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June 2, 2015

Ms. Susan Martin  
Executive Vice President  
and General Counsel  
Wisconsin Energy Corporation  
231 W. Michigan Street  
Milwaukee, WI 53203

**Re: City of Chicago General Consulting**

Dear Susan:

We are pleased to have the opportunity to represent Wisconsin Energy Corporation ("WEC") with regard to general consulting services. This letter and the enclosed Terms of Engagement, which includes a provision on conflicts of interest, describe the basis on which our firm provides legal services.

I will be the lawyer at the firm with the primary responsibility for the representation, and I will manage this engagement. Daley and Georges, Ltd. agrees to undertake the representation contemplated by this engagement for \$10,000.00 per month plus costs beginning June 10, 2015.

Please review the Terms of Engagement, with the assistance of independent counsel if you wish, and let me know if you have any questions about them. If all the terms are satisfactory, please indicate your consent by signing the letter and returning it to me.

I very much look forward to working with you.

Very truly yours,



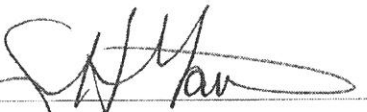
Mara S. Georges

MSG:ml  
Enclosure

cc: Edward Hurley

This letter and the Terms of Engagement are agreed to:

Wisconsin Energy Corporation

By: 

Name: Susan H. Martin

Title: Executive Vice President  
General Counsel and Corporate Sec'y

Dated: June 3, 2015