *	14,584.4	4,565.6	6,594.5	219.4%	(30.8)%
Wholesale natural gas sales volumes in billion cubic feet *	445.6	373.5	327.8	19.3%	13.9%
Retail natural gas sales volumes in billion cubic feet *	319.4	264.0	227.7	21.0%	15.9%

* Represents gross physical volumes.

Revenue

2007 Compared with 2006

- Year-over-year, revenues increased approximately \$1.8 billion. The increase was primarily due to increased volumes as a result of the addition of the nonregulated energy operations of PEC and an average increase in 2007 electric prices of over 10%. In addition to revenue and volume contributions from the merger with PEC, retail electric sales volumes and related revenue increased as a result of Integrys Energy Services' new retail electric product offerings to existing markets and expansion into new retail electric markets. Wholesale electric sales volumes and revenue increased as a result of the additional wholesale origination structured transactions. Wholesale natural gas volumes increased as a result of an increase in the profitability of wholesale origination structured natural gas transactions throughout 2006 and into 2007. Some of these transactions were entered into in prior periods for future delivery; therefore, Integrys Energy Services is seeing an increase in volumes in the periods in which these transactions settle. Retail natural gas volumes also increased, driven by favorable pricing compared with 2006, which encouraged new and existing customers to enter into or extend supply contracts with Integrys Energy Services.

2006 Compared with 2005

- Year-over-year, revenues decreased \$155.8 million, primarily related to a decrease in both physical retail and wholesale electric sales volumes and a decrease in energy prices during the latter half of 2006. The decrease in physical retail electric sales volumes was driven by a decrease in retail electric sales volumes in Ohio as aggregation sales in Ohio ended on December 31, 2005, with the expiration of Integrys Energy Services' contracts with Ohio aggregation customers. Michigan retail electric sales volumes also decreased as many customers returned to their utility supplier beginning in 2005 and continuing into 2006 as a result of high wholesale energy prices and utility tariff changes, which significantly lowered the savings that customers could obtain from contracting with non-utility

suppliers. In other areas, lower wholesale energy prices in the latter half of 2006 allowed Integrys Energy Services to sign up a significant number of new retail customers. The decrease in physically settled wholesale electric sales volumes was driven by a trend toward more financially settled transactions in 2006, compared to 2005.

Margins

Integrys Energy Services' margin increased \$123.0 million from 2006 to 2007 and increased \$14.8 million from 2005 to 2006. The table below provides a summary of the significant items contributing to the change in margin. "Other significant items" in the table below are generally related to the timing of gain and loss recognition on certain transactions and the settlement of the derivative instruments used to protect the value of Section 29/45K tax credits.

<i>(Millions except natural gas sales volumes)</i>	Increase (Decrease) in Margin in	
	2007	2006
<u>Electric and other margins</u>		
Realized gains on structured origination contracts	\$ 11.8	\$ 6.3
Realized retail electric margin	15.9	(2.9)
All other wholesale electric operations	3.9	4.8
Other significant items:		
Oil option activity	22.0	(11.1)
Retail mark-to-market activity	45.3	(27.3)
2005 liquidation of electric supply contract	5.5	(14.6)
Net increase (decrease) in electric and other margins	104.4	(44.8)
<u>Natural gas margins</u>		
Realized natural gas margins	8.0	32.2
Other significant items:		
Mass market supply options	6.6	(8.4)
Spot to forward differential	(0.2)	5.4
Other mark-to-market activity	4.2	30.4
Net increase in natural gas margins	18.6	59.6
Net increase in Integrys Energy Services' margin	\$123.0	\$14.8

Electric and Other Margins

Integrys Energy Services' electric and other margins increased \$104.4 million from 2006 to 2007 and decreased \$44.8 million from 2005 to 2006. The 2007 electric and other margin included the negative impact of \$15.2 million of amortization related to purchase accounting adjustments required as a result of the merger with PEC. The following items were the most significant contributors to the change in Integrys Energy Services' electric and other margins.

Realized gains on structured origination contracts

- Realized gains on structured origination contracts increased \$11.8 million, from \$6.3 million in 2006 to \$18.1 million in 2007. Origination contracts are physical, customer-based agreements with municipalities, merchant generators, cooperatives, municipalities, and regulated utilities. The increase was primarily due to continued growth in existing markets in the Midwest and Northeastern United States, as well as expansion into the markets in the western United States.
- Realized gains on structured origination contracts increased \$6.3 million from 2005 to 2006. The increase was primarily due to realized gains from origination contracts involving the sale of energy through structured transactions to wholesale customers in the Midwest and northeastern United States. These origination contracts were not in place in 2005. Integrys Energy Services provided products to large origination customers desiring to take advantage of falling energy prices.

Realized retail electric margin

- The realized retail electric margin increased \$15.9 million from \$18.3 million in 2006 to \$34.2 million in 2007. The change was primarily due to the following:
 - A \$13.9 million increase related to operations in Illinois, driven by the merger with PEC's nonregulated business and the addition of new customers due to the expiration of certain regulatory provisions in the state in 2007 that effectively opened the market to nonregulated energy suppliers.
 - A \$6.0 million increase related to operations in Texas, as a result of further penetration into this market resulting from continued marketing efforts. Retail offerings in Texas first began in the third quarter of 2006.
 - A \$3.6 million increase related to operations in New England as new customers were added due to an increased sales focus in this region.
- Partially offsetting the increases discussed above were:
 - A \$4.4 million decrease related to Michigan operations as many customers continued to return to utility suppliers as a result of high wholesale energy prices and changes in utility tariffs which have continued to make the Michigan energy market less competitive.
 - A \$3.3 million decrease related to operations in the state of New York, related to a change in the product mix offered to customers in response to utility rate structure changes.
- The realized retail electric margin decreased \$2.9 million from 2005 to 2006. The decrease was primarily driven by an \$8.2 million decrease in margin in Ohio and a \$3.7 million decrease in margin in northern Maine. These decreases were partially offset by a \$4.4 million increase in margin in Michigan, a \$2.8 million increase in margin in New York, and positive margin contributions from retail electric operations in Texas and Illinois. Integrys Energy Services' retail electric aggregation sales in Ohio ended on December 31, 2005, with the expiration of Integrys Energy Services' contracts with Ohio aggregation customers. The decrease in margin from operations in northern Maine was driven by higher supply costs in part tied to diesel fuel prices. A portion of the electricity purchased by Integrys Energy Services to supply customers in northern Maine is derived from burning wood chips. The cost to transport wood chips, as well as the operating costs of the machine utilized to make the wood chips, were negatively impacted by higher diesel fuel prices. In 2006, Integrys Energy Services shared in this diesel fuel exposure with the generation supplier. The increase in margin from retail electric operations in Michigan was driven by the elimination of the Seams Elimination Charge Adjustment (SECA) effective March 31, 2006. See Note 23, "Regulatory Environment," for more information related to SECA. Integrys Energy Services began developing a product offering in the Texas retail electric market in 2005 and started to deliver power to these

customers in July 2006. In 2006, Integrys Energy Services began offering retail electric products to large commercial and industrial customers in Illinois. In 2005, Integrys Energy Services was only offering natural gas products and energy management services to customers in Illinois.

All other wholesale electric operations

As part of its trading activities, Integrys Energy Services seeks to generate profits from the volatility of the price of electricity by purchasing or selling various financial and physical instruments (such as forward contracts, options, financial transmission rights, and capacity contracts) in established wholesale markets where Integrys Energy Services has market expertise, under risk management policies set by management and approved by Integrys Energy Group's Board of Directors. Integrys Energy Services also seeks to reduce market price risk and extract additional value from its generation and customer supply portfolios through the use of various financial and physical instruments (such as forward contracts, options, financial transmission rights, and capacity contracts). Period-by-period variability in the margin contributed by Integrys Energy Services' optimization strategies and trading activities is expected due to changing market conditions and differences in the timing of gains and losses recognized on derivative and non-derivative contracts, as required by generally accepted accounting principles. A diverse mix of products and markets, combined with disciplined execution and exit strategies, has allowed Integrys Energy Services to generate economic value and earnings from these activities while staying within the value-at-risk (VaR) limits authorized by Integrys Energy Group's Board of Directors. For more information on VaR, see "Item 7A, Quantitative and Qualitative Disclosures about Market Risk."

- Integrys Energy Services' margin from all other wholesale electric operations increased \$3.9 million from 2006 to 2007, driven by an increase in net realized and unrealized gains (primarily unrealized gains) related to trading activities utilized to optimize the value of Integrys Energy Services' merchant generation fleet and energy contract portfolios. Partially offsetting the increase resulting from realized and unrealized gains, the overall level of proprietary trading was less in 2007, due primarily to a decrease in electric price volatility during the first three quarters of 2007, increased emphasis on structured electric transactions in 2007, and the departure of several key traders in the third quarter of 2006. Proprietary trading started picking up again in the fourth quarter of 2007 as electric price volatility increased. Integrys Energy Services used the 2006 departure of several of its traders as an opportunity to restructure trading operations into two groups. Its East trading group was relocated from Washington D.C. to Chicago and the West trading group is located in Denver. The restructured trading operations allow Integrys Energy Services to more effectively service customers in the West by providing better diversification of trading talent, market expertise, and product offerings.
- Integrys Energy Services' margin from all other wholesale electric operations increased \$4.8 million from 2005 to 2006, driven by an increase in net realized and unrealized gains related to trading activities utilized to optimize the value of Integrys Energy Services' merchant generation fleet and energy contract portfolios.

Oil option activity

- Oil option activity drove a \$22.0 million increase in electric and other margins from 2006 to 2007. The oil options were utilized to protect the value of a portion of Integrys Energy Services' Section 29/45K federal tax credits from 2005 to 2007. However, companies are no longer allowed to generate tax credits from the production of synthetic fuel as this program ended effective December 31, 2007. Therefore, Integrys Energy Services exercised substantially all of its remaining oil options in 2007. Net mark-to-market and realized losses on oil options of \$2.4 million were recognized in 2006, compared with net mark-to-market and realized gains on oil options of \$19.6 million in 2007. These derivative instruments were not designated as hedging instruments and, as a result, changes in the fair value were recorded in earnings. The increase in the fair value of these instruments in 2007 over 2006 reflects increased oil prices.
- Oil option activity drove an \$11.1 million decrease in electric and other margins from 2005 to 2006. The decrease was driven by a decrease in the fair value of derivative instruments utilized to protect the value of a portion of Integrys Energy Services' Section 29/45K federal tax credits from 2005 to 2006. This decrease is a result of net mark-to-market and realized losses on oil options of \$2.4 million in 2006, compared with net mark-to-market and realized gains on oil options of \$8.7 million in 2005.

Retail mark-to-market activity

Earnings volatility from this activity results from the application of derivative accounting rules to customer supply contracts (requiring that these derivative instruments be marked-to-market), without a corresponding mark-to-market offset related to the customer sales contracts, which are not considered derivative instruments. These mark-to-market gains and losses will vary each period, and ultimately reverse as the related customer sales contracts settle. As a result, Integrys Energy Services generally experiences mark-to-market losses on supply contracts in periods of declining wholesale prices and mark-to-market gains in periods of increasing wholesale prices.

- Results from retail mark-to-market activity increased \$45.3 million from \$18.5 million of unrealized losses in 2006 to \$26.8 million of unrealized gains in 2007.
- Results from retail mark-to-market activity decreased \$27.3 million from 2005 to 2006.

2005 liquidation of electric supply contract

In the fourth quarter of 2005, an electricity supplier exiting the wholesale market in Maine requested that Integrys Energy Services liquidate a firm contract to buy power in 2006 and 2007. At that time, Integrys Energy Services recognized an \$8.2 million gain related to the liquidation of the contract and entered into a new contract with another supplier for firm power in 2006 and 2007 to supply its customers in Maine. The cost to purchase power under the new contract was more than the cost under the liquidated contract. The liquidation and subsequent replacement of this contract resulted in the following:

- A \$5.5 million increase in margins from 2006 to 2007. The replacement contract increased the cost of purchased power needed to serve customers in Maine by \$6.4 million in 2006, compared with \$0.9 million in 2007.
- A \$14.6 million negative impact on the 2006 electric and other margin, as a result of higher purchased power costs recorded under the new contract of \$6.4 million compared with an \$8.2 million gain recognized on the liquidation of the original contract in 2005.

Natural Gas Margins

Integrys Energy Services' natural gas margins increased \$18.6 million from 2006 to 2007 and increased \$59.6 million from 2005 to 2006. The 2007 natural gas margins included the negative impact of \$6.1 million of amortization related to purchase accounting adjustments required as a result of the merger with PEC. The following items were the most significant contributors to the change in Integrys Energy Services' natural gas margins.

Realized natural gas margins

- Realized natural gas margins increased \$8.0 million, from \$92.6 million in 2006, to \$100.6 million in 2007. The majority of this increase, \$5.7 million, was driven by margin contributed by the nonregulated retail natural gas marketing operations of PEC and improved supply optimization, as Integrys Energy Services was able to secure lower supply costs for firm sales commitments to retail natural gas customers in Ohio and Illinois. The remaining increase in realized natural gas margins was driven by the nonregulated wholesale natural gas marketing operations added with the PEC merger.
- Realized natural gas margins increased \$32.2 million, from \$60.4 million in 2005, to \$92.6 million in 2006. The majority of this increase, \$26.6 million, related to an increase in retail natural gas margin, driven by continued expansion of Integrys Energy Services' Canadian retail operations (including higher sales volumes to existing customers as well as new customer additions). Margins from retail natural gas operations in Wisconsin, Michigan, and Illinois also increased, as Integrys Energy Services was able to better manage supply to these customers, aided by favorable market conditions. The remaining \$5.6 million increase in realized natural gas margins related to wholesale operations, driven by an increase in structured wholesale natural gas transactions attributed to an increase in the volatility of the price of natural gas as well as high natural gas storage spreads during most of 2006.

Mass market supply options

Options utilized to manage supply costs for mass market customers are used to reduce the risk of price movements, customer migration, and changes in consumer consumption patterns. Earnings volatility results from the application of derivative accounting rules to the options (requiring that these derivative instruments be marked-to-market), without a corresponding mark-to-market offset related to the customer contracts. Full requirements natural gas contracts with Integrys Energy Services' customers are not considered derivatives and, therefore, no gain or loss is recognized on these contracts until settlement. The option mark-to-market gains and losses will reverse as the related customer sales contracts settle.

- In 2007, options utilized to manage supply costs for mass market customers drove a \$6.6 million increase in Integrys Energy Services' natural gas margin. These options had a \$1.1 million positive impact on margin in 2007 (commensurate with higher natural gas prices), compared with a negative \$5.5 million impact on margin in 2006 (commensurate with declining natural gas prices).
- In 2006, options utilized to manage supply costs for mass market customers drove an \$8.4 million decrease in Integrys Energy Services' natural gas margin. These options had a \$5.5 million negative impact on Integrys Energy Services' natural gas margin in 2006 (commensurate with declining natural gas prices), compared with a \$2.9 million positive impact on margin in 2005 (commensurate with higher natural gas prices in the latter half of 2005).

Spot to forward differential

Integrys Energy Services experiences earnings volatility associated with the natural gas storage cycle, which runs annually from April through March of the next year. Generally, injections of natural gas into storage inventory take place in the summer months and natural gas is withdrawn from storage in the winter months. Integrys Energy Services' policy is to hedge the value of natural gas storage with

contracts in the over-the-counter and futures markets, effectively locking in a margin on the natural gas in storage. However, fair market value hedge accounting rules require the natural gas in storage to be marked-to-market using spot prices, while the future sales contracts are marked-to-market using forward prices. When the spot price of natural gas changes disproportionately to the forward price of natural gas, Integrys Energy Services experiences volatility in its earnings. Consequently, earnings volatility may occur within the contract period for natural gas in storage. The accounting treatment does not impact the underlying cash flows or economics of these transactions.

- The natural gas storage cycle had a negative \$0.2 million impact on natural gas margins from 2006 to 2007. There was no material impact on margin as a result of the natural gas storage cycle in 2007 compared with a \$0.2 million positive impact in 2006. At December 31, 2007, the market value of natural gas in storage was \$5.6 million less than the market value of future sales contracts (net unrealized loss), related to the 2007/2008 natural gas storage cycle. This \$5.6 million difference is expected to vary with market conditions, and will reverse entirely and have a positive impact on earnings when all of the natural gas is withdrawn from storage.
- The natural gas storage cycle had a positive \$5.4 million impact on natural gas margins from 2005 to 2006. In 2006, the natural gas storage cycle had a positive \$0.2 million impact on margin, compared with a \$5.2 million negative impact on margin in 2005.

Other mark-to-market activity

Other mark-to-market activity primarily relates to changes in the fair market value of basis swaps utilized to mitigate market price risk associated with natural gas transportation contracts and certain natural gas sales contracts as well as contracts utilized to mitigate market price risk related to certain natural gas storage contracts. Earnings volatility results from the application of derivative accounting rules to the basis and other swaps (requiring that these derivative instruments be marked-to-market), without a corresponding mark-to-market offset related to the physical natural gas transportation contracts, the natural gas sales contracts, or the natural gas storage contracts (as these contracts are not considered derivative instruments). Therefore, no gain or loss is recognized on the transportation contracts, customer sales contracts, or natural gas storage contracts until physical settlement of these contracts occurs.

- Derivative instruments not previously discussed drove a \$4.2 million increase in the natural gas margins as mark-to-market gains on these instruments increased to \$37.5 million in 2007.
- Derivative instruments not previously discussed drove a \$30.4 increase in the natural gas margins as mark-to-market gains on these instruments increased in 2006, compared with 2005.

Operating Income

2007 Compared with 2006:

- Operating income at Integrys Energy Services increased \$40.2 million, driven by the \$123.0 million increase in margin discussed above, partially offset by a \$77.9 million increase in operating and maintenance expense and a \$5.0 million increase in depreciation and amortization expense.

The increase in operating and maintenance expense was driven by higher payroll and benefit costs related to additional employees required as a result of continued business expansion activities at Integrys Energy Services (the most significant of which related to the merger of PEC's nonregulated operation into Integrys Energy Services). A \$9.0 million pre-tax gain on the 2006 sale of WPS ESI Gas Storage, LLC, \$7.7 million of costs to achieve merger synergies and additional costs related to plant outages of \$2.6 million in 2007 also contributed to the increase in operating and maintenance expense.

2006 compared with 2005:

- Operating income at Integrys Energy Services increased \$20.5 million, driven by the \$14.8 million increase in margin discussed above and a \$7.4 million decrease in operating and maintenance expense. The decrease in operating and maintenance expense was primarily related to a \$9.0 million pre-tax gain recognized on the sale of WPS ESI Gas Storage, LLC in the second quarter of 2006. This gain was partially offset by higher payroll and benefit costs related to an increase in the number of employees as a result of business expansion activities.

Holding Company and Other Segment Operations

2007 Compared with 2006:

Financial results at the Holding Company and Other segment decreased \$19.1 million, from net income of \$0.3 million for the year ended December 31, 2006, to a net loss of \$18.8 million for the year ended December 31, 2007. The change was driven by the following:

- A \$42.0 million (\$25.2 million after-tax) increase in interest expense, driven by additional borrowings assumed in the merger with PEC, as well as an increase in short-term and long-term borrowings required to fund the acquisitions of the natural gas distribution operations in Michigan and Minnesota, higher working capital requirements at Integrys Energy Services, and transaction and transition costs related to the merger with PEC.
- A \$6.2 million (\$3.7 million after-tax) gain on the sale of Integrys Energy Group's one-third interest in Guardian Pipeline, LLC in April 2006 also contributed to the decrease in year-over year earnings.
- An \$11.5 million increase in pre-tax earnings (\$6.9 million after-tax) from Integrys Energy Group's 34.5% ownership interest in ATC. Integrys Energy Group recorded \$50.5 million of pre-tax equity earnings from ATC during the year ended December 31, 2007, compared with \$39.0 million for the same period in 2006.
- A \$1.7 million (\$1.0 million after-tax) decrease in operating and maintenance expenses, primarily related to the reallocation of external costs to achieve merger synergies associated with the PEC merger, incurred from July 2006 through March 2007. In March 2007, all external costs to achieve were reallocated from the Holding Company and Other segment (where they were initially recorded) to other reportable segments, which will ultimately be the beneficiaries of the synergy savings resulting from the costs to achieve.

2006 Compared with 2005:

Earnings at the Holding Company and Other segment decreased \$5.6 million, from net income of \$5.9 million for the year ended December 31, 2005, to a net income of \$0.3 million for the year ended December 31, 2006. The changes were driven by the following:

- A \$12.9 million increase in interest expense, net of intercompany interest income (\$7.7 million after taxes). Higher interest expense was driven by an increase in short-term and long-term borrowings required to fund the acquisition of natural gas distribution operations in Michigan and Minnesota and working capital requirements at Integrys Energy Services.
- A \$9.2 million increase in operating and maintenance expense (\$5.5 million after taxes). The increase in operating and maintenance expense was driven by legal and consulting expenses related to business expansion activities, primarily attributed to the merger with PEC.
- A \$4.8 million year-over year decrease in after-tax gains from land sales.

- A \$13.9 million increase in pre-tax earnings (\$8.3 million after-tax) from ATC (pre-tax equity earnings from ATC increased to \$39.0 million in 2006, from \$25.1 million in 2005).
- A \$6.2 million (\$3.7 million after-tax) gain recognized from the 2006 sale of Integrys Energy Group's one-third interest in Guardian Pipeline, LLC.

Summary of External Costs to Achieve

Below is a table depicting the pre-tax impact that external costs to achieve had on each reportable segment of Integrys Energy Group during the year ended December 31, 2007. Note that external costs to achieve incurred at the holding company in 2006 and the first quarter of 2007 were reallocated down to the segment level in the first quarter of 2007.

Reportable Segment (millions)	2007 Pre-tax Impact (Income)/Expense
Electric utility	\$12.3
Natural gas utility	4.5
Integrys Energy Services	7.7
Holding company and other	(6.8)
Total	\$17.7

Other Income (Expense)

(Millions)	Year Ended December 31,			Change 2007 over 2006	Change 2006 over 2005
	2007	2006	2005		
Miscellaneous income	\$ 64.1	\$ 42.8	\$88.8	49.8%	(51.8%)
Interest expense	(164.5)	(99.2)	(62.0)	65.8%	60.0%
Minority interest	0.1	3.8	4.5	(97.4%)	(15.6%)
Other (expense) income	\$(100.3)	\$(52.6)	\$31.3	90.7%	-

Miscellaneous Income

2007 Compared with 2006:

The \$21.3 million increase in miscellaneous income was primarily driven by:

- An \$11.5 million increase in pre-tax equity earnings from Integrys Energy Group's 34.5% ownership interest in ATC.
- A \$5.7 million decrease in pre-tax losses recognized for the year related to Integrys Energy Services' investment in a synthetic fuel facility. Integrys Energy Services took less production from this facility in 2007 compared with 2006.
- A \$3.8 million increase in foreign currency gains at Integrys Energy Services' Canadian subsidiaries, which was offset by related losses in gross margin. These transactions are substantially hedged from an economic perspective, resulting in no significant impact on income (loss) available for common shareholders.
- An increase of \$2.9 million, partially due to an increase in interest income recognized related to the transmission facilities WPSC is funding on ATC's behalf pending the start-up of Weston 4.
- A decrease due to the \$6.2 million pre-tax gain recognized from the sale of Integrys Energy Group's one-third interest in Guardian Pipeline, LLC in the second quarter of 2006.

2006 Compared with 2005:

Miscellaneous income decreased \$46.0 million driven primarily by:

- Approximately \$41 million of realized gains on nuclear decommissioning trust assets recorded during the year ended December 31, 2005. Pursuant to regulatory practice, the increase in miscellaneous income related to these realized gains was offset by a corresponding increase in decommissioning expense in 2005.
- Integrys Energy Services' equity investment in a synthetic fuel facility contributed an additional \$11.3 million decrease in miscellaneous income, driven in part by additional synthetic fuel production procured in 2006 from our partners in this facility.
- Pre-tax gains recognized on land sales decreased \$8.0 million, from \$10.3 million in 2005 to \$2.3 million in 2006.
- These decreases were partially offset by a \$13.9 million increase in pre-tax equity earnings from ATC and a \$6.2 million pre-tax gain recognized from the sale of Integrys Energy Group's one-third interest in Guardian Pipeline, LLC.

Interest Expense

2007 Compared with 2006:

Interest expense increased \$65.3 million as a result of:

- Interest expense of \$30.3 million recorded at PGL and NSG from February 22, 2007 through December 31, 2007.
- The remaining increase in interest expense was driven by an increase in short-term and long-term borrowings required to fund the acquisitions of the natural gas distribution operations in Michigan and Minnesota, higher working capital requirements at Integrys Energy Services, and transaction and transition costs related to the merger with PEC.

2006 Compared with 2005:

Interest expense increased \$37.2 million due primarily to:

- An increase in the average amount of both short-term and long-term debt outstanding and higher average short-term interest rates. During 2006, borrowings were primarily utilized to fund the purchase of natural gas distribution operations in Michigan and Minnesota, the construction of Weston 4, and for working capital requirements at Integrys Energy Services.

Minority Interest

2007 Compared with 2006:

A decrease of \$3.7 million in minority interest related to Integrys Energy Services' synthetic fuel operations. In 2007, Integrys Energy Services' partner elected to stop receiving production from the synthetic fuel facility and, therefore, did not share in losses from this facility.

2006 Compared with 2005:

Minority interest related to Integrys Energy Services' synthetic fuel operation did not significantly change for the year ended December 31, 2006 compared to the same period in 2005.

Provision for Income Taxes

	Year Ended December 31,		
	2007	2006	2005
Effective Tax Rate	32.2%	22.9%	20.8%

The 2007 increase in the effective tax rate was driven by a decrease in Section 29/45K federal tax credits recognized in 2007 compared with 2006. The decrease in Section 29/45K federal tax credits recognized was driven by the impact of high oil prices on our ability to realize the benefit of Section 29/45K federal tax credits. Section 29/45K federal tax credits recognized from the production and sale of synthetic fuel were \$13.6 million in 2007, compared with \$29.5 million in 2006.

The 2006 increase in the effective tax rate was driven by a higher effective state tax rate, primarily related to the acquisition of regulated natural gas operations in Minnesota and also due to a loss in value of various state net operating loss carryforwards. Section 29/45K federal tax credits from the production and sale of synthetic fuel increased \$3.4 million to \$29.5 million in 2006, to partially offset the increase in effective tax rate.

Discontinued Operations, Net of Tax

2007 Compared with 2006:

Income from discontinued operations, net of tax, increased \$66.0 million, from after-tax income of \$7.3 million in 2006 to after-tax income of \$73.3 million in 2007.

- In September 2007, Integrys Energy Group completed the sale of PEP for approximately \$879.1 million. Post-closing adjustments in the amount of \$9.9 million were settled in February 2008 related to this sale, which reduced the sale price to \$869.2 million. These post-closing adjustments were funded through other current liabilities at December 31, 2007. During the year ended December 31, 2007, \$58.5 million of income from discontinued operations was recognized related to PEP, which included an after-tax gain of \$7.6 million on the sale.
- Discontinued operations, net of tax, related to WPS Niagara Generation, LLC (Niagara), which was sold in January 2007, increased \$14.4 million, from income of \$0.4 million in 2006 to income of \$14.8 million in 2007. The increase in income generated from Niagara was mostly due to a \$14.7 million after-tax gain on the sale of the facility.
- Partially offsetting these increases were discontinued operations related to Sunbury Generation, LLC (Sunbury). Income from discontinued operations related to Sunbury was \$6.9 million for the period January 1, 2006, through the date of sale in July 2006, including a \$12.5 million after-tax gain on the sale of this facility.

2006 Compared with 2005:

Income from discontinued operations, net of tax, decreased \$4.2 million, from after-tax income of \$11.5 million in 2005 to after tax income of \$7.3 million in 2006.

- Discontinued operations, net of tax, related to Sunbury decreased \$2.2 million, from income of \$9.1 million in 2005, to income of \$6.9 million in 2006. The \$6.9 million of income recorded in 2006 included a \$12.5 million after-tax gain on the sale of Sunbury, which was sold in July 2006.

- Discontinued operations, net of tax, related to WPS Niagara Generation, LLC decreased \$2.0 million, from income of \$2.4 million in 2005 to income of \$0.4 million in 2006. The decrease in income generated from WPS Niagara Generation was mostly due to a decrease in the average price per megawatt sold from this facility in 2006 compared to 2005.

Cumulative Effect of Change in Accounting Principles

2006 compared with 2005:

In March 2005, the FASB issued Interpretation No. 47, "Accounting for Conditional Asset Retirement Obligations." This Interpretation clarifies when companies are required to recognize conditional legal asset retirement obligations that result from the acquisition, construction, and normal operation of a long-lived asset. Because the accounting for conditional asset retirement obligations had been interpreted differently between companies, SFAS No. 143, "Accounting for Asset Retirement Obligations," had been inconsistently applied in practice.

The adoption of Interpretation No. 47 at Integrys Energy Services on December 31, 2005, resulted in a negative \$1.6 million after-tax cumulative effect of change in accounting principle, related to recording a liability for asbestos remediation at certain of Integrys Energy Services' generation plants. For the utility segments of Integrys Energy Group, we concluded it was probable that any differences between expenses under Interpretation No. 47 and expenses currently recovered through customer rates will be recoverable in future customer rates. Accordingly, the adoption of this statement had no impact on the utility segment's income.

BALANCE SHEET

Net accounts receivable increased \$368.0 million (35.5%), from \$1,037.3 million at December 31, 2006, to \$1,405.3 million at December 31, 2007, primarily due to the following:

- At December 31, 2007, PGL and NSG had a net accounts receivable balance of \$196.0 million.
- Net accounts receivable at Integrys Energy Services increased \$83.5 million, driven primarily by the integration of PEC's nonregulated business into Integrys Energy Services, as well as continued growth in Integrys Energy Services' business in 2007.
- Net accounts receivable at WPSC increased \$84.7 million (49.8%), primarily due to an \$82.3 million receivable from ATC pertaining to transmission facilities required to support Weston 4 that WPSC is funding on their behalf pending completion of Weston 4. At December 31, 2006, the amount owed to WPSC by ATC was \$20.8 million and was included as a component of other long-term assets. At December 31, 2007, the \$20.8 million was reflected as a receivable from ATC as was the \$61.5 million of incremental funding that was incurred in 2007.

Accrued unbilled revenues increased \$279.9 million (151.5%), from \$184.8 million at December 31, 2006, to \$464.7 million at December 31, 2007, primarily driven by combined accrued unbilled revenues of \$155.1 million at PGL and NSG at December 31, 2007. Accrued unbilled revenues at Integrys Energy Services also increased \$108.9 million, driven by the integration of PEC's nonregulated business into Integrys Energy Services, as well as continued growth in Integrys Energy Services' business in 2007.

Inventories increased \$207.1 million (45.4%), from \$456.3 million at December 31, 2006, to \$663.4 million at December 31, 2007. The inventory balance at Integrys Energy Services increased \$139.9 million (48.6%), due to the addition of PEC's nonregulated business as well as an increase in storage volumes related to continued growth of Integrys Energy Services' natural gas business in new and existing markets. The inventory balance at PGL and NSG was \$93.8 million at December 31, 2007.

At December 31, 2007, compared to December 31, 2006, total assets from risk management activities decreased \$76.8 million (5.6%) and total liabilities from risk management activities decreased \$80.9 million (6.4%). The decrease in assets and liabilities from risk management activities was driven by timing of mark-to-market gain and loss recognition on the underlying contracts. Although total risk management assets and liabilities decreased, long-term risk management assets and liabilities increased at December 31, 2007, compared to December 31, 2006. This increase related to more emphasis on structured origination contracts, which are physical, customer based agreements with municipalities, merchant generators, and regulated utilities, and are generally longer term in nature.

Total regulatory assets increased \$805.2 million (183.5%), from \$438.8 million at December 31, 2006, to \$1,244.0 million at December 31, 2007, primarily attributed to a \$656.1 million increase in the regulatory asset related to environmental remediation costs and a \$63.2 million increase in the regulatory asset for pension and post-retirement benefit related items. The increase in the environmental related regulatory asset related to estimated costs of future natural gas remediation for several manufactured gas plant sites at PGL and NSG. See Note 17, "*Commitments and Contingencies*," for more information. The increase in the regulatory asset related to pension and postretirement benefit related items was driven by the merger with PEC and changes Integrys Energy Group made to certain of its retirement benefit plans. See Note 19, "*Employee Benefit Plans*," for more information.

Net property, plant, and equipment increased \$1,929.0 million (76.1%), from \$2,534.8 million at December 31, 2006, to \$4,463.8 million at December 31, 2007, due primarily to the following:

- Net property, plant, and equipment related to PGL and NSG at December 31, 2007 was \$1,788.6 million.
- Net property, plant, and equipment at WPSC increased \$106.0 million. WPSC's capital expenditures in 2007 were \$221.1 million, in part due to \$100.3 million of capital expenditures related to the construction of Weston 4 and the purchase of unit trains for this facility, partially offset by depreciation and amortization expense of \$96.4 million in 2007.

The \$644.0 million (212.0%) increase in goodwill from December 31, 2006, to December 31, 2007, is primarily related to goodwill recorded in conjunction with the PEC merger. See Note 11, "*Goodwill and Other Intangible Assets*," for more information.

The change in pension and post-retirement assets and liabilities recorded on the Consolidated Balance Sheets was driven by the PEC merger as well as changes Integrys Energy Group made to certain of its retirement benefit plans, as well as changes made to the assumptions used to measure these plans at December 31, 2007, compared with December 31, 2006. See Note 19, "*Employee Benefit Plans*," for more information.

Detailed explanations for changes in the short-term and long-term debt balances at December 31, 2007, compared to December 31, 2006, are included in Note 13, "*Short-term Debt and Lines of Credit*," and Note 14, "*Long-Term Debt*."

Accounts payable increased \$382.4 million (40.3%), from \$949.4 million at December 31, 2006, to \$1,331.8 million at December 31, 2007. Accounts payable recorded at PGL and NSG at December 31, 2007 was \$197.0 million. Accounts payable at Integrys Energy Services increased \$177.8 million, driven by the addition of PEC's nonregulated business (\$120.6 million of accounts payable related to PEC's nonregulated operations was assumed on the merger date). Accounts payable at Integrys Energy Services also increased as a result of an increase in natural gas purchases in the fourth quarter of 2007, compared with the same quarter of 2006, due to general business growth.

Other current liabilities increased \$304.0 million (168.8%), from \$180.1 million at December 31, 2006, to \$484.1 million at December 31, 2007, primarily due to an increase in liabilities related to vacation, salaries, and other general expenses related to the PEC merger.

Environmental remediation liabilities increased \$609.8 million (636.5%), from \$95.8 million at December 31, 2006, to \$705.6 million at December 31, 2007. The increase related to estimated costs of future natural gas remediation for several manufactured gas plant sites at PGL and NSG. PGL and NSG anticipate that natural gas plant site remediation costs will be collected in rates; therefore, an offsetting regulatory asset has been recorded. See Note 17, "Commitments and Contingencies," for more information.

LIQUIDITY AND CAPITAL RESOURCES

We believe that our cash balances, liquid assets, operating cash flows, access to equity capital markets and borrowing capacity made available because of strong credit ratings, when taken together, provide adequate resources to fund ongoing operating requirements and future capital expenditures related to expansion of existing businesses and development of new projects. However, our operating cash flow and access to capital markets can be impacted by macroeconomic factors outside of our control. In addition, our borrowing costs can be impacted by short-term and long-term debt ratings assigned by independent rating agencies. Currently, we believe our ratings are among the best in the energy industry (see "Financing Cash Flows - Credit Ratings" below).

Operating Cash Flows

During 2007, net cash provided by operating activities was \$238.5 million, compared with \$72.9 million in 2006. The \$165.6 million increase in net cash provided by operating activities was driven by a \$84.0 million decrease in working capital requirements year-over-year. It is important to note that changes in working capital balances at February 21, 2007, as a result of the PEC merger are not incorporated in the Consolidated Statement of Cash Flows, as the merger was a noncash transaction. Only PEC changes in working capital from the merger date to December 31, 2007 are included. Inventory levels at Integrys Energy Services increased from December 31, 2006 to December 31, 2007, but this change was less than the increase from December 31, 2005 to December 31, 2006, driving the majority of the decrease in working capital requirements. Integrys Energy Services continued to see growth in its natural gas business in both new and existing markets. The year-over-year change in natural gas inventories at the regulated utilities was not significant. The remaining increase in net cash provided by operating activities was driven by a year-over-year increase in income available for common shareholders.

During 2006, net cash provided by operating activities was \$72.9 million, compared with \$77.4 million in 2005. The \$4.5 million decrease in net cash provided by operating activities was driven by an \$88.2 million increase in cash required to fund working capital requirements, primarily due to an increase in natural gas inventories at Integrys Energy Services. Natural gas in storage at Integrys Energy Services increased \$85.2 million primarily related to a 121% increase in natural gas volumes in storage at December 31, 2006, compared to December 31, 2005 (partially offset by a 20% decrease in the average cost of inventory in storage). Integrys Energy Services chose to purchase more natural gas for storage due to high natural gas storage spreads (future natural gas sales prices were higher than the near term price of natural gas). The increase in cash used to fund higher Integrys Energy Services natural gas inventories was partially offset at the regulated utilities by cash used to fund costs incurred in 2005 related to the unplanned outage at Kewaunee, the start-up of MISO, and coal shortages.

Investing Cash Flows

Net cash used for investing activities was \$451.5 million in 2007, compared with \$1,030.1 million in 2006. The \$578.6 million decrease was driven by \$659.3 million of cash used by Integrys Energy Group to acquire natural gas operations in Michigan and Minnesota in 2006. Also contributing \$44.0 million to the decrease in net cash used for investing activities in 2007 was WPSC's liquidation of the cash that was deposited into an escrow account in 2006, which was used for the payment of the outstanding principal balance of first mortgage bonds in January 2007 (discussed below in significant financing activities). Partially offsetting these decreases were \$58.4 million of proceeds received from the sale of our

investment in Guardian Pipeline LLC and WPS ESI Gas Storage, LLC in 2006 and a \$50.6 million year-over-year increase in capital expenditures (discussed below).

Net cash used for investing activities was \$1,030.1 million in 2006, compared with \$148.8 million in 2005. The \$881.3 million year-over-year increase was primarily due to \$659.3 million of cash paid in 2006 for the acquisition of the Michigan and Minnesota natural gas distribution operations from Aquila, \$112.5 million of proceeds received in 2005 related to the sale of Kewaunee, \$127.1 million of proceeds received in 2005 from the liquidation of the related non-qualified decommissioning trust, and \$95.1 million of proceeds received in 2005 from DPC upon closing of the sale of a 30% ownership interest in Weston 4. Also contributing to the increase was \$22.0 million of cash deposited into an escrow account in 2006 for the payment of the outstanding principal balance of first mortgage bonds in January 2007. Partially offsetting the increase in cash used for investing activities was a \$71.9 million decrease in capital expenditures (discussed below), proceeds of \$38.5 million received in 2006 from the sale of the company's one-third interest in Guardian Pipeline, LLC, and proceeds of \$19.9 million received in 2006 from the sale of WPS ESI Gas Storage, LLC.

Capital Expenditures

Capital expenditures by business segment for the years ended December 31, 2007, 2006, and 2005 were as follows:

Reportable Segment (millions)	Years Ended December 31,		
	2007	2006	2005
Electric utility	\$202.6	\$282.1	\$373.9
Natural gas utility	158.8	54.6	36.4
Integrus Energy Services	20.5	5.5	2.7
Holding company and other	10.7	(0.2)	0.9
Integrus Energy Group consolidated	\$392.6	\$342.0	\$413.9

The decrease in capital expenditures at the electric utility in 2007 compared with 2006 was mainly due to a decrease in capital expenditures associated with the construction of Weston 4. The increase in capital expenditures at the natural gas utility was primarily driven by capital requirements of PGL and NSG, which were acquired in the merger with PEC on February 21, 2007. Capital expenditures in 2007 for PGL and NSG related mainly to the natural gas distribution systems. The increase in capital expenditures at Integrus Energy Services was due to capital required to open new offices in Colorado, Michigan, and Washington, D.C., as well as to move the Chicago office; improvements at various generation facilities; new systems infrastructure; and the Winnebago Energy Center landfill gas project. The increase in capital expenditures at the Holding Company and Other segment was driven by the purchase of a corporate airplane.

The decrease in capital expenditures at the electric utility in 2006 compared with 2005 was mainly due to lower capital expenditures associated with the construction of Weston 4. The increase in capital expenditures at the natural gas utility was related to a combined \$20.1 million of capital expenditures incurred by MGUC and MERC for natural gas mains.

Financing Cash Flows

Net cash used for financing activities was \$459.2 million in 2007, compared with net cash provided by financing activities of \$891.7 million in 2006. The \$1.4 billion change was driven by \$458.0 million of short-term debt borrowings during 2006, compared with the repayment of \$463.7 million of short-term debt in 2007. In 2007, Integrus Energy Group was able to pay down short-term debt with a portion of the proceeds received from the sale of PEP. The remaining net change in financing activity was driven by a \$321.8 million decrease in long-term debt issuances year-over-year and a \$119.0 million year-over-year decrease in common stock issued. Short-term borrowings in 2006 and the long-term debt and stock

issuances in 2006 were used primarily for the acquisitions of the natural gas distribution operations in Michigan and Minnesota. An \$81.0 million increase in dividends paid in 2007, compared with 2006, was driven by an increase in shares outstanding and higher dividend rates. These items were partially offset by natural gas loan proceeds at Integrys Energy Services of \$34.4 million in 2007, compared with repayment of \$68.4 million of natural gas loans during 2006. An increase in natural gas spreads made it more conducive to enter into natural gas loan deals in 2007 compared with 2006.

Net cash provided by financing activities was \$891.7 million in 2006, compared with net cash related to financing activities of \$0 in 2005. The change was primarily attributed to a \$458.0 million increase in short-term debt and the issuance of \$447.0 million of long-term debt in 2006. Increased borrowings were used primarily for the acquisitions of the natural gas distribution operations in Michigan and Minnesota, construction expenditures related to Weston 4, working capital requirements at Integrys Energy Services, and other general corporate purposes.

Significant Financing Activities

Dividends paid increased in 2007 compared with 2006 as a result of the merger with PEC. Integrys Energy Group issued 31.9 million shares of common stock as part of the merger and increased the dividend paid per share. The quarterly common stock dividend was increased from 57.5 cents per share to 66 cents per share in 2007. In February 2008, Integrys Energy Group increased its quarterly common stock dividend to 67 cents per share.

Integrys Energy Group had outstanding commercial paper borrowings of \$308.2 million and \$562.8 million at December 31, 2007, and 2006, respectively. Integrys Energy Group had other outstanding short-term debt of \$160.0 million as of December 31, 2007, and 2006. In April 2006, Integrys Energy Services entered into a \$150.0 million credit agreement, which has been renewed to April 2008, to finance its margin requirements related to natural gas and electric contracts traded on the NYMEX and the ICE, as well as the cost of natural gas in storage and for general corporate purposes. As of December 31, 2007 and 2006, \$150.0 million of borrowings were outstanding under this credit agreement, which is guaranteed by Integrys Energy Group.

In 2007, 2006, and 2005 Integrys Energy Group issued new shares of common stock under its Stock Investment Plan and under certain stock-based employee benefit and compensation plans. As a result of these plans, equity increased \$45.7 million, \$25.0 million, and \$29.0 million in 2007, 2006, and 2005, respectively. Integrys Energy Group did not repurchase any existing common stock during 2007, 2006, or 2005.

In November 2007, WPSC issued \$125.0 million of 5.65%, 10-year senior notes. The net proceeds from the issuance of the senior notes were used to fund construction costs and capital additions, reduce short-term indebtedness, as well as for general corporate utility purposes.

On December 14, 2006, the Village of Weston, Wisconsin, issued \$22.0 million of 3.95% Pollution Control Refunding Revenue Bonds and loaned the proceeds from the sale of the bonds to WPSC. In return, WPSC issued \$22.0 million of 3.95% senior notes, due in 2013, to the Village of Weston. At December 31, 2006, the \$22.0 million of proceeds received from the Village of Weston were classified as restricted cash. In January 2007, WPSC used the restricted cash to repay the outstanding principal balance of its 6.90% first mortgage bonds which originally were to mature in 2013.

In December 2006, WPSC issued \$125.0 million of 5.55% 30-year senior notes. The net proceeds from the issuance of the senior notes were used for general corporate utility purposes, including funding construction costs and capital additions and reducing short-term indebtedness.

On December 1, 2006, Integrys Energy Group issued \$300.0 million of junior subordinated notes. Interest has been fixed at 6.22% through the use of forward-starting interest rate swaps. For more information on the junior subordinated notes, see Note 14, "Long-Term Debt."

In November 2005, Integrys Energy Group entered into a forward equity sale agreement with an affiliate of J.P. Morgan Securities, Inc., as forward purchaser, relating to 2.7 million shares of Integrys Energy Group's common stock. On May 10, 2006, Integrys Energy Group physically settled the forward equity agreement by issuing 2.7 million shares of common stock, and received proceeds of \$139.6 million. The proceeds were used to pay down commercial paper borrowings.

In November 2005, Integrys Energy Group issued and sold 1.9 million shares of common stock at a public offering price of \$53.70 per share. The proceeds of \$98.3 million, net of underwriting discounts and commissions, were used to reduce short-term debt and fund equity contributions to subsidiary companies.

In June 2005, \$62.9 million of non-recourse debt at an Integrys Energy Services subsidiary that was used to finance the purchase of Sunbury was restructured to a five-year Integrys Energy Group obligation in connection with the sale of Sunbury's allocated emission allowances. An additional \$2.7 million drawn on a line of credit at Integrys Energy Services was rolled into the five-year Integrys Energy Group obligation. The floating interest rate on the total five-year Integrys Energy Group obligation of \$65.6 million was fixed at 4.595% through two interest rate swaps.

Credit Ratings

Integrys Energy Group uses internally generated funds and commercial paper borrowings to satisfy most of its capital requirements. Integrys Energy Group also periodically issues long-term debt and common stock to reduce short-term debt, maintain desired capitalization ratios, and fund future growth. Integrys Energy Group may seek nonrecourse financing for funding nonregulated acquisitions. Integrys Energy Group's commercial paper borrowing program provides for working capital requirements of the nonregulated businesses, PEC, UPPCO, MGUC, and MERC. WPSC and PGL have their own commercial paper borrowing programs. NSG provides for its working capital needs through inter-company borrowings. WPSC periodically issues long-term debt, receives equity contributions from Integrys Energy Group, and makes payments for returns of capital to Integrys Energy Group to reduce short-term debt, fund future growth, and maintain capitalization ratios as authorized by the PSCW. PGL and NSG periodically issue long-term debt in order to reduce short-term debt, refinance maturing securities, maintain desired capitalization ratios, and fund future growth. The specific forms of long-term financing, amounts, and timing depend on business needs, market conditions, and other factors.

The current credit ratings for Integrys Energy Group, WPSC, PEC, PGL, and NSG are listed in the table below.

Credit Ratings	Standard & Poor's	Moody's
Integrys Energy Group		
Issuer credit rating	A-	n/a
Senior unsecured debt	BBB+	A3
Commercial paper	A-2	P-2
Credit facility	n/a	A3
Junior subordinated notes	BBB	Baa1
WPSC		
Issuer credit rating	A	A1
First mortgage bonds	A+	Aa3
Senior secured debt	A	Aa3
Preferred stock	BBB+	A3
Commercial paper	A-2	P-1
Credit facility	n/a	A1
PEC		
Issuer credit rating	A-	n/a
Senior unsecured debt	BBB+	A3
PGL		
Issuer credit rating	A-	n/a
Senior secured debt	A-	A1
Commercial paper	A-2	P-1
NSG		
Issuer credit rating	A-	n/a
Senior secured debt	A	A1

We believe these ratings continue to be among the best in the energy industry and allow us to access commercial paper and long-term debt markets on favorable terms. Credit ratings are not recommendations to buy and are subject to change, and each rating should be evaluated independently of any other rating.

In December 2007, Standard & Poor's and Moody's withdrew the ratings assigned to PEC's commercial paper at the request of Integrys Energy Group.

On November 13, 2007, Standard & Poor's revised the outlook on Integrys Energy Group and all of its subsidiaries to stable from negative. Standard & Poor's outlook had been negative since February 21, 2007 for all Integrys Energy Group companies, as discussed below. The revised outlook reflects Integrys Energy Group's progress to improve its financial position and business profiles since its one-notch downgrade on February 21, 2007. On November 13, 2007, Standard & Poor's also reaffirmed its A rating on WPSC's senior secured debt.

On September 6, 2007, Standard & Poor's raised the senior secured debt for NSG one notch from A- to A. The new rating was the result of a review and changes made to the collateral coverage requirements Standard and Poor's uses when assigning recovery ratings to United States Utility First Mortgage Bonds.

On February 21, 2007, Standard & Poor's lowered the corporate credit rating on Integrys Energy Group to A- from A and removed it from CreditWatch with negative implications. Standard & Poor's also lowered Integrys Energy Group's unsecured ratings to BBB+ from A and all other issue-specific ratings by one notch. Standard & Poor's stated that the ratings actions were due to concerns related to plans to expand its energy marketing business, the dividend requirements resulting from the PEC merger, moderate capital expenditure requirements, lower than expected performance at MGUC and MERC, uncertainty regarding future rate relief, and full integration of the newly acquired PEC utilities. At the same time, Standard & Poor's lowered all WPSC's issue-specific ratings by one notch as they stated "WPSC's liquidity is being pressured by its ongoing construction program." Standard & Poor's affirmed all PEC,

PGL, and NSG ratings. Standard & Poor's outlook for all Integrys Energy Group related companies was negative pending successful integration of recent acquisitions.

On February 21, 2007, Moody's downgraded the senior unsecured rating of Integrys Energy Group to A3 from A1, the bank credit facility to A3 from A1, the commercial paper rating to Prime-2 from Prime-1, and the junior subordinated notes to Baa1 from A2. Moody's also downgraded WPSC's senior secured rating to Aa3 from Aa2, its senior unsecured bank credit facility to A1 from Aa3, and its preferred stock to A3 from A2 and confirmed WPSC's commercial paper rating at Prime-1. At the same time, Moody's affirmed the ratings of PGL and NSG. Moody's actions to downgrade were due to concerns about increases in Integrys Energy Group's consolidated debt levels and business risk profile evidenced by the increased scale and scope of the post merger non-regulated energy marketing business plus the entry into the historically more challenging regulatory jurisdiction of Illinois. Moody's outlook for all Integrys Energy Group related companies is stable.

On February 21, 2007, Moody's also upgraded the senior unsecured rating of PEC to A3 from Baa2, conforming it with those of Integrys Energy Group, and affirmed all other ratings for PEC. Moody's actions to upgrade the senior unsecured rating were due to the expected business risk improvement from the merger with Integrys Energy Group, which resulted in the sale of PEP and transferred PEC's energy and marketing business to Integrys Energy Services, leaving PEC holding only the two regulated subsidiaries, PGL and NSG. In addition, the upgrade reflects Integrys Energy Group's guaranty of the \$325.0 million of PEC 6.90% notes due in 2011.

Discontinued Operations

Net cash provided by discontinued operations was \$690.2 million in 2007 and \$61.0 million in 2006. The increase in net cash provided by discontinued operations was driven by approximately \$879.1 million of proceeds received from the sale of PEP in the third quarter of 2007. Post-closing adjustments in the amount of \$9.9 million were settled in February 2008 related to this sale, which reduced the sale price to \$869.2 million. These post-closing adjustments were funded through other current liabilities at December 31, 2007 and, therefore, are included in Note 1(d), "Cash and Cash Equivalents," as a non-cash transaction.

Net cash provided by discontinued operations was \$61.0 million in 2006 and \$59.1 million in 2005. The increase in cash provided by discontinued operations in 2006 was driven by a decrease in cash paid for emission allowances required to operate Sunbury in 2006, compared with 2005 (substantially all of the emission allowances required to operate Sunbury through the 2006 sale were purchased in 2005), and by the \$33.6 million of proceeds received from the sale of Sunbury in 2006. These increases were partially offset by \$110.9 million of proceeds received from the sale of Sunbury's allocated emission allowances in 2005 (which was partially offset by income taxes paid related to the gain on the sale of these emission allowances).

Future Capital Requirements and Resources

Contractual Obligations

The following table summarizes the contractual obligations of Integrys Energy Group, including its subsidiaries.

Contractual Obligations As of December 31, 2007 (Millions)	Total Amounts Committed	Payments Due By Period			
		2008	2009-2010	2011-2012	2013 and Thereafter
Long-term debt principal and interest payments ⁽¹⁾	\$ 3,642.2	\$ 186.5	\$ 522.2	\$ 910.6	\$2,022.9
Operating lease obligations	43.7	8.3	13.4	12.4	9.6
Commodity purchase obligations ⁽²⁾	6,986.7	3,352.6	2,102.8	784.7	746.6
Purchase orders ⁽³⁾	349.1	336.1	9.4	2.5	1.1
Other ⁽⁴⁾	379.5	72.1	79.8	40.0	187.6
Total contractual cash obligations	\$11,401.2	\$3,955.6	\$2,727.6	\$1,750.2	\$2,967.8

⁽¹⁾ Represents bonds issued, notes issued, and loans made to Integrys Energy Group and its subsidiaries. All principal obligations are recorded on the Consolidated Balance Sheet. For purposes of this table, it is assumed that the interest rates on variable rate debt at December 31, 2007 will remain in effect until the debt matures.

⁽²⁾ Energy supply contracts at Integrys Energy Services included as part of commodity purchase obligations are generally entered into to meet obligations to deliver energy to customers. WPSC, UPPCO, MGUC, MERC, PGL, and NSG expect to recover the costs of their contracts in future customer rates.

⁽³⁾ Includes obligations related to normal business operations and large construction obligations, including 100% of Weston 4 obligations. The sale of a 30% interest in Weston 4 to DPC was completed in November 2005, but WPSC retains the legal obligation to initially remit payment to third parties for 100% of all construction costs incurred, 30% of which will subsequently be billed to DPC.

⁽⁴⁾ Mainly represents expected pension and postretirement funding obligations.

The table above does not reflect any payments related to the manufactured gas plant remediation liability of \$704.2 million at December 31, 2007, as the amount and timing of payments are uncertain. See Note 17, "Commitments and Contingencies," for more information about environmental liabilities. Also, the table does not reflect any payments for our liability at December 31, 2007, for unrecognized tax benefits. See Note 16, "Income Taxes," for more information about this liability.

Capital Requirements

Estimated construction expenditures by company for the three-year period 2008 through 2010 are as follows:

(Millions)

WPSC	
Environmental projects	\$ 300.4
Wind generation projects	252.0
Electric and natural gas distribution projects	223.2
Natural gas laterals to connect to Guardian pipeline	65.4
Weston 4 ⁽¹⁾	18.9
Other projects	131.9
UPPCO	
Electric distribution projects and repairs and safety measures at hydroelectric facilities	54.4
MGUC	
Natural gas pipe distribution system and underground natural gas storage facilities	21.9
MERC	
Natural gas pipe distribution system	50.1
PGL	
Natural gas pipe distribution system and underground natural gas storage facilities ⁽²⁾	451.0
NSG	
Natural gas pipe distribution system	30.5
Integrys Energy Services	
Miscellaneous projects and landfill natural gas project	22.2
IBS	
Corporate services infrastructure projects	80.3
Total capital expenditures	\$1,702.2

⁽¹⁾ As of December 31, 2007, WPSC has incurred a total cost of approximately \$516 million related to its ownership interest in the project. WPSC has incurred approximately \$77 million and expects to incur an additional \$16 million related to the construction of the transmission facilities required to support Weston 4. ATC will reimburse WPSC for these transmission facilities and related carrying costs (approximately \$8 million in carrying costs) when Weston 4 becomes operational. Weston 4 is scheduled to be placed in service in the first quarter of 2008.

⁽²⁾ Includes approximately \$100 million of expenditures related to the accelerated replacement of cast iron mains at PGL. The expenditures were initially included in a request for recovery in a rider to PGL's rate case; however, the ICC rejected the rider. The company is investigating alternative recovery options. See Note 23, "Regulatory Environment," for more information on the PGL rate case.

Integrys Energy Group expects to provide additional capital contributions to ATC (not included in the above table) of approximately \$47 million for the period 2008 through 2010.

All projected capital and investment expenditures are subject to periodic review and revision and may vary significantly from the estimates depending on a number of factors, including, but not limited to, industry restructuring, regulatory constraints, acquisition opportunities, market volatility, and economic trends. Other capital expenditures for Integrys Energy Group and its subsidiaries for 2008 through 2010

could be significant depending on its success in pursuing development and acquisition opportunities. When appropriate, Integrys Energy Group may seek nonrecourse financing for a portion of the cost of these acquisitions.

Capital Resources

As of December 31, 2007, Integrys Energy Group and each of its subsidiaries were in compliance with all of their respective covenants under their lines of credit and other debt obligations.

For the period 2008 through 2010, Integrys Energy Group plans to use internally generated funds net of forecasted dividend payments, cash proceeds from asset sales, and debt and equity financings to fund capital requirements. Integrys Energy Group plans to maintain current debt to equity ratios at appropriate levels to support current credit ratings and corporate growth. Management believes Integrys Energy Group has adequate financial flexibility and resources to meet its future needs.

See Note 13, "*Short-Term Debt and Lines of Credit*," for more information on our credit facilities and other short-term credit agreements.

In April 2006, Integrys Energy Group filed a shelf registration under the new SEC securities offering reform rules for the ability to issue debt, equity, and certain types of hybrid securities. This shelf registration statement includes the unused capacity remaining under Integrys Energy Group's prior registration statement. Specific terms and conditions of securities issued will be determined prior to the actual issuance of any specific security. Under the new SEC securities offering reform rules, Integrys Energy Group will be able to issue securities under this registration statement for three years. Integrys Energy Group's Board of Directors has authorized issuance of up to \$700 million of equity, debt, or other securities under this shelf registration statement, \$300 million of which was used in December 2006 when Integrys Energy Group issued junior subordinated notes.

In May 2004, WPSC filed a shelf registration with the SEC authorizing the issuance of up to \$350 million of senior debt securities. WPSC issued \$125 million of senior debt securities under this registration statement in December 2006 and an additional \$125 million of senior debt securities under this registration statement in November 2007, leaving existing capacity under the registration statement of \$100 million as of December 31, 2007.

Other Future Considerations

Asset Management Strategy

Integrys Energy Group continues to pursue alternatives for the sale of the balance of its identified real estate holdings no longer needed for operation.

Regulatory Matters and Rate Trends

To mitigate the volatility of electric fuel generation and purchased power costs in 2008 and beyond, WPSC is employing risk management techniques pursuant to its PSCW approved Risk Plan and Policy, including the use of derivative instruments such as futures and options.

In WPSC's retail electric rate case proceeding for 2006, the PSCW applied a "financial harm" test when considering the rate recovery of certain costs previously authorized for deferred accounting treatment. The PSCW has not applied a financial harm test previously when considering the rate recovery of costs that were previously authorized for deferral. In WPSC's rate case proceeding for 2006, after applying the financial harm test, the PSCW disallowed rate recovery of the 2004 extended outage at Kewaunee. The PSCW also disallowed recovery of 50% of the pre-tax loss realized on the sale of Kewaunee. None of these disallowed costs were found to be imprudent by the PSCW. Notwithstanding the PSCW's decision on these Kewaunee related deferred costs, WPSC still believes it is probable that all regulatory assets recorded at December 31, 2007, will be collected from ratepayers.

Forecasting and monitoring of fuel costs have become extremely difficult for both the PSCW and WPSO. These challenges can be attributed to the implementation of the MISO Day 2 market and volatility in natural gas prices. In 2005, the PSCW received several applications from various Wisconsin electric utilities under the PSCW Chapter 116 fuel rules for large rate increases due to increased natural gas prices. In response, on February 7, 2006, the PSCW opened Docket 01-AC-224 to review the fuel rules. On February 1, 2007, the five utilities subject to the current fuel rules filed proposed changes to the fuel rules with the PSCW. The primary proposed change was to replace the trigger mechanism with a true "dead band" of 1%, which would limit a utility's annual exposure or opportunity to a maximum of 1% of fuel costs. On May 3, 2007, the PSCW directed staff to prepare a draft rule revision to PSCW Chapter 116 fuel rules incorporating many of the components of the utilities' proposal, with a 2% bandwidth as opposed to the 1% bandwidth recommended by the utilities. The PSCW staff circulated a draft rule to that effect and the parties have commented on the draft rule. The draft rule is currently awaiting PSCW action.

For a discussion of regulatory filings and decisions, see Note 23, "*Regulatory Environment*."

See Note 9, "*Regulatory Assets and Liabilities*," for a list of regulatory assets and liabilities recorded at December 31, 2007.

Natural Gas Charge Reconciliation Proceedings and Related Matters

For the Integrys Energy Group regulated retail gas operations, the ICC, PSCW, MPUC, and MPSC conduct annual proceedings regarding the reconciliation of revenues from the Gas Charge and related gas costs. In these proceedings, the accuracy of the reconciliation of revenues and costs is reviewed and the prudence of gas costs recovered through the Gas Charge is examined by interested parties.

For additional information on the Gas Charge Reconciliation Proceedings and Related Matters, see Note 17, "*Commitments and Contingencies*."

Industry Restructuring

-Illinois-

The Illinois Attorney General filed a complaint at FERC on March 15, 2007, against 15 power generators and suppliers that won contracts in the auction to supply Commonwealth Edison and the three Ameren utilities. Integrys Energy Services was named in the complaint because it won three tranches of approximately 50 megawatts each in the auction. On August 29, 2007, the Attorney General filed a motion to voluntarily dismiss the pending action at the FERC with prejudice. The FERC ruled on that motion and issued an order dismissing the people's claims based on the Illinois 2006 power auction "with prejudice, and terminating the proceeding."

On the heels of the Illinois Attorney General's complaint filed at FERC, two class action lawsuits were filed by various ratepayers in Cook County. Those complaints, which essentially mirrored the Attorney General's complaint, were removed to federal court. Motions to dismiss these cases filed by the defendants were granted on December 21, 2007, and the cases were dismissed without prejudice.

-Maine-

Integrys Energy Services continues to serve retail customers in both northern and southern Maine by way of direct customer contracts and Standard Offer Service for a number of utilities. Northern Maine customers experienced a significant increase in their energy supply rates starting January 1, 2007. This increase was a result of the competitive bid process conducted in late 2006 whereby Integrys Energy Services was the successful bidder. Integrys Energy Services is currently petitioning the Maine Public Utilities Commission for rate relief as a result of market rule changes in the northern Maine market.

These changes are a part of bidder conditions for the utility Standard Offer Service (default service) that was included in Integrys Energy Services' bid in late 2006.

The legislature is back in session and there are a few bills that will be of interest to Integrys Energy Services, ranging from the creation of a Northern Maine Power Authority, changes/enhancements to transmission investment, encouragement of wind development, and different levels of re-regulation.

New Renewable Portfolio Standard requirements are in effect for the state of Maine. The new standard will cause Competitive Electric Providers to acquire 10% of new renewable generation by 2017. As part of its obligations as an active Competitive Electricity Provider in Maine, Integrys Energy Services is working to meet this obligation with qualified generators.

Seams Elimination Charge Adjustment

For a discussion of SECA, see Note 23, "*Regulatory Environment*."

Income Taxes

-Michigan Taxes-

On July 12, 2007, the Michigan Governor signed legislation that replaced the Single Business Tax with an effective date of January 1, 2008. On September 30, 2007, the Michigan legislature passed, and the governor signed into law, a "SFAS No. 109" amendment to the new Michigan Business Tax (MBT), providing a future tax deduction for existing book-tax differences. This legislation allows companies to record a state deferred tax asset for this future tax deduction, which offsets the state deferred tax liability recorded in the third quarter of 2007 for this new MBT.

On September 30, 2007, the Michigan legislature passed a bill that will expand the state's 6% sales tax to additional services. The Governor signed the legislation on September 30, 2007. On December 1, 2007, the Governor signed legislation that would repeal the previous expansion of the state's sales tax. The same legislation added an annual surcharge to taxpayer's MBT liability. These new provisions discussed above are effective as of January 1, 2008, at which time we began recording the effects on current earnings.

Environmental

See Note 17, "*Commitments and Contingencies*," for a detailed discussion of environmental considerations.

Wisconsin Energy Efficiency and Renewables Act

In March 2006, Wisconsin's Governor signed 2005 Wisconsin Act 141 (2005 Senate Bill 459), the Energy Efficiency and Renewables Act, which requires Wisconsin electric providers to increase the amount of renewable electricity they sell by 2% above their current level before 2010 and 6% above their current level by 2015. The goal is to have 10% of the state's electricity generated from renewable sources by 2015, which is intended to increase the use of renewable energy in Wisconsin, promote the development of renewable energy technologies, and strengthen the state's energy efficiency programs. As of December 31, 2007, approximately 4% of Integrys Energy Group's generation in Wisconsin is from renewable sources. Integrys Energy Group continuously evaluates alternatives for cost effective renewable energy sources and will secure reliable and efficient renewable energy sources to meet both requirements by their respective dates. Currently, WPSC is negotiating a transaction to purchase a 99-megawatt wind generation project, to be constructed in Howard County, Iowa. An agreement with the counterparty is anticipated to be reached in the first quarter of 2008.

Michigan 21st Century Energy Plan

On January 31, 2007, the MPSC Chairman presented the "21st Century Energy Plan" to Michigan's Governor. The plan recognizes the increased need for energy in the next 20 years. The plan proposes an alternative method of receiving pre-construction approval for significant generating plant additions versus the alternative of building a generation plant and then seeking approval for recovery of costs. The plan calls for legislation to implement a 10% renewable energy portfolio standard by 2015 as well as a statewide energy efficiency program. Discussions have moved to the legislature and several bills have been introduced, though none have been enacted at this time.

Midwest Independent Transmission System Operator

WPSC, UPPCO, and Integrys Energy Services are members of the MISO, which operates a financial and physical electric wholesale market in the Midwest. The market pricing is based on a locational marginal pricing system. MISO participants offer their generation and bid their customer load into the market on an hourly basis and on a day ahead basis. This results in net receipts from, or net obligations to, MISO for each hour of each day. MISO aggregates these hourly transactions and provides bi-weekly settlement statements. These disputable settlements have an adjustment period based on the subsequent data which may require billing adjustments resulting in increases or decreases to the net MISO receipt or obligation. For WPSC and UPPCO, it is anticipated that the billing adjustments will be recovered through the state rate recovery process.

New Accounting Pronouncements

See Note 1(v), "New Accounting Pronouncements," for a detailed discussion of new accounting pronouncements.

GUARANTEES AND OFF BALANCE SHEET ARRANGEMENTS

See Note 18, "Guarantees," for information regarding guarantees.

MARKET PRICE RISK MANAGEMENT ACTIVITIES

Market price risk management activities include the electric and natural gas marketing and related risk management activities of Integrys Energy Services, along with oil options used to mitigate the risk of an increase in oil prices. Integrys Energy Services' marketing and trading operations manage electricity and natural gas procurement as an integrated portfolio with its retail and wholesale sales commitments. Derivative instruments are utilized in these operations.

Integrys Energy Services measures the fair value of derivative instruments on a mark-to-market basis. The fair value is included in assets or liabilities from risk management activities on Integrys Energy Group's Consolidated Balance Sheet, with an offsetting entry to other comprehensive income (for the effective portion of cash flow hedges) or to earnings. The following table provides an assessment of the factors impacting the change in the net value of Integrys Energy Services' assets and liabilities from risk management activities for the year ended December 31, 2007.

Integrys Energy Services				
Mark-to-Market Roll Forward				
(Millions)	Oil Options	Natural Gas	Electric	Total
Fair value of contracts at December 31, 2006 ⁽¹⁾	\$(4.7)	\$105.2	\$ 7.1	\$107.6
Plus: Contracts assumed in the merger with PEC	-	6.9	0.5	7.4
Less: Contracts realized or settled during period ⁽²⁾	(4.7)	120.6	(38.8)	77.1
Plus: Changes in fair value of contracts in existence at December 31, 2007 ⁽³⁾	(0.2)	98.0	1.9	99.7
Fair value of contracts at December 31, 2007⁽¹⁾	\$(0.2)	\$ 89.5	\$48.3	\$137.6

(1) Reflects the values reported on the balance sheet for net mark-to-market current and long-term risk management assets and liabilities as of those dates.

(2) Includes the value of contracts in existence at December 31, 2006, that were no longer included in the net mark-to-market assets as of December 31, 2007, along with the amortization of contracts originally accounted for as derivatives and later designated as normal purchases and sales under SFAS No. 133.

(3) Includes unrealized gains and losses on contracts that existed at December 31, 2006, and contracts that were entered into subsequent to December 31, 2006, which are included in Integrys Energy Services' portfolio at December 31, 2007, as well as gains and losses at the inception of contracts when a liquid market exists.

There were, in many cases, offsetting positions entered into and settled during the period resulting in gains or losses being realized during the current period. The realized gains or losses from these offsetting positions are not reflected in the table above.

Market quotes are more readily available for short duration contracts (generally for contracts with a duration of less than five years). The table below shows the sources of fair value and maturities of Integrys Energy Services' risk management instruments.

Integrys Energy Services
Risk Management Contract Aging at Fair Value
As of December 31, 2007 (Millions)

Source of Fair Value	Maturity Less Than 1 Year	Maturity 1 to 3 Years	Maturity 4 to 5 Years	Maturity In Excess of 5 years	Total Fair Value
Prices actively quoted ⁽¹⁾	\$37.2	\$30.8	\$10.8	\$ -	\$ 78.8
Prices provided by external sources ⁽²⁾	7.5	36.9	3.0	-	47.4
Prices based on models and other valuation methods	-	-	-	11.4	11.4
Total fair value	\$44.7	\$67.7	\$13.8	\$11.4	\$137.6

(1) Includes exchange-traded contracts such as NYMEX and ICE contracts and basis swaps.

(2) Includes electric and natural gas contract positions for which pricing information, used by Integrys Energy Services to calculate fair value, is obtained primarily through broker quotes and other publicly available sources.

CRITICAL ACCOUNTING POLICIES

Integrys Energy Group has identified the following accounting policies to be critical to the understanding of our financial statements because their application requires significant judgment and reliance on estimations of matters that are inherently uncertain. Integrys Energy Group's management has discussed these critical accounting policies with the Audit Committee of the Board of Directors.

Risk Management Activities

Integrys Energy Group has entered into contracts that are accounted for as derivatives under the provisions of SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," as amended. At December 31, 2007, those derivatives not designated as hedges are primarily commodity contracts used to manage price risk associated with natural gas and electricity purchase and sale activities. The utilities defer the effects of mark-to-market accounting for most energy-related derivatives as regulatory assets or liabilities, pursuant to SFAS No. 71. In addition, Integrys Energy Group may apply the normal purchases and sales exception, provided by SFAS No. 133, as amended, to certain derivative contracts. The normal purchases and sales exception provides that recognition of gains and losses in the consolidated financial statements is not required until the settlement of the contracts.

Cash flow hedge accounting treatment may be used when Integrys Energy Group enters contracts to buy or sell a commodity at a fixed price for future delivery to protect future cash flows corresponding with anticipated physical sales or purchases. Fair value hedge accounting may be used when Integrys Energy Group holds assets or firm commitments and enters into transactions that hedge the risk that the price of a commodity may change between the contract's inception and the physical delivery date of the commodity. To the extent that the hedging instrument is fully effective in offsetting the transaction being hedged, there is no impact on income available for common shareholders prior to settlement of the hedge.

Derivative contracts that are determined to fall within the scope of SFAS No. 133, as amended, are recorded at fair value on the Consolidated Balance Sheets of Integrys Energy Group. Changes in fair value, except those related to derivative instruments designated as cash flow hedges or qualifying for regulatory deferral, are generally included in the determination of income available for common shareholders at each financial reporting date until the contracts are ultimately settled. When available, quoted market prices are used to determine a contract's fair value. If no active trading market exists for a commodity or for a contract's duration, fair value is estimated through the use of internally developed valuation techniques or models using external information wherever possible. Such estimates require significant judgment as to assumptions and valuation methodologies deemed appropriate by Integrys Energy Group's management. Like most commodity markets, after some length of time, markets for natural gas and power become relatively illiquid, making it difficult to obtain reliable price information.

As a component of the fair value determination, Integrys Energy Group considers the requirements to service certain of its contracts as well as counterparty credit risk and liquidity risk. This component of the fair value determination is especially subjective because limited liquid market information is available. Under SFAS No. 157, "Fair Value Measurements," beginning January 1, 2008, Integrys Energy Services will no longer include transaction costs in these fair value determinations. See Note 1(v), "New Accounting Pronouncements," for more information on this topic. The effect of changing the underlying assumptions for this component of fair value at December 31, 2007, is as follows:

Effect on Fair Value of Net Risk Management Assets at December 31, 2007	
Change in Component	(Millions)
100% increase	\$27.1 decrease
50% decrease	\$13.5 increase

These potential changes in fair value would be included in current and long-term liabilities from risk management activities on the Consolidated Balance Sheets and as part of nonregulated revenue on the Consolidated Statements of Income, unless the related contracts are designated as cash flow hedges, in which case potential changes would be included in Other Comprehensive Income - Cash Flow Hedges on the Consolidated Statements of Common Shareholders' Equity.

Purchase Accounting

The merger with PEC in 2007, as well as the acquisitions of natural gas distribution operations in Michigan and Minnesota in 2006, were accounted for using the purchase method of accounting in accordance with SFAS No. 141, "Business Combinations". Under this statement, the purchase price paid by the acquirer, including transaction costs, is allocated to the assets and liabilities acquired as of the acquisition date based on their fair values. The per share fair value of the common stock issued by Integrys Energy Group for the acquisition of PEC was determined by using the average market value of Integrys Energy Group's common stock over a five-day period, beginning two days before the announcement date of the merger. As Integrys Energy Group announced its intent to sell PEP at the time of the closing of the merger, the PEP assets and liabilities were reported at estimated fair value less costs to sell.

Management makes estimates of fair value based upon historical experience and information obtained from the management of the acquired company. Assumptions may be incomplete, and unanticipated

events and circumstances may occur which may affect the validity of such assumptions, estimates, or actual results. As discussed below within "Asset Impairment," a significant amount of goodwill resulted from these acquisitions, which requires impairment testing on at least an annual basis.

In conjunction with the PEC merger, the most significant fair value adjustments related to nonderivative commodity contracts and customer relationships, which were recorded as intangible assets at Integrys Energy Services. The intangible asset related to the contracts is being amortized into earnings as the contracts settle, and the intangible asset related to customer relationships is being amortized over the estimated lives of those relationships. The amortization of these items had a negative impact on earnings in 2008.

PGL, NSG, MGUC, and MERC are predominantly regulated utilities; therefore, in accordance with SFAS No. 71, "Accounting for the Effects of Certain Types of Regulation," the fair value of the majority of their assets and liabilities did not change significantly as a result of applying purchase accounting.

Environmental Activities Relating to Former Manufactured Gas Operations

Integrys Energy Group's utility subsidiaries, their predecessors, and certain former affiliates operated facilities in the past at multiple sites for the purpose of manufacturing gas and storing manufactured gas (manufactured gas sites). The utility subsidiaries are accruing and deferring the costs they incur in connection with environmental activities at the manufactured gas sites pending recovery through rates or from other entities. The amounts deferred include costs incurred but not yet recovered through rates and management's best estimates of the costs that the utilities will incur in investigating and remediating the manufactured gas sites. Management's estimates are based upon a probabilistic model and an ongoing review by management of future investigative and remedial costs.

Integrys Energy Group considers this policy critical due to the substantial uncertainty in the estimation of future costs with respect to the amount and timing of costs, and the extent of recovery from other potential responsible parties. (See Note 17, "*Commitments and Contingencies*" for further discussion of environmental matters).

Asset Impairment

Integrys Energy Group annually reviews its assets for impairment. SFAS No. 144, "Accounting for the Impairment and Disposal of Long-Lived Assets," and SFAS No. 142, "Goodwill and Other Intangible Assets," form the basis for these analyses.

WPSC recorded goodwill of \$36.4 million in its natural gas utility segment resulting from the Wisconsin Fuel and Light acquisition in 2001. In 2006, Integrys Energy Group recorded \$267.0 million of goodwill in conjunction with the acquisition of the natural gas distribution operations in Michigan and Minnesota. In 2007, \$644.9 million of goodwill attributable to the PEC merger was recorded. The goodwill for each of our reporting units is tested for impairment annually or when events or circumstances warrant based on the guidance of SFAS No. 142. The test for impairment includes estimating the fair market value of each reporting unit using assumptions about future profitability of the reporting units. A significant decrease in market values and/or projected future cash flows could result in an impairment loss.

The review for impairment of tangible assets is more critical to Integrys Energy Services than to our other segments because of its significant investment in property, plant, and equipment and lack of access to rate setting based on cost of service that is available to our regulated segments. At December 31, 2007, the carrying value of Integrys Energy Services' property, plant, and equipment totaled \$140.1 million. Integrys Energy Group believes that the accounting estimate related to asset impairment of power plants is a "critical accounting estimate" because: (1) the estimate is susceptible to change from period to period because it requires management to make assumptions about future market sales pricing, production costs, capital expenditures, and generation volumes and (2) the impact of recognizing an impairment could be material to our financial position or results of operations. Management's assumptions about future electricity and capacity prices and generation volumes require significant

judgment because actual prices and generation volumes have fluctuated in the past as a result of changing fuel costs, environmental changes, and required plant maintenance and are expected to continue to do so in the future.

The primary estimates used at Integrys Energy Services in the impairment analyses are future revenue streams and operating costs. A combination of inputs from both internal and external sources is used to project revenue streams. Integrys Energy Services forecasts future operating costs with input from external sources for fuel costs and forward energy prices. These estimates are modeled over the projected remaining life of the power plants using the methodology defined in SFAS No. 144. Integrys Energy Services evaluates property, plant, and equipment for impairment whenever indicators of impairment exist. These indicators include a significant underperformance of the assets relative to historical or projected future operating results, a significant change in the use of the assets or business strategy related to such assets, and significant negative industry or economic trends. SFAS No. 144 requires that if the sum of the undiscounted expected future cash flows from a company's asset is less than the carrying value of the asset, an asset impairment must be recognized in the financial statements. For assets held for sale, impairment charges are recorded if the carrying value of such assets exceeds the estimated fair value less costs to sell. The amount of impairment recognized is calculated by reducing the carrying value of the asset to its fair value (or fair value less costs to sell if held for sale).

Throughout 2007, Integrys Energy Services tested various power plants for impairment whenever events or changes in circumstances indicated that their carrying amount might not be recoverable. No impairment charges were recorded in 2007 as a result of the recoverability tests. Results of past impairment tests may not necessarily be an indicator of future results given the nature of the accounting estimates involved, as discussed more fully above. Changes in actual results or assumptions could result in an impairment.

Receivables and Reserves

Our regulated natural gas and electric utilities and Integrys Energy Services accrue estimated amounts of revenue for services rendered but not yet billed. Estimated unbilled sales are calculated using actual generation and throughput volumes, recorded sales, and weather factors. The estimated unbilled sales are assigned different rates based on historical customer class allocations. At December 31, 2007 and 2006, Integrys Energy Group's unbilled revenues were \$464.7 million and \$184.8 million, respectively. Any difference between actual sales and the estimates are recorded in revenue in the next period. Differences historically have not been significant.

Integrys Energy Services, UPPCO, MERC, MGUC, PGL, and NSG record reserves for potential uncollectible customer accounts as an expense on the income statement and an uncollectible reserve on the balance sheet. WPSC, however, records a regulatory asset to offset its uncollectible reserve. The reserve is most critical to PGL because their accounts receivables have higher credit risk and are sensitive to the price of natural gas, and to Integrys Energy Services because their receivables comprise the majority of the total. PGL's reserve for uncollectible accounts reflects its best estimates of probable losses on the accounts receivable balances. The reserve is based on known troubled accounts, historical experience, and other currently available evidence. Provisions for bad debt expense are affected by changes in various factors, including the impacts of natural gas prices and weather. Each quarter, PGL evaluates the adequacy of the reserve for uncollectible accounts based on the most current available information and adjusts the reserve for changes in estimated probable accounts receivable losses. Integrys Energy Services calculates the reserve for potential uncollectible customer receivable balances by applying an estimated bad debt experience rate to each past due aging category and reserving for 100% of specific customer receivable balances deemed to be uncollectible. The basis for calculating the reserve for receivables from wholesale counterparties considers netting agreements, collateral, and guarantees. If the assumption that historical uncollectible experience matches current customer default is incorrect, or if a specific customer with a large account receivable that has not previously been identified as a risk defaults, there could be significant changes to the expense and uncollectible reserve balance.

Pension and Postretirement Benefits

The costs of providing non-contributory defined benefit pension benefits and other postretirement benefits, described in Note 19, "Employee Benefit Plans," are dependent upon numerous factors resulting from actual plan experience and assumptions regarding future experience.

Pension and other postretirement benefit costs are impacted by actual employee demographics (including age, compensation levels, and employment periods), the level of contributions made to the plans, and earnings on plan assets. Pension and other postretirement benefit costs may be significantly affected by changes in key actuarial assumptions, including anticipated rates of return on plan assets, discount rates used in determining the projected pension and other postretirement benefit obligations and pension and other postretirement benefit costs, and health care cost trends. Changes made to the plan provisions may also impact current and future pension and other postretirement benefit costs.

Integrys Energy Group's pension and other postretirement benefit plan assets are primarily made up of equity and fixed income investments. Fluctuations in actual equity market returns, as well as changes in general interest rates, may result in increased or decreased benefit costs in future periods. Management believes that such changes in costs would be recovered at our regulated segments through the ratemaking process.

The following chart shows how a given change in certain actuarial assumptions would impact the projected benefit obligation and the reported annual pension cost on the income statement. Each factor below reflects an evaluation of the change based on a change in that assumption only.

Actuarial Assumption (Millions, except percentages)	Percent Change in Assumption	Impact on Projected Benefit Obligation	Impact on Pension Cost
Discount rate	(0.5)	\$66.3	\$2.4
Discount rate	0.5	(61.8)	(3.6)
Rate of return on plan assets	(0.5)	N/A	5.2
Rate of return on plan assets	0.5	N/A	(5.2)

The following chart shows how a given change in certain actuarial assumptions would impact the accumulated other postretirement benefit obligation and the reported annual other postretirement benefit cost on the income statement. Each factor below reflects an evaluation of the change based on a change in that assumption only.

Actuarial Assumption (Millions, except percentages)	Percent Change in Assumption	Impact on Postretirement Benefit Obligation	Impact on Postretirement Benefit Cost
Discount rate	(0.5)	\$24.8	\$2.3
Discount rate	0.5	(22.8)	(1.9)
Health care cost trend rate	(1.0)	(41.1)	(6.9)
Health care cost trend rate	1.0	49.7	7.7
Rate of return on plan assets	(0.5)	N/A	1.1
Rate of return on plan assets	0.5	N/A	(1.1)

Integrys Energy Group utilizes the assistance of its plan actuaries in determining the expected timing of cash outflows from plan payments. Integrys Energy Group considers bonds, rated by Moody's as "Aa" or better, when determining the discount rate at the measurement date. Regression analysis is applied to construct a best-fit curve that makes coupon yields to maturity a function of time to maturity. The pension or retiree medical cash flows are then matched to the appropriate spot rates and discounted back to the measurement date.

To select an assumed long-term rate of return on qualified plan assets, the historical returns and the future expectations for returns for each asset class are considered, as well as the target allocation of the benefit trust portfolios. The assumed long-term rate of return was 8.5% in 2007, 2006, and 2005. For 2007, 2006, and 2005, the actual rates of return on pension plan assets, net of fees, were 6.2%, 11.3%, and 6.9%, respectively.

The determination of expected return on qualified plan assets is based on a market-related valuation of assets, which reduces year-to-year volatility. Cumulative gains and losses in excess of 10% of the greater of the pension benefit obligation or market-related value are amortized over the average remaining future service to expected retirement ages. Realized and unrealized gains and losses on plan assets are recognized for purposes of calculating benefit cost over a five-year period. Because of this method, the future value of assets will be impacted as previously deferred gains or losses are recorded.

In selecting assumed health care cost trend rates, past performance and forecasts of health care costs are considered. More information on health care cost trend rates can be found in Note 19, *"Employee Benefit Plans."*

For a table showing future payments that Integrys Energy Group expects to make for pension and other postretirement benefits, see Note 19, *"Employee Benefit Plans."*

Regulatory Accounting

The electric and natural gas utility segments of Integrys Energy Group follow SFAS No. 71, "Accounting for the Effects of Certain Types of Regulation," and our financial statements reflect the effects of the different ratemaking principles followed by the various jurisdictions regulating these segments. We defer certain items that would otherwise be immediately recognized as expenses and revenues because our regulators have authorized deferral of these items as regulatory assets and regulatory liabilities for future recovery or refund to customers. Future recovery of regulatory assets is not assured, but is generally subject to review by regulators in rate proceedings for matters such as prudence and reasonableness. Management regularly assesses whether these regulatory assets and liabilities are probable of future recovery or refund by considering factors such as changes in the regulatory environment, earnings at the utility segments, and the status of any pending or potential deregulation legislation. Once approved, we amortize the regulatory assets and liabilities into income over the rate recovery period. If recovery of costs is not approved or is no longer deemed probable, these regulatory assets or liabilities are recognized in current period income.

If our regulated electric and natural gas utility segments would no longer meet the criteria for application of SFAS No. 71, we would discontinue its application as defined under SFAS No. 101, "Regulated Enterprises - Accounting for the Discontinuation of Application of SFAS No. 71." Assets and liabilities recognized solely due to the actions of rate regulation would no longer be recognized on the balance sheet and would be classified as an extraordinary item in income for the period in which the discontinuation occurred. A write-off of all of Integrys Energy Group's regulatory assets and regulatory liabilities at December 31, 2007, would result in a 11.1% decrease in total assets and a 4.7% decrease in total liabilities.

Tax Provision

As part of the process of preparing our Consolidated Financial Statements, we are required to estimate our income taxes for each of the jurisdictions in which we operate. This process involves estimating our actual current tax exposure together with assessing temporary differences resulting from differing treatment of items, such as depreciation, for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included within our Consolidated Balance Sheet. We must also assess the likelihood that our deferred tax assets will be recovered from future taxable income and, to the extent we believe that recovery is not likely, we must establish a valuation allowance, which is offset by an adjustment to income tax expense in the income statement. The interpretation of tax laws involves uncertainty, since tax authorities may interpret them differently. As of January 1, 2007, we adopted the provisions of FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes – an Interpretation of FAS 109." As allowed under Interpretation No. 48, Integrys Energy Group elected to change its method of accounting to record interest and penalties paid on income tax obligations as a component of income tax expense.

Significant management judgment is required in determining our provision for income taxes, our deferred tax assets and liabilities, and any valuation allowance recorded against our deferred tax assets. The assumptions involved are supported by historical data, reasonable projections, and technical interpretations of applicable tax law and regulation across multiple taxing jurisdictions. Significant changes in these assumptions could have a material impact on Integrys Energy Group's financial condition and results of operations.

IMPACT OF INFLATION

Our financial statements are prepared in accordance with accounting principles generally accepted in the United States of America and report operating results in terms of historic cost. The statements provide a reasonable, objective, and quantifiable statement of financial results, but they do not evaluate the impact of inflation. For our regulated operations, to the extent we are not recovering the effects of inflation, we will file rate cases as necessary in the various jurisdictions. Our nonregulated businesses include inflation in forecasted costs. However, any increase from inflation is offset with projected business growth. Therefore, the estimated effect of inflation on our nonregulated businesses is minor.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market Risks and Other Significant Risks

Integrys Energy Group has potential market risk exposure related to commodity price risk (including regulatory recovery risk), interest rate risk, equity return risk, and principal preservation risk. Integrys Energy Group is also exposed to other significant risks due to the nature of our subsidiaries' business and the environment in which we operate. Integrys Energy Group has risk management policies in place to monitor and assist in controlling these risks and may use derivative and other instruments to manage some of these exposures, as further described below.

Commodity Price Risk and Regulatory Recovery Risk

Utilities

The electric utilities of Integrys Energy Group purchase natural gas and coal for use in power generation. They also purchase power on the MISO market at a price that is often reflective of the underlying cost of natural gas used in power generation. As a result, the electric utilities are subject to commodity price risk, which they manage in a number of ways, the primary method being fuel recovery mechanisms reflected in the rates charged to customers.

Prudent fuel and purchased power costs are recovered from customers under one-for-one recovery mechanisms by UPPCO and by the Michigan retail electric operations and wholesale electric operations of WPSC. The costs of natural gas used by the natural gas utility subsidiaries are generally also recovered from customers under one-for-one recovery mechanisms. These recovery mechanisms greatly reduce commodity price risk for the utilities.

WPSC's Wisconsin retail electric operations do not have a one-for-one recovery mechanism for price fluctuations, but annual rate cases have mitigated the year-to-year price risk. For intra-year price risk, a "fuel window" mechanism is used to recover costs resulting from significant price volatility. Under the fuel window, if actual fuel and purchased power costs deviate by more than 2% (the range for 2007 and 2008), a rate review can be triggered. Once a rate review is triggered, rates may be reset (subject to PSCW approval) for the remainder of the year to recover, on an annualized basis, the projected increase in the cost of fuel and purchased power. For 2008, under the order approving the PEC merger, WPSC was allowed to adjust Wisconsin retail electric rates effective January 1, 2008, subject to the fuel window, to take into account the impact of natural gas prices on purchased power costs, as well as changes in the price of coal, rail costs to ship the coal, and natural gas used for fuel. However, for 2008, WPSC was not allowed to adjust retail electric rates for other changes.

To manage commodity price risk, our regulated utilities enter into contracts of various durations for the purchase and/or sale of natural gas, fuel for electric generation, and electricity. In addition, the electric operation of WPSC and the natural gas operations of WPSC, PGL, NSG, and MERC are employing risk management techniques pursuant to the risk policies approved by their respective regulators, which include the use of derivative instruments such as swaps, futures and options.

Nonregulated Subsidiary

As part of its trading activities, Integrys Energy Services seeks to generate profits from the volatility of the price of electricity by purchasing or selling various financial and physical instruments (such as forward contracts, options, financial transmission rights, and capacity contracts) in established wholesale markets where Integrys Energy Services has market expertise, under risk management policies set by management and approved by Integrys Energy Group's Board of Directors. Integrys Energy Services also seeks to reduce market price risk and extract additional value from its generation and customer contract portfolios through the use of various financial and physical instruments (such as forward contracts, options, financial transmission rights, and capacity contracts).

To measure commodity price risk exposure, Integrys Energy Group employs a number of controls and processes, including a value-at-risk (VaR) analysis of its exposures. Integrys Energy Services' VaR calculation is utilized to quantify exposure to market risk associated with its marketing and trading portfolio (primarily natural gas and power positions), which includes near-term positions managed under its asset management strategy through tolling agreements with the merchant generating fleet, but excludes the long-dated positions created by the merchant generating fleet and associated coal, sulfur dioxide emission allowances, and other ancillary fuels.

VaR is used to describe a probabilistic approach to quantifying the exposure to market risk. The VaR amount represents an estimate of the potential change in fair value that could occur from changes in market factors, within a given confidence level, if an instrument or portfolio is held for a specified time period. VaR models are relatively sophisticated. However, the quantitative risk information is limited by the parameters established in creating the model. The instruments being used may have features that could trigger a potential loss in excess of the calculated amount if the changes in the underlying commodity price exceed the confidence level of the model used. VaR is not necessarily indicative of actual results that may occur. In addition to VaR, Integrys Energy Services employs other risk measurements including mark-to-market valuations and stress testing. In conjunction with the VaR analysis, these other risk measurements provide the risk management analysis for Integrys Energy Services' risk exposure.

Integrys Energy Services' VaR is estimated using a delta-normal approximation based on a one-day holding period and a 95% confidence level. The delta-normal approximation is based on the assumption that changes in the value of the portfolio over short time periods, such as one day, are normally distributed. Integrys Energy Services' VaR calculation includes derivative financial and commodity instruments, such as forwards, futures, swaps, and options, as well as commodities held in inventory, such as natural gas held in storage, to the extent such positions are significant.

The VaR for Integrys Energy Services' trading portfolio is presented in the following table:

<i>(Millions)</i>	2007	2006
95% confidence level, one-day holding period, one-tailed December 31	\$0.9	\$0.9
Average for twelve months ended December 31	1.1	1.1
High for 12 months ended December 31	1.3	1.5
Low for 12 months ended December 31	0.9	0.9

The average, high, and low amounts were computed using the VaR amounts at each of the four quarter-ends.

Interest Rate Risk

Integrys Energy Group is exposed to interest rate risk resulting from its variable rate long-term debt and short-term borrowings. Exposure to interest rate risk is managed by limiting the amount of variable rate obligations and continually monitoring the effects of market changes in interest rates. Integrys Energy Group enters into long-term fixed rate debt when it is advantageous to do so. Integrys Energy Group may also enter into derivative financial instruments, such as swaps, to mitigate interest rate exposure.

Due to decreases in short-term commercial paper borrowings in the last year, Integrys Energy Group has decreased its exposure to variable interest rates. Based on the variable rate debt of Integrys Energy Group outstanding at December 31, 2007, a hypothetical increase in market interest rates of 100 basis points in 2007 would have increased annual interest expense by \$6.5 million. Comparatively, based on the variable rate debt outstanding at December 31, 2006, an increase in interest rates of 100 basis points would have increased interest expense by approximately \$7.5 million. This sensitivity analysis was performed assuming a constant level of variable rate debt during the period and an immediate increase in interest rates, with no other changes for the remainder of the period. In the event of a significant change in interest rates, management would take action to mitigate Integrys Energy Group's exposure to the change.

Equity Return and Principal Preservation Risk

Integrys Energy Group currently funds liabilities related to employee benefits through various external trust funds. The trust funds are managed by numerous investment managers and hold investments in debt and equity securities. Changes in the market value of these investments can have an impact on the future expenses related to these liabilities. Integrys Energy Group maintains qualified pension plans for employees' retirement. Declines in the equity markets or declines in interest rates may result in increased future pension costs for the plan and possible future required contributions. Changes in the market value of investments related to other employee benefits could also impact future contributions. Integrys Energy Group monitors the trust fund portfolio by benchmarking the performance of the investments against certain security indices. Most of the employee benefit costs relate to Integrys Energy Group's regulated utilities. As such, the majority of these costs are recovered in customers' rates, mitigating the equity return and principal preservation risk on these exposures.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

A. MANAGEMENT REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of Integrys Energy Group and its subsidiaries is responsible for establishing and maintaining adequate internal control over financial reporting. Integrys Energy Group's control systems were designed to provide reasonable assurance to Integrys Energy Group's management and Board of Directors regarding the preparation and fair presentation of published financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Integrys Energy Group's management assessed the effectiveness of its internal control over financial reporting as of December 31, 2007. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework*. Based on this assessment, management believes that, as of December 31, 2007, Integrys Energy Group's internal control over financial reporting is effective based on those criteria.

Integrys Energy Group, Inc.'s independent registered public accounting firm has issued an audit report on the effectiveness of Integrys Energy Group's internal control over financial reporting.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

B. REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Integrys Energy Group, Inc.:

We have audited the internal control over financial reporting of Integrys Energy Group, Inc. and subsidiaries (the "Company") as of December 31, 2007, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2007, based on the criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedules as of and for the year ended December 31, 2007 of the Company and our report dated February 27, 2008 expressed an unqualified opinion on those financial statements and financial statement schedules.

/s/ Deloitte & Touche LLP

Milwaukee, Wisconsin
February 27, 2008

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

C. CONSOLIDATED STATEMENTS OF INCOME

Year Ended December 31 (Millions, except per share data)	2007	2006	2005
Nonregulated revenue	\$6,987.0	\$5,156.7	\$5,301.3
Utility revenue	3,305.4	1,734.0	1,524.2
Total revenues	10,292.4	6,890.7	6,825.5
Nonregulated cost of fuel, natural gas, and purchased power	6,676.2	4,968.9	5,139.5
Utility cost of fuel, natural gas, and purchased power	2,044.2	1,006.1	801.2
Operating and maintenance expense	922.1	484.3	525.9
Depreciation, amortization, and decommissioning expense	195.1	121.3	149.7
Taxes other than income taxes	87.4	60.9	50.3
Operating income	367.4	249.2	158.9
Miscellaneous income	64.1	42.8	88.8
Interest expense	(164.5)	(99.2)	(62.0)
Minority interest	0.1	3.8	4.5
Other (expense) income	(100.3)	(52.6)	31.3
Income before taxes	267.1	196.6	190.2
Provision for income taxes	86.0	45.0	39.6
Income from continuing operations	181.1	151.6	150.6
Discontinued operations, net of tax	73.3	7.3	11.5
Income before cumulative effect of change in accounting principle	254.4	158.9	162.1
Cumulative effect of change in accounting principle, net of tax	-	-	(1.6)
Income before preferred stock dividends of subsidiary	254.4	158.9	160.5
Preferred stock dividends of subsidiary	3.1	3.1	3.1
Income available for common shareholders	\$251.3	\$155.8	\$157.4
Average shares of common stock			
Basic	71.6	42.3	38.3
Diluted	71.8	42.4	38.7
Earnings (loss) per common share (basic)			
Income from continuing operations	\$2.48	\$3.51	\$3.85
Discontinued operations, net of tax	\$1.02	\$0.17	\$0.30
Cumulative effect of change in accounting principle, net of tax	-	-	(0.04)
Earnings per common share (basic)	\$3.51	\$3.68	\$4.11
Earnings (loss) per common share (diluted)			
Income from continuing operations	\$2.48	\$3.50	\$3.81
Discontinued operations, net of tax	\$1.02	\$0.17	\$0.30
Cumulative effect of change in accounting principle, net of tax	-	-	(0.04)
Earnings per common share (diluted)	\$3.50	\$3.67	\$4.07
Dividends per common share	\$2.56	\$2.28	\$2.24

The accompanying notes to Integrys Energy Group's consolidated financial statements are an integral part of these statements.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

D. CONSOLIDATED BALANCE SHEETS

At December 31 (Millions)	2007	2006
Assets		
Cash and cash equivalents	\$41.2	\$23.2
Restricted cash	-	22.0
Accounts receivable - net of reserves of \$51.3 and \$17.0, respectively	1,405.3	1,037.3
Accrued unbilled revenues	464.7	184.8
Inventories	663.4	456.3
Assets from risk management activities	840.7	1,068.6
Regulatory assets	141.7	8.7
Assets held for sale	-	6.1
Other current assets	169.3	120.4
Current assets	3,726.3	2,927.4
Property, plant, and equipment, net	4,463.8	2,534.8
Regulatory assets	1,102.3	430.1
Assets from risk management activities	459.3	308.2
Goodwill	948.3	303.9
Pension assets	101.4	-
Other	433.0	357.3
Total assets	\$11,234.4	\$6,861.7
Liabilities and Shareholders' Equity		
Short-term debt	\$468.2	\$722.8
Current portion of long-term debt	55.2	26.5
Accounts payable	1,331.8	949.4
Liabilities from risk management activities	813.5	1,001.7
Regulatory liabilities	77.9	22.8
Deferred income taxes	13.9	3.1
Other current liabilities	487.7	180.1
Current liabilities	3,248.2	2,906.4
Long-term debt	2,265.1	1,287.2
Deferred income taxes	494.4	97.6
Deferred investment tax credits	38.3	13.6
Regulatory liabilities	292.4	301.7
Environmental remediation liabilities	705.6	95.8
Pension and postretirement benefit obligations	247.9	188.6
Liabilities from risk management activities	372.0	264.7
Asset retirement obligations	140.2	10.1
Other	143.4	111.3
Long-term liabilities	4,899.3	2,370.6
Commitments and contingencies		
Preferred stock of subsidiary with no mandatory redemption	51.1	51.1
Common stock equity	3,235.8	1,533.6
Total liabilities and shareholders' equity	\$11,234.4	\$6,861.7

The accompanying notes to Integrys Energy Group's consolidated financial statements are an integral part of these statements.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

E. CONSOLIDATED STATEMENTS OF COMMON SHAREHOLDERS' EQUITY

(Millions)	Comprehensive Income	Total	Employee Stock Plan Guarantee and Deferred Compensation Trust	Common Stock	Capital in Excess of Par Value	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)
Balance at December 31, 2004	-	\$1,061.8	(\$8.4)	\$37.5	\$582.1	\$487.0	(\$0.3)	(\$16.1)
Income available for common shareholders	\$187.4	187.4	-	-	-	157.4	-	-
Other comprehensive income - cash flow hedges (net of tax of \$7.9)	(12.1)	(12.1)	-	-	-	-	-	(12.1)
Other comprehensive income - minimum pension liability (net of tax of \$11.4)	17.1	17.1	-	-	-	-	-	17.1
Other comprehensive income - available for sale securities (net of tax of \$0.4)	0.8	0.8	-	-	-	-	-	0.8
Other comprehensive income - currency translation (net of tax of \$0.1)	0.1	0.1	-	-	-	-	-	0.1
Comprehensive income	\$163.1	-	-	-	-	-	-	-
Issuance of common stock	-	127.3	-	2.6	124.8	-	-	-
Dividends on common stock	-	(85.4)	-	-	-	(85.4)	-	-
Other	-	7.4	(2.5)	0.1	10.1	(0.3)	-	-
Balance at December 31, 2005	-	\$1,304.2	(\$10.0)	\$40.1	\$717.0	\$588.7	(\$0.3)	(\$10.4)
Income available for common shareholders	\$155.8	155.8	-	-	-	155.8	-	-
Other comprehensive income - cash flow hedges (net of tax of \$0.4)	(0.6)	(0.6)	-	-	-	-	-	(0.6)
Other comprehensive income - minimum pension liability (net of tax of \$1.0)	2.4	2.4	-	-	-	-	-	2.4
Other comprehensive income - available for sale securities (net of tax of \$0.2)	(0.4)	(0.4)	-	-	-	-	-	(0.4)
Other comprehensive income - currency translation (net of tax of \$0.2)	(0.3)	(0.3)	-	-	-	-	-	(0.3)
Comprehensive income	\$155.9	-	-	-	-	-	-	-
Issuance of common stock	-	164.8	-	3.2	161.4	-	-	-
Dividends on common stock	-	(96.0)	-	-	-	(96.0)	-	-
Adjustments to initially apply SFAS No. 158 (net of tax of \$2.0)	-	(4.5)	-	-	-	-	-	(4.5)
Other	-	8.4	(2.3)	0.1	10.9	(0.3)	-	-
Balance at December 31, 2006	-	\$1,533.6	(\$13.2)	\$43.4	\$889.3	\$628.2	(\$0.3)	(\$13.8)
Income available for common shareholders	251.3	251.3	-	-	-	251.3	-	-
Other comprehensive income - cash flow hedge (net of taxes of \$3.1)	4.9	4.9	-	-	-	-	-	4.9
Other comprehensive income - SFAS No. 158 unrecognized costs (net of taxes of \$3.0)	3.8	3.8	-	-	-	-	-	3.8
Other comprehensive income - available for sale securities (net of taxes of \$0.2)	0.4	0.4	-	-	-	-	-	0.4
Other comprehensive income - foreign currency translation (net of taxes of \$2.2)	3.6	3.6	-	-	-	-	-	3.6
Comprehensive income	264.0	-	-	-	-	-	-	-
Issuance of common stock	-	45.6	-	1.1	44.5	-	-	-
Peoples Energy merger	-	1,559.3	-	31.9	1,527.4	-	-	-
Stock-based compensation	-	8.7	-	-	8.7	-	-	-
Dividends on common stock	-	(177.0)	-	-	-	(177.0)	-	-
Other	-	1.6	(1.6)	-	3.9	(0.6)	-	(0.2)
Balance at December 31, 2007	-	\$3,236.8	(\$14.7)	\$76.4	\$2,473.8	\$701.9	(\$6.3)	(\$1.3)

The accompanying notes to Integre Energy Group's consolidated financial statements are an integral part of these statements.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

F. CONSOLIDATED STATEMENTS OF CASH FLOWS

Year Ended December 31			
(Millions)	2007	2006	2005
Operating Activities			
Income before preferred stock dividends of subsidiary	\$254.4	\$158.9	\$160.5
Adjustments to reconcile net income to net cash provided by operating activities			
Discontinued operations, net of tax	(73.3)	(7.3)	(11.5)
Depreciation, amortization, and decommissioning expense	185.1	121.3	149.7
Recovery (deferral) of Kewaunee outage expenses	18.0	9.5	(48.2)
Refund of non-qualified decommissioning trust	(70.6)	(54.5)	-
Deferral of Weston 3 outage expenses	(22.7)	-	-
Recoveries and refunds of other regulatory assets and liabilities	14.6	5.7	7.6
Amortization of nonregulated customer contract intangibles	21.0	-	-
Realized gain on investments held in trust, net of regulatory deferral	-	-	(15.7)
Unrealized (gains) losses on nonregulated energy contracts	(59.5)	7.3	(39.2)
Pension and postretirement expense	67.5	51.6	50.5
Pension and postretirement funding	(33.4)	(43.2)	(28.6)
Deferred income taxes and investment tax credit	66.8	12.4	9.0
Gains due to settlement of contracts pursuant to the merger with PEC	(4.0)	-	-
Gain on sale of interest in Guardian Pipeline, LLC	-	(6.2)	-
Gain on sale of WPS ESI Gas Storage, LLC	-	(9.0)	-
Gain on sale of partial interest in synthetic fuel operation	(2.7)	(6.4)	(7.1)
(Gain) Loss on sale of property, plant, and equipment	1.1	1.3	(5.5)
Equity income, net of dividends	2.4	14.4	10.9
Cumulative effect of change in accounting principles, net of tax	-	-	1.6
Other	(12.1)	25.2	(35.7)
Changes in working capital			
Receivables, net	88.4	(10.0)	(499.8)
Inventories	(40.2)	(206.5)	(112.9)
Other current assets	0.9	(32.4)	(13.9)
Accounts payable	(96.5)	7.5	487.3
Other current liabilities	(77.7)	33.3	25.4
Net cash provided by operating activities	238.5	72.9	77.4
Investing Activities			
Capital expenditures	(392.6)	(342.0)	(413.9)
Proceeds from the sale of property, plant, and equipment	15.6	4.5	12.0
Purchase of equity investments and other acquisitions	(66.5)	(60.1)	(82.6)
Proceeds from the sale of interest in Guardian Pipeline, LLC	-	38.5	-
Proceeds from the sale of WPS ESI Gas Storage, LLC	-	19.9	-
Proceeds from the sale of Kewaunee power plant	-	-	112.5
Proceeds from the sale of partial interest in Weston 4 power plant	-	-	95.1
Cash paid for transaction costs related to PEC merger	(14.4)	(5.5)	-
Proceeds from liquidation of non-qualified decommissioning trust	-	-	127.1
Purchases of nuclear decommissioning trust investments	-	-	(18.6)
Sales of nuclear decommissioning trust investments	-	-	18.6
Acquisition of natural gas operations in Michigan and Minnesota, net of liabilities assumed	1.9	(569.3)	-
Restricted cash for repayment of long-term debt	22.0	(22.0)	-
Transmission interconnection	(23.8)	(11.5)	(6.3)
Other	6.3	7.5	7.3
Net cash used for investing activities	(451.5)	(1,030.1)	(148.8)
Financing Activities			
Short-term debt, net	(463.7)	468.0	(25.0)
Gas loans, net	34.4	(68.4)	(7.1)
Issuance of long-term debt	125.2	447.0	-
Repayment of long-term debt	(26.5)	(4.0)	(3.4)
Payment of dividends			
Preferred stock	(3.1)	(3.1)	(3.1)
Common stock	(177.0)	(96.0)	(85.4)
Issuance of common stock	45.6	164.6	127.3
Other	5.9	(6.4)	(3.3)
Net cash provided by (used for) financing activities	(458.2)	891.7	-
Change in cash and cash equivalents - continuing operations	(672.2)	(65.5)	(71.4)
Change in cash and cash equivalents - discontinued operations			
Net cash (used for) provided by operating activities	(109.3)	41.9	(15.0)
Net cash provided by investing activities	799.5	19.1	74.9
Net cash used for financing activities	-	-	(0.8)
Change in cash and cash equivalents	18.0	(4.5)	(12.3)
Cash and cash equivalents at beginning of year	23.2	27.7	40.0
Cash and cash equivalents at end of year	\$41.2	\$23.2	\$27.7

The accompanying notes to Integrys Energy Group's consolidated financial statements are an integral part of these statements.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

G. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) **Nature of Operations**—Integrys Energy Group is a holding company whose primary wholly owned subsidiaries at December 31, 2007, include WPSC, UPPCO, MGUC, MERC, PGL, NSG, and Integrys Energy Services. Of these subsidiaries, six subsidiaries are regulated electric and/or natural gas utilities and one subsidiary, Integrys Energy Services, is a nonregulated energy supply and services company. For more information about our regulated and nonregulated segments, see Note 24, "*Segments of Business*."

The term "utility" refers to the regulated activities of the electric and natural gas utility segments, while the term "nonutility" refers to the activities of the electric and natural gas utility segments that are not regulated. The term "nonregulated" refers to activities at Integrys Energy Services.

The line item on the Consolidated Statements of Income "Income available for common shareholders," is *net income*.

(b) **Consolidation Basis of Presentation**—The Consolidated Financial Statements include the accounts of Integrys Energy Group and all majority owned subsidiaries, after eliminating intercompany transactions and balances, and proportionate shares of jointly owned utility facilities. If a minority owner's equity is reduced to zero, our policy is to record 100% of the subsidiary's losses until the minority owner makes capital contributions or commitments to fund its share of the operating costs. The cost method of accounting is used for investments when Integrys Energy Group owns less than 20% of the voting equity of the company, unless other evidence indicates we have significant influence over the operating and financial policies of the investee. Investments in businesses not controlled by Integrys Energy Group, but over which we have significant influence regarding the operating and financial policies of the investee, are accounted for using the equity method. For additional information on our equity method investments see Note 10, "*Investments in Affiliates, at Equity Method*."

Mergers and Acquisitions

Effective February 21, 2007, the PEC merger was consummated and the assets and liabilities, results of operations, and cash flows of PEC were included in Integrys Energy Group's Consolidated Financial Statements commencing February 22, 2007. See Note 6, "*Acquisitions and Sales of Assets*," for more information.

The assets and liabilities, results of operations, and cash flows of MGUC and MERC were included in Integrys Energy Group's Consolidated Financial Statements effective April 1, and July 1, 2006, respectively. See Note 6, "*Acquisitions and Sales of Assets*," for more information.

Dispositions

PEP's results of operations and cash flows were recorded as discontinued operations in 2007. The sale of PEP was completed on September 28, 2007. Refer to Note 4, "*Discontinued Operations*," for more information.

For all periods presented, certain assets and liabilities of Sunbury and Niagara have been reclassified as held for sale and Sunbury's and Niagara's results of operations and cash flows have been reclassified as discontinued operations. Refer to Note 4, "*Discontinued Operations*," for more information.

(c) **Use of Estimates**—We prepare our financial statements in conformity with accounting principles generally accepted in the United States of America. We make estimates and assumptions that affect

reported amounts. These estimates and assumptions affect assets, liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from these estimates.

(d) Cash and Cash Equivalents—We consider short-term investments with an original maturity of three months or less to be cash equivalents.

The following is supplemental disclosure to the Integrys Energy Group Consolidated Statements of Cash Flows:

(Millions)	2007	2006	2005
Cash paid for interest	\$144.5	\$87.6	\$59.6
Cash paid for income taxes	198.1	37.7	50.4

Significant non-cash transactions were as follows:

(Millions)	2007	2006	2005
Weston 4 construction costs funded through accounts payable	\$ 26.1	\$32.0	\$33.7
Equity issued for net assets acquired in PEC merger	1,559.3	-	-
Realized gain on settlement of contracts due to PEC merger	4.0	-	-
PEP post-closing adjustments funded through other current liabilities	9.9	-	-
Transaction costs related to the merger with Peoples Energy funded through other current liabilities	-	8.1	-

(e) Revenue and Customer Receivables—Revenues are recognized on the accrual basis and include estimated amounts for electric and natural gas services rendered but not billed. Currently there are no customers or industries that account for more than 10% of Integrys Energy Group's revenues.

Integrys Energy Group's regulated electric utility segment operations use automatic fuel and purchased power adjustment clauses for the retail electric portions of their business in Michigan and also for their FERC wholesale electric business. There is a portion of Integrys Energy Group's wholesale electric business that limits cost recovery to no greater than the 2-year average rate charged to large industrial retail customers for that same period. The Wisconsin retail electric portion of Integrys Energy Group's business uses a "cost variance range" approach, based on a specific estimated fuel and purchased power cost for the forecast year. If the actual fuel and purchased power costs fall outside this range, the PSCW can authorize an adjustment to future rates. Decreases to rates can be implemented without a hearing, unless requested by Integrys Energy Group, PSCW staff, or interveners, while increases to rates are generally subject to a hearing.

Billings to Integrys Energy Group's retail electric customers under the MPSC's jurisdiction include base rate charges and a power supply cost recovery factor. Power supply cost recovery factors are established annually to recover projected power supply costs approved by the MPSC. The MPSC reconciles these factors to actual costs annually and permits 100% recovery of allowed power supply costs. Integrys Energy Group recognizes any over or under recovery currently in its revenues, and the regulatory asset or liability is recognized on the balance sheet until settlement. The deferrals are relieved with additional billings or refunds.

Integrys Energy Group's regulated natural gas utility segment operations are approved to use one-for-one natural gas cost recovery plans for all prudently incurred natural gas costs. These plans allow Integrys Energy Group to pass changes in the cost of natural gas on to system natural gas customers, subject to regulatory review for reasonableness.

All of Integrys Energy Group's utility subsidiaries are required to provide service and grant credit to customers within their service territories. The companies continually review their customers' credit-worthiness and obtain or refund deposits accordingly. The utilities are generally precluded from discontinuing service to residential customers during winter moratorium months.

For Integrys Energy Services' merchant electric generation plants, electric power revenues related to fixed-price contracts are recognized at the lower of amounts billable under the contract or an amount equal to the volume of the capacity made available or the energy delivered during the period multiplied by the estimated average revenue per kilowatt-hour per the terms of the contract. Under floating-price contracts, electric power revenues are recognized when capacity is provided or energy is delivered.

For its nonregulated business of supplying energy, management, and consulting services to retail and wholesale customers, Integrys Energy Services accrues revenues in the month that energy is delivered and/or services are rendered. Revenues related to derivative instruments classified as trading are reported net of related cost of sales for all periods presented.

(f) Inventories—Inventories consist of natural gas in storage, liquid propane, and fossil fuels, including coal. Average cost is used to value fossil fuels, liquid propane, and natural gas in storage for our regulated segments, excluding PGL and NSG. PGL and NSG price natural gas storage injections at the calendar year average of the costs of natural gas supply purchased. Withdrawals from storage are priced on the LIFO cost method. Inventories stated on a LIFO basis represent approximately 14% of total inventories at December 31, 2007. The estimated replacement cost of natural gas in inventory at December 31, 2007, exceeded the LIFO cost by approximately \$304.4 million. Inventories at Integrys Energy Services are valued at the lower of cost or market unless hedged pursuant to a fair value hedge, in which case changes in the fair value of inventory subsequent to the hedge designation are recorded directly to inventory.

(g) Risk Management Activities—As part of our regular operations, Integrys Energy Group enters into contracts, including options, swaps, futures, forwards, and other contractual commitments, to manage market risks such as changes in commodity prices and interest rates.

Integrys Energy Group accounts for derivative instruments pursuant to SFAS No. 133, "Accounting for Derivatives Instruments and Hedging Activities", as amended and interpreted. Under the provisions of SFAS No. 133, all derivatives are recognized on the balance sheet at their fair value except for certain derivatives that qualify for the normal purchases and sales exception. Subsequent changes in fair value of the derivatives are recorded currently in earnings unless certain hedge accounting criteria are met. If the derivatives qualify for regulatory deferral subject to the provisions of SFAS No. 71, "Accounting for the Effects of Certain Types of Regulation," they are marked to fair value pursuant to SFAS No. 133 and are offset with a corresponding regulatory asset or liability.

Integrys Energy Group classifies mark-to-market gains and losses on derivative instruments not qualifying for hedge accounting or regulatory deferral as a component of revenues.

(h) Emission Allowances—Integrys Energy Services accounts for emission allowances as an intangible asset, with cash inflows and outflows related to purchases and sales of emission allowances recorded as investing activities in the Consolidated Statements of Cash Flows. Integrys Energy Services uses the guidance in SFAS No. 144, "Accounting for the Impairment and Disposal of Long-Lived Assets," to test allowances for impairment. The utilities account for allowances as inventory at average cost by vintage year. Emission allowances granted to WPSC are recorded at zero cost. Charges to income result when allowances are utilized in operating the utilities' generation plants. Gains on sale of allowances are generally returned to ratepayers.

(i) Property, Plant, and Equipment—Utility plant is stated at the original cost of construction including an allowance for funds used during construction. The costs of renewals and betterments of units of property (as distinguished from minor items of property) are capitalized as additions to the utility plant accounts. Except for land, no gain or loss is recognized in connection with ordinary retirements of utility

property units. Maintenance, repair, replacement, and renewal costs associated with items not qualifying as units of property are considered operating expenses. PGL and NSG charge the cost of units of property retired, sold, or otherwise disposed of to the accumulated provision for depreciation and record the cost of removal, less salvage value, associated with the retirement to depreciation expense. The other utilities charge the cost of units of property retired, sold, or otherwise disposed of, less salvage value, to the accumulated provision for depreciation and initially record a regulatory liability for removal costs and charge the costs against the liability as incurred.

Integrus Energy Group records straight-line depreciation expense over the estimated useful life of utility property. The PSCW approved depreciation rates for WPSC effective January 1, 2005. Depreciation rates for UPPCO were approved by the MPSC effective January 1, 2002. Depreciation rates for MGUC and MERC were approved by the MPSC and MPUC effective April 1, 2006, and July 1, 2006, respectively. In April 2005, the ICC approved depreciation rates for PGL and NSG. Annual utility composite depreciation rates are shown below.

Annual Utility Composite Depreciation Rates	2007	2006	2005
WPSC – Electric	3.35%	3.36%	3.65%
WPSC – Natural Gas	3.52%	3.57%	3.61%
UPPCO	3.01%	2.90%	2.85%
MGUC	2.67%	2.06% ⁽¹⁾	-
MERC	3.42%	1.76% ⁽²⁾	-
PGL	2.86% ⁽³⁾	-	-
NSG	1.85% ⁽³⁾	-	-

⁽¹⁾ Composite depreciation rate for 9 months of the year

⁽²⁾ Composite depreciation rate for 6 months of the year

⁽³⁾ Composite depreciation rate from February 22, 2007 through the end of 2007

Interest capitalization is applied to nonutility property during construction, and gain and loss recognition occurs in connection with retirements. Currently, nonutility property at the regulated utilities consists primarily of land.

Nonregulated plant is stated at cost, which includes capitalized interest, or estimated fair value at the time of acquisition. The costs of renewals, betterments, and major overhauls are capitalized as additions to plant. The gains or losses associated with ordinary retirements are recorded in the period of retirement. Maintenance, repair, and minor replacement costs are expensed as incurred.

Most of the nonregulated subsidiaries compute depreciation using the straight-line method over the following estimated useful lives:

Structures and improvements	15 to 40 years
Office and plant equipment	5 to 40 years
Office furniture and fixtures	3 to 10 years
Vehicles	5 years
Computer equipment	3 to 8 years
Leasehold improvements	Shorter of: life of the lease or life of the asset

The nonregulated Combined Locks Energy Center uses the units of production depreciation method for selected components of equipment having defined lives stated in terms of hours of production.

Integrus Energy Group capitalizes certain costs related to software developed or obtained for internal use and amortizes those costs to operating expense over the estimated useful life of the related software, which ranges from 3 to 15 years.

(j) Capitalized Interest and Allowance for Funds Used During Construction--Our nonregulated subsidiaries capitalize interest for construction projects, while our utilities capitalize the cost of funds used for construction using a calculation that includes both internal (equity) and external (debt) components, as required by regulatory accounting.

Approximately 50% of WPSC's retail jurisdictional construction in progress expenditures are subject to the allowance for funds used during construction (AFUDC) calculation, except on specific projects approved by the PSCW. For 2007, WPSC's AFUDC retail rate was 8.61%. Carrying costs related to Weston 4 are currently being recovered in rates. WPSC's construction in progress AFUDC debt and equity percentage formula for the wholesale jurisdiction is specified in the FERC's Uniform System of Accounts. The 2007 average AFUDC wholesale rate was 8.54%. WPSC's allowance for equity funds used during construction for 2007, 2006, and 2005 was \$0.9 million, \$0.6 million, and \$1.5 million, respectively. WPSC's allowance for borrowed funds used during construction for 2007, 2006, and 2005 was \$0.3 million, \$0.2 million, and \$0.4 million, respectively.

The AFUDC calculation for the other utilities is determined by the respective state commissions, each with specific requirements. Based on those requirements, the other utilities did not record AFUDC for 2007, 2006, or 2005.

Our nonregulated subsidiaries calculate capitalized interest on long-term construction. The interest rate capitalized is based upon the monthly short-term borrowing rate Integrys Energy Group incurs for such funds. The amount of interest capitalized during 2007, 2006, and 2005 was not significant.

(k) Regulatory Assets and Liabilities--The regulated electric and natural gas utility segments are subject to the provisions of SFAS No. 71. Regulatory assets represent probable future revenue associated with certain incurred costs that will be recovered from customers through the ratemaking process. Regulatory liabilities represent amounts that are refundable in future customer rates. Based on a current evaluation of the various factors and conditions that are expected to impact future cost recovery, we believe that future recovery of our regulatory assets is probable. If at any reporting date a previously recorded regulatory asset is no longer probable of recovery, the regulatory asset is reduced to the amount considered probable of recovery with the reduction charged to expense in the year the determination is made.

(l) Asset Impairment--We review the recoverability of long-lived tangible and intangible assets in accordance with SFAS No. 144. This Statement requires review of assets when circumstances indicate that the carrying amount may not be recoverable. The carrying amount of assets held and used is not recoverable if it exceeds the undiscounted sum of cash flows expected to result from the use and eventual disposition of the asset. If the carrying value is not recoverable, the impairment loss is measured as the excess of the asset's carrying value over its fair value. The carrying value of assets held for sale is not recoverable if it exceeds the fair value less cost to sell the asset. An impairment charge is recorded for any excess of the carrying value over the fair value less cost to sell. If events or circumstances indicate the carrying value of investments accounted for under the equity method of accounting may not be recoverable, potential impairment is assessed by comparing the fair value of these investments to their carrying values as well as assessing if a decline in fair value is temporary. If an impairment is indicated, a charge is recognized equal to the amount the carrying value exceeds the investment's fair value. Impairment charges are recorded if the carrying value of such assets exceed the future anticipated cash flows. See Note 4, "*Discontinued Operations*," for information related to the impairment charge recorded at Sunbury in 2005.

(m) Goodwill and Other Intangible Assets--In accordance with SFAS No. 142, "Goodwill and Other Intangible Assets," goodwill and other intangible assets with indefinite lives are not amortized, but are subject to annual impairment tests. The regulated electric and natural gas utility segments perform their impairment test during the second quarter of each year, while Integrys Energy Services performs its impairment test annually during the third quarter. The intangible asset impairment tests are updated whenever events or changes in circumstances indicate that the assets might be impaired. Based upon the results of testing, no impairments were noted in 2007, 2006, or 2005.

Other intangible assets with definite lives consist primarily of emission allowances, customer related intangible assets, and customer contract assets and liabilities. For more information on Integrys Energy Group's intangible assets, see Note 11, "Goodwill and Other Intangible Assets."

(n) Retirement of Debt—Premiums, discounts, and expenses incurred with the issuance of outstanding long-term debt are amortized over the terms of the debt issues. Any call premiums or unamortized expenses associated with refinancing higher-cost debt obligations used to finance regulated assets and operations are defined and amortized consistent with regulatory treatment of those items.

(o) Asset Retirement Obligations—Integrys Energy Group applies SFAS No. 143, "Accounting for Asset Retirement Obligations," and Interpretation No. 47, "Accounting for Conditional Asset Retirement Obligations." Under these accounting standards, Integrys Energy Group recognizes, at fair value, legal obligations associated with the retirement of tangible long-lived assets that result from the acquisition, construction or development, and/or normal operation of the assets. A liability is recorded for these obligations as long as the fair value can be reasonably estimated, even if the timing or method of settling the obligation is unknown. The asset retirement obligations are accreted using a credit-adjusted risk-free interest rate commensurate with the expected settlement dates of the asset retirement obligations. The associated retirement costs are capitalized as part of the related long-lived assets and are depreciated over the useful lives of the assets.

(p) Income Taxes—We account for income taxes using the liability method as prescribed by SFAS No. 109, "Accounting for Income Taxes." Under this method, deferred income taxes have been recorded using currently enacted tax rates for the differences between the tax basis of assets and liabilities and the basis reported in the financial statements. Our regulated utilities are allowed to defer certain adjustments made to income taxes and record regulatory assets or liabilities related to these adjustments.

Integrys Energy Group adopted the provisions of FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes - an Interpretation of FAS 109" on January 1, 2007. As a result of the implementation of Interpretation No. 48, Integrys Energy Group recognized a \$0.1 million decrease in the liability for unrecognized tax benefits, which was accounted for as an increase in the January 1, 2007 balance of retained earnings.

Investment tax credits, which have been used to reduce our federal income taxes payable, have been deferred for financial reporting purposes. These deferred investment tax credits are being amortized over the useful lives of the property to which they relate.

Integrys Energy Group files a consolidated United States income tax return that includes domestic subsidiaries of which its ownership is 80% or more. Integrys Energy Group and its consolidated subsidiaries are parties to a tax allocation arrangement under which each entity determines its income tax provision on a stand-alone basis. In several states, combined or consolidated filing is required for certain members of Integrys Energy Group doing business in that state. The tax allocation arrangement equitably allocates the state taxes associated with these combined or consolidated filings.

(q) Taxes other than income—Integrys Energy Group presents revenue net of pass-through taxes on the Consolidated Statements of Income.

(r) Guarantees—Integrys Energy Group applies Interpretation No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees Including Indirect Guarantees of Indebtedness of Others," which requires that the guarantor recognize, at the inception of the guarantee, a liability for the fair value of the obligation undertaken in issuing the guarantee. See Note 18, "Guarantees," for additional information on Interpretation No. 45.

(s) Stock-Based Employee Compensation—Integrys Energy Group has stock-based employee compensation plans, which are described more fully in Note 22, "Stock-Based Compensation." Prior to January 1, 2006, Integrys Energy Group accounted for these plans under the recognition and

measurement provisions of Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees." Accordingly, Integrys Energy Group provided pro forma disclosure amounts in accordance with SFAS No. 148, "Accounting for Stock-Based Compensation – Transition and Disclosure," as if the fair value method defined by SFAS No. 123, "Accounting for Stock-Based Compensation," had been applied.

The following table illustrates the effect on 2005 income available for common shareholders and earnings per share if Integrys Energy Group had applied the fair value recognition provisions of SFAS No. 123:

(Millions, except per share amounts)	2005
Income available for common shareholders	
As reported	\$157.4
Add: Stock-based compensation expense using the intrinsic value method – net of tax	2.0
Deduct: Stock-based compensation expense using the fair value method – net of tax	(1.9)
Pro forma	\$157.5
Basic earnings per common share	
As reported	\$4.11
Pro forma	4.11
Diluted earnings per common share	
As reported	\$4.07
Pro forma	4.07

Effective January 1, 2006, Integrys Energy Group adopted the fair value recognition provisions of SFAS No. 123(R), "Share-Based Payment," using the modified prospective transition method. Under this transition method, prior periods' results are not restated. Stock-based compensation cost for 2006 included compensation cost for all stock-based compensation awards granted prior to, but not yet fully vested as of January 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of SFAS No. 123, adjusted for estimated future forfeitures. The fair values of stock-based compensation awards granted after January 1, 2006 were estimated in accordance with the provisions of SFAS No. 123(R). There was no material cumulative effect of a change in accounting principle recorded upon adoption of SFAS No. 123(R). The implementation of SFAS No. 123(R) did not have a material impact on cash flows from operations and cash flows from financing activities.

(t) **Cumulative Effect of Change in Accounting Principles**—The adoption of Interpretation No. 47 on December 31, 2005, resulted in a \$1.6 million after-tax cumulative effect of change in accounting principle, decreasing income available for common shareholders, related to recording a liability for asbestos remediation at certain of Integrys Energy Services' generation plants. Approximately \$1.4 million of the after-tax cumulative effect of change in accounting principle recorded in 2005 related to Sunbury. For more information on Sunbury, see Note 4, "Discontinued Operations." For the utility segments of Integrys Energy Group, we concluded it was probable that any differences between expenses under Interpretation No. 47 and expenses currently recovered through customer rates will be recoverable or refundable in future customer rates. Accordingly, the adoption of Interpretation No. 47 had no impact on the utility segments' income, as its effect is offset by the establishment of regulatory assets or liabilities pursuant to SFAS No. 71.

(u) **Reclassifications**—We reclassified certain prior year financial statement amounts to conform to the current year presentation. Significant reclassifications are as follows:

Consolidated Balance Sheet

Customers electing a budget payment plan had a credit balance of \$49.2 million at December 31, 2006. Since this balance is subject to change based upon the amount of future billings, this balance was reclassified from accounts payable to other current liabilities to conform to the December 31, 2007 presentation.

Consolidated Statements of Income

For the year ended December 31, 2006, and 2005, \$16.5 million and \$9.1 million, respectively, of software and intangible asset amortization expense was reclassified from operating and maintenance expense to depreciation and amortization expense to conform to the presentation for the year ended December 31, 2007.

Consolidated Statement of Cash Flows

The reclassifications discussed above were also reflected as reclassifications in the Consolidated Statements of Cash Flows for the year ended December 31, 2006 and 2005. These reclassifications had no impact on total operating, investing, or financing activities.

(v) New Accounting Pronouncements--In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements," which defines fair value, establishes new criteria to be considered when measuring fair value and expands disclosures about fair value measurements. SFAS No. 157 does not require any new fair value measurements. Integrys Energy Group applies fair value measurements to certain assets and liabilities, primarily derivative instruments, available-for-sale securities, deferred compensation liabilities, financial instruments required to be disclosed at fair value under SFAS No. 107, "Fair Value of Financial Instruments," and long-lived assets evaluated for impairments. SFAS No. 157 is effective for Integrys Energy Group on January 1, 2008 for financial assets and liabilities and January 1, 2009 for nonfinancial assets and liabilities.

SFAS No. 157 nullified a portion of Emerging Issues Task Force Issue No. 02-3, "Issues Involved in Accounting for Derivative Contracts Held for Trading Purposes and Contracts Involved in Energy Trading and Risk Management Activities." Under Issue No. 02-3, inception gains or losses were deferred unless the fair value of the derivative was substantially based on quoted prices or other current market transactions. However, SFAS No. 157 provides a framework to consider, in evaluating a transaction, whether a transaction represents fair value at initial recognition. Integrys Energy Services expects to recognize a pre-tax cumulative effect increase to retained earnings of \$4.5 million on January 1, 2008.

SFAS No. 157 requires that a fair value measurement reflect the assumptions market participants would use in pricing an asset or liability based on the best available information. These assumptions include the risks inherent in a particular valuation technique (such as a pricing model) and the risks inherent in the inputs to the model. SFAS No. 157 also requires that we consider our own credit profile in valuing liabilities and specifies that transaction costs should not be considered in the determination of fair value. On January 1, 2008, Integrys Energy Group expects to recognize an increase to operating income of \$0.5 million as a result of considering its own credit profile in the measurement of certain liabilities at fair value, and an increase of \$11.0 million due to the exclusion of transaction costs from Integrys Energy Services' fair value estimates.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities." This standard permits entities to choose to measure many financial instruments and certain other items at fair value, following the provisions of SFAS No. 157. SFAS No. 159 is effective for Integrys Energy Group beginning January 1, 2008. We have chosen not to elect the fair value option for any of our financial assets and liabilities.

In December 2007, the FASB issued SFAS No. 141(R), "Business Combinations." SFAS No. 141(R) provides greater consistency in the accounting and financial reporting of business combinations. SFAS

No. 141(R) requires the acquiring entity in a business combination to recognize all assets acquired and liabilities assumed in the transaction and any non-controlling interest in the acquiree at the acquisition date, measured at the fair value as of that date. This includes the measurement of the acquirer's shares issued as consideration in a business combination, the recognition of contingent consideration, the accounting for pre-acquisition gain and loss contingencies, the recognition of capitalized in-process research and development, the accounting for acquisition-related restructuring cost accruals, the treatment of acquisition-related transaction costs, and the recognition of changes in the acquirer's income tax valuation allowance and deferred taxes. This statement also establishes disclosure requirements to enable the evaluation of the nature and financial effect of the business combination. SFAS No. 141(R) is effective for business combinations consummated after January 1, 2009. Also effective January 1, 2009, any adjustments to uncertain tax positions from business combinations consummated prior to January 1, 2009 will no longer be recorded as an adjustment to goodwill, but will be reported in income.

NOTE 2--FAIR VALUE OF FINANCIAL INSTRUMENTS

The following methods and assumptions were used to estimate the fair value of each class of financial instrument for which it is practicable to estimate such value:

Cash and cash equivalents, restricted cash, accounts receivable, accounts payable, notes payable, and outstanding commercial paper: The carrying amount approximates fair value due to the short maturity of these investments and obligations.

Long-term debt and preferred stock: The fair values of long-term debt and preferred stock are estimated based on the quoted market price for the same or similar issues or on the current rates offered to Integrys Energy Group for debt of the same remaining maturity.

Risk management assets – net: Assets and liabilities from risk management activities are recorded at fair value in accordance with SFAS No. 133.

The estimated fair values of our financial instruments as of December 31 were:

(Millions)	<u>2007</u>		<u>2006</u>	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Cash and cash equivalents	\$ 41.2	\$ 41.2	\$ 23.2	\$ 23.2
Restricted cash	-	-	22.0	22.0
Accounts receivable – net	1,405.3	1,405.3	1,037.3	1,037.3
Accounts payable	1,331.8	1,331.8	949.4	949.4
Notes payable	160.0	160.0	160.0	160.0
Commercial paper	308.2	308.2	562.8	562.8
Long-term debt	2,320.3	2,334.2	1,313.7	1,323.1
Preferred stock	51.1	49.6	51.1	48.8
Risk management assets – net	114.5	114.5	110.4	110.4

NOTE 3—RISK MANAGEMENT ACTIVITIES

The following table shows Integrys Energy Group's assets and liabilities from risk management activities as of December 31, 2007, and 2006:

(Millions)	<u>Assets</u>		<u>Liabilities</u>	
	2007	2006	2007	2006
Utility Segments				
Commodity contracts	\$ 8.2	\$ 5.9	\$ 30.4	\$ 12.1
Financial transmission rights	13.4	14.3	4.4	2.0
Cash flow hedges – commodity contracts	-	-	0.3	-
Nonregulated Segments				
Commodity and foreign currency contracts	1,241.4	1,237.7	1,125.7	1,195.4
Fair value hedges				
Commodity contracts	7.4	11.0	2.0	0.3
Interest rate swaps	-	-	0.3	-
Cash flow hedges				
Commodity contracts	29.6	107.9	18.3	53.3
Interest rate swaps	-	-	4.1	3.3
Total	\$1,300.0	\$1,376.8	\$1,185.5	\$1,266.4
Balance Sheet Presentation				
Current	\$ 840.7	\$1,068.6	\$ 813.5	\$1,001.7
Long-term	459.3	308.2	372.0	264.7
Total	\$1,300.0	\$1,376.8	\$1,185.5	\$1,266.4

Assets and liabilities from risk management activities are classified as current or long-term based upon the maturities of the underlying contracts.

Utility Segments

Derivative instruments at the utilities are entered into in accordance with the terms of the risk management policies approved by Integrys Energy Group's Board of Directors and, if applicable, by the respective regulators. For most energy-related physical and financial derivatives in our regulated operations, our regulators allow the effects of mark-to-market accounting to be deferred as regulatory assets and liabilities. Management believes any gains or losses resulting from the eventual settlement of these derivative instruments will be collected from or refunded to customers.

The derivatives listed in the above table as "commodity contracts" include a limited number of electric and natural gas purchase contracts as well as financial derivative contracts (NYMEX futures and options) used by both the electric and natural gas utility segments to mitigate the risk associated with market price volatility of natural gas. The electric utility segment also uses financial instruments to manage transmission congestion costs, which are shown in the above table as "financial transmission rights."

Additionally, PGL uses derivatives to hedge changes in the price of natural gas used to support operations. These instruments are designated as cash flow hedges, which allow for the effective portion of the unrealized change in value during the life of the hedge to be recorded in comprehensive income, net of taxes. Commodity contracts that are designated as cash flow hedges extend through February 2009. Cash flow hedge ineffectiveness recorded in operating and maintenance expense on the Consolidated Statements of Income related to these commodity contracts was insignificant for the year ended December 31, 2007. When testing for effectiveness, no portion of the derivative instruments was excluded. Amounts recorded in other comprehensive income related to these cash flow hedges will be recognized in earnings as the hedged transactions occur or if it becomes probable that the hedged

transaction will not occur. The amount to be recognized in earnings over the next 12 months as the hedged transactions occur is insignificant.

Nonregulated Segments

The derivatives in the nonregulated segments not designated as hedges under generally accepted accounting principles are primarily commodity contracts used to manage price risk associated with natural gas and electric energy purchase and sale activities and foreign currency contracts used to manage foreign currency exposure related to Integrys Energy Services' Canadian operations. In addition, Integrys Energy Services entered into interest rate swaps associated with long-term storage contracts as well as a series of options covering a specified number of barrels of oil in order to manage exposure to the risk of an increase in oil prices. Changes in the fair value of non-hedge derivatives are recognized currently in earnings.

In the second quarter of 2006, Integrys Energy Services began entering into a limited number of derivative energy contracts with terms that extend as long as 12 years. Observable market data is not available for the longer-dated portion (generally periods greater than five years) (the unobservable periods) of these contracts and, therefore, Integrys Energy Services had valued the unobservable periods of these contracts at zero. In the third quarter of 2007, Integrys Energy Services determined that this approach was inappropriate under generally accepted accounting principles and began to use internally developed pricing data to estimate the fair value of such unobservable periods. The cumulative effect related to prior periods was an increase in income from continuing operations and income available for common shareholders of \$4.6 million, net of taxes. Management has determined that this amount is not material to prior periods. The determination of fair value for these derivative contracts is subjective and requires significant management judgment.

Our nonregulated segments also enter into commodity derivative contracts that are designated as either fair value or cash flow hedges. Integrys Energy Services uses fair value hedges to mitigate the risk of changes in the price of natural gas held in storage. The changes in the fair value of these hedges are recognized currently in earnings, as are the changes in fair value of the hedged items. Fair value hedge ineffectiveness recorded in nonregulated revenue on the Consolidated Statements of Income was not significant in 2007. Fair value hedge ineffectiveness recorded in nonregulated revenue on the Consolidated Statements of Income was a pre-tax gain of \$3.7 million in 2006, and a pre-tax loss of \$2.5 million in 2005. Changes in the difference between the spot and forward prices of natural gas were excluded from the assessment of hedge effectiveness and reported directly in nonregulated revenue. During 2007 and 2006, the amounts excluded were not significant. During 2005, the amount excluded was a pre-tax loss of \$5.2 million.

Commodity contracts that are designated as cash flow hedges extend through December 2011, and are used to mitigate the risk of cash flow variability associated with future purchases and sales of natural gas and electricity. To the extent they are effective, the changes in the values of these contracts are included in other comprehensive income, net of taxes. Cash flow hedge ineffectiveness recorded in nonregulated revenue on the Consolidated Statements of Income related to commodity contracts was a pre-tax loss of \$4.4 million in 2007, a pre-tax gain of \$8.6 million in 2006, and a pre-tax loss of \$2.6 million in 2005. When testing for effectiveness, no portion of the derivative instruments was excluded. Amounts recorded in other comprehensive income related to these cash flow hedges will be recognized in earnings when the hedged transactions affect earnings, which is typically as the related contracts are settled, or if it is probable that the hedged transaction will not occur. During 2007, the amount reclassified from other comprehensive income into earnings as a result of the discontinuance of cash flow hedge accounting for certain hedge transactions was not significant. During 2006 and 2005, Integrys Energy Group reclassified pre-tax gains of \$2.1 million, and \$5.2 million, respectively, from other comprehensive income into earnings as a result of the discontinuance of cash flow hedge accounting for certain hedge transactions. In the next 12 months, subject to changes in market prices of natural gas and electricity, Integrys Energy Group expects that a pre-tax gain of \$7.4 million will be recognized in earnings as the hedged transactions occur. This amount is expected to be substantially offset by the settlement of the related nonderivative contracts that are being hedged.

NOTE 4--DISCONTINUED OPERATIONS

PEP

In September 2007, Integrys Energy Group completed the sale of PEP, its oil and natural gas production subsidiary acquired in the merger with PEC, for \$879.1 million. Post-closing adjustments in the amount of \$9.9 million were settled in February 2008 related to this sale, which reduced the sale price to \$869.2 million. These post-closing adjustments were funded through other current liabilities at December 31, 2007 and, therefore, are included in Note 1(d), "Cash and Cash Equivalents," as a non-cash transaction. Including the impact of the post-closing adjustments, the pre-tax gain recorded was \$12.6 million (\$7.6 million after-tax), and was included as a component of discontinued operations.

A summary of the components of discontinued operations recorded in the Consolidated Statements of Income related to PEP was as follows:

<i>(Millions)</i>	February 22, 2007 through December 31, 2007
Nonregulated revenue	\$114.2
Operating and maintenance expense	28.5
Gain on PEP sale	12.6
Taxes other than income	5.1
Other expense	0.1
Income before taxes	93.1
Provision for income taxes	34.6
Discontinued operations, net of tax	\$ 58.5

It is Integrys Energy Group's policy to not allocate interest to discontinued operations unless the asset group being sold has external debt obligations. PEP did not have any external debt obligations.

Niagara

In January 2007, Integrys Energy Services completed the sale of Niagara for approximately \$31 million. The gain recorded in 2007 was \$24.6 million pre-tax (\$14.7 million after-tax), and was included as a component of discontinued operations. This facility was a merchant generation facility and sold power on a wholesale basis when market conditions were economically favorable.

The major classes of assets held for sale at December 31, 2006, for Niagara were as follows:

<i>(Millions)</i>	
Inventories	\$0.4
Property, plant, and equipment, net	4.6
Other assets	1.1
Total assets held for sale	\$6.1

A summary of the components of discontinued operations recorded in the Consolidated Statements of Income related to Niagara for the year ended December 31 were as follows:

(Millions)	2007	2006	2005
Nonregulated revenue	\$ 1.5	\$19.3	\$21.8
Nonregulated cost of fuel, natural gas, and purchased power	1.0	12.9	12.2
Operating and maintenance expense	0.5	5.3	4.9
Gain on Niagara sale	24.6	-	-
Depreciation and amortization expense	-	0.4	0.3
Taxes other than income	-	0.3	0.2
Other income	-	0.2	-
Income before taxes	24.6	0.6	4.2
Income tax provision	9.8	0.2	1.8
Discontinued operations, net of tax	\$14.8	\$ 0.4	\$ 2.4

No interest expense was allocated to discontinued operations as Niagara did not have any external debt obligations.

Sunbury

In July 2006, Integrys Energy Services completed the sale of Sunbury. Sunbury's primary asset was the Sunbury generation plant located in Pennsylvania. The gain recorded in 2006 was \$20.2 million pre-tax (\$12.5 million after taxes), and was included as a component of discontinued operations. This facility sold power on a wholesale basis when market conditions were economically favorable.

A summary of the components of discontinued operations recorded in the Consolidated Statements of Income for the years ended December 31 related to Sunbury were as follows:

(Millions)	2006	2005
Nonregulated revenue	\$69.2	\$115.4
Nonregulated cost of fuel, natural gas, and purchased power	61.6	68.7
Operating and maintenance expense	17.9	27.5
Gain on Sunbury sale	20.2	-
Depreciation and amortization expense	0.3	0.2
Gain on sale of emission allowances	-	(86.8)
Impairment loss	-	80.6
Taxes other than income	0.3	0.4
Interest expense	-	(10.4)
Income before taxes	9.3	14.4
Income tax provision	2.4	5.3
Discontinued operations, net of tax	\$ 6.9	\$ 9.1

For the year ended December 31, 2005, interest expense of \$9.1 million was recognized related to the termination of an interest rate swap pertaining to Sunbury's non-recourse debt obligation in addition to the recognition of interest expense on the non-recourse debt prior to the restructuring of this debt to an Integrys Energy Group obligation in the second quarter of 2005.

NOTE 5--PROPERTY, PLANT, AND EQUIPMENT

Property, plant, and equipment in service at December 31 consists of the following utility, nonutility, and nonregulated assets:

<i>(Millions)</i>	2007	2006
Electric utility	\$2,230.0	\$2,181.7
Natural gas utility	4,058.1	1,129.6
Total utility plant	6,288.1	3,311.3
Less: Accumulated depreciation	2,533.1	1,366.2
Net	3,755.0	1,945.1
Construction in progress	543.5	444.9
Net utility plant	4,298.5	2,390.0
Nonutility plant	29.3	21.0
Less: Accumulated depreciation	8.8	6.5
Net nonutility plant	20.5	14.5
Electric nonregulated	168.2	161.0
Natural gas nonregulated	12.6	1.1
Other nonregulated	24.3	21.9
Total nonregulated property, plant, and equipment	205.1	184.0
Less: Accumulated depreciation	60.3	53.7
Net nonregulated property, plant, and equipment	144.8	130.3
Total property, plant, and equipment	\$4,463.8	\$2,534.8

The increase in the natural gas utility assets in 2007 is due to the merger with PEC. See Note 6, "Acquisitions and Sales of Assets" for more information on the merger with PEC. The increase in construction in progress in 2007 is mainly due to the construction of Weston 4, which is scheduled to be placed in service in the first quarter of 2008.

NOTE 6--ACQUISITIONS AND SALES OF ASSETS

Merger with PEC

Effective February 21, 2007, the PEC merger was completed and WPS Resources Corporation changed its name to Integrys Energy Group, Inc. The merger was accounted for under the purchase method of accounting, with Integrys Energy Group treated as the acquirer. In the merger, shareholders of PEC received 0.825 shares of Integrys Energy Group common stock, \$1 par value, for each share of PEC common stock, no par value, which they held immediately prior to the merger. The total purchase price was approximately \$1.6 billion (as shown in the table below). The results of operations attributable to PEC are included in the Consolidated Financial Statements from February 22, 2007, through December 31, 2007.

The purchase price was allocated based on the estimated fair market values of the assets acquired and liabilities assumed. The excess of the purchase price over the estimated fair values of the tangible net assets acquired was allocated to identifiable intangible assets, with the remainder then allocated to goodwill. The following table shows the allocation of the purchase price to the assets acquired and liabilities assumed at the date of the acquisition.