MGE ENERGY INC
Form 10-K
February 26, 2015

United States

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

[X] Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended:

December 31, 2014

[ ] Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _______________ to _______________

Commission File No.	Name of Registrant, State of Incorporation, Address of Principal Executive Offices, and Telephone No.	IRS Employer Identification No.
000-49965	**MGE Energy, Inc.** (a Wisconsin Corporation) 133 South Blair Street Madison, Wisconsin 53788 (608) 252-7000 mgeenergy.com	39-2040501

000-1125	**Madison Gas and Electric Company**	39-0444025

(a Wisconsin Corporation)

133 South Blair Street

Madison, Wisconsin 53788

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SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

	Title of Class	Name of Each Exchange on which Registered
MGE Energy, Inc.	Common Stock, $1 Par Value Per Share	The Nasdaq Stock Market

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

	Title of Class
Madison Gas and Electric Company	Common Stock, $1 Par Value Per Share

Indicate by checkmark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

MGE Energy, Inc.	Yes [X] No [ ]
Madison Gas and Electric Company	Yes [X] No [ ]

Indicate by checkmark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

MGE Energy, Inc.	Yes [ ] No [X]
Madison Gas and Electric Company	Yes [ ] No [X]

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Indicate by check mark whether the registrants (1) have 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 registrants were required to file such reports) and (2) have been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Indicate by check mark whether the registrants have submitted electronically and posted on their corporate Web sites, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrants were required to submit and post such files): Yes [X] 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 registrants' 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. [X]

Indicate by check mark if the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

	Large Accelerated Filer	**Accelerated Filer**	**Non-accelerated Filer**	**Smaller Reporting Company**
MGE Energy, Inc.	X			
Madison Gas and Electric Company			X	

Indicate by checkmark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

MGE Energy, Inc.	Yes [ ] No [X]
Madison Gas and Electric Company	Yes [ ] No [X]

The aggregate market value of the voting and nonvoting common equity held by nonaffiliates of each registrant as of June 30, 2014, was as follows:

MGE Energy, Inc.	$1,365,673,259
Madison Gas and Electric Company	$0

The number of shares outstanding of each registrant's common stock as of February 1, 2015, were as follows:

MGE Energy, Inc.	34,668,370
Madison Gas and Electric Company	17,347,894

DOCUMENTS INCORPORATED BY REFERENCE

Portions of MGE Energy, Inc.'s definitive proxy statement to be filed on or before March 27, 2015, relating to its annual meeting of shareholders, are incorporated by reference into Part III of this annual report on Form 10-K.

Madison Gas and Electric Company meets the conditions set forth in General Instruction (I)(1)(a) and (b) of Form 10-K and is therefore omitting (i.) the information otherwise required by Item 601 of Regulation S-K relating to a list of subsidiaries of the registrant as permitted by General Instruction (I)(2)(b), (ii.) the information otherwise required by Item 6 relating to Selected Financial Data as permitted by General Instruction (I)(2)(a), (iii.) the information otherwise required by Item 10 relating to Directors and Executive Officers as permitted by General Instruction (I)(2)(c), (iv.) the information otherwise required by Item 11 relating to executive compensation as permitted by General Instruction (I)(2)(c), (v.) the information otherwise required by Item 12 relating to Security Ownership of Certain Beneficial Owners and Management as permitted by General Instruction (I)(2)(c), and (vi.) the information otherwise required by Item 13 relating to Certain Relationships and Related Transactions as permitted by General Instruction (I)(2)(c).

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Filing Format

This combined Form 10-K is being filed separately by MGE Energy, Inc. (MGE Energy) and Madison Gas and Electric Company (MGE). MGE is a wholly owned subsidiary of MGE Energy and represents a majority of its assets, liabilities, revenues, expenses, and operations. Thus, all information contained in this report relates to, and is filed by, MGE Energy. Information that is specifically identified in this report as relating solely to MGE Energy, such as its financial statements and information relating to its nonregulated business, does not relate to, and is not filed by, MGE. MGE makes no representation as to that information. The terms "we" and "our," as used in this report, refer to MGE Energy and its consolidated subsidiaries, unless otherwise indicated.

Forward-Looking Statements

This report, and other documents filed by MGE Energy and MGE with the Securities and Exchange Commission (SEC) from time to time, contain forward-looking statements that reflect management's current assumptions and estimates regarding future performance and economic conditions especially as they relate to economic conditions, future load growth, revenues, expenses, capital expenditures, financial resources, regulatory matters, and the scope and expense associated with future environmental regulation. These forward-looking statements are made pursuant to the provisions of the Private Securities Litigation Reform Act of 1995. Words such as "believe," "expect," "anticipate," "estimate," "could," "should," "intend," "will," and other similar words generally identify forward-looking statements. Both MGE Energy and MGE caution investors that these forward-looking statements are subject to known and unknown risks and uncertainties that may cause actual results to differ materially from those projected, expressed, or implied.

The factors that could cause actual results to differ materially from the forward-looking statements made by a registrant include (a) those factors discussed in Item 1A. Risk Factors, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, and Item 8. Financial Statements and Supplementary Data, Footnote 18. Commitments and Contingencies, and (b) other factors discussed herein and in other filings made by that registrant with the SEC.

Readers are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this report. MGE Energy and MGE undertake no obligation to release publicly any revision to these forward-looking statements to reflect events or circumstances after the date of this report.

Where to Find More Information

The public may read and copy any reports or other information that MGE Energy and MGE file with the SEC at the SEC's public reference room at 100 F Street, NE, Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. These documents also are available to the public from commercial document retrieval services, the website maintained by the SEC at sec.gov, MGE Energy's website at mgeenergy.com, and MGE's website at mge.com. Copies may be obtained from our websites free of charge. Information contained on MGE Energy's and MGE's websites shall not be deemed incorporated into, or to be a part of, this report.

Definitions, Abbreviations, and Acronyms Used in the Text and Notes of this Report

Abbreviations, acronyms, and definitions used in the text and notes of this report are defined below.

MGE Energy and Subsidiaries:

CWDC	Central Wisconsin Development Corporation
MAGAEL	MAGAEL, LLC
MGE	Madison Gas and Electric Company
MGE Energy	MGE Energy, Inc.
MGE Power	MGE Power, LLC
MGE Power Elm Road	MGE Power Elm Road, LLC
MGE Power West Campus	MGE Power West Campus, LLC
MGE State Energy Services	MGE State Energy Services, LLC
MGE Transco	MGE Transco Investment, LLC
NGV Fueling Services	NGV Fueling Services, LLC
North Mendota	North Mendota Energy & Technology Park, LLC

Other Defined Terms:

AFUDC	Allowance for Funds Used During Construction
Alliant	Alliant Energy Corporation
ANR	ANR Pipeline Company
ARO	Asset Retirement Obligation
ATC	American Transmission Company LLC
BART	Best Available Retrofit Technology
Bechtel	Bechtel Power Corporation
Blount	Blount Station
CAA	Clean Air Act
CAIR	Clean Air Interstate Rule
CAVR	Clean Air Visibility Rule
CO2	Carbon Dioxide
Codification	Financial Accounting Standards Board Accounting Standards Codification
Columbia	Columbia Energy Center
Cooling degree days	Measure of the extent to which the average daily temperature is above 65 degrees Fahrenheit, which is considered an indicator of possible increased demand for energy to provide cooling
COSO	Committee of Sponsoring Organizations
CSAPR	Cross-State Air Pollution Rule
CWA	Clean Water Act
Dth	Dekatherms
EEI	Edison Electric Institute
EGUs	Electric Generating Units
Elm Road Units	Elm Road Generating Station
EPA	United States Environmental Protection Agency
FASB	Financial Accounting Standards Board

FERC	Federal Energy Regulatory Commission
FTR	Financial Transmission Rights
GAAP	Generally Accepted Accounting Principles
GHG	Greenhouse Gas
HAPs	Hazardous Air Pollutants
Heating degree days (HDD)	Measure of the extent to which the average daily temperature is below 65 degrees Fahrenheit, which is considered an indicator of possible increased demand for energy to provide heating
ICF	Insurance Continuance Fund
IRS	Internal Revenue Service
kVA	Kilovolt Ampere
kWh	Kilowatt-hour
LIBOR	London Inter Bank Offer Rate

MACT	Maximum Achievable Control Technology
MATS	Mercury and Air Toxins Standards
MISO	Midcontinent Independent System Operator Inc. (a regional transmission organization)
MW	Megawatt
MWh	Megawatt-hour
NAAQS	National Ambient Air Quality Standards
Nasdaq	The Nasdaq Stock Market
NERC	North American Electric Reliability Corporation
NNG	Northern Natural Gas Company
NOV	Notice of Violation
NOx	Nitrogen Oxides
NSPS	New Source Performance Standards
NYSE	New York Stock Exchange
OPRB	Other Postretirement Benefits
PCBs	Polychlorinated Biphenyls
PGA	Purchased Gas Adjustment clause
PJM	PJM Interconnection, LLC (a regional transmission organization)
PM	Particulate Matter
PPA	Purchased power agreement
PPACA	Patient Protection and Affordable Care Act
PSCW	Public Service Commission of Wisconsin
PSD	Prevention of Significant Deterioration
REC	Renewable Energy Credit
RICE	Reciprocating Internal Combustion Engine
RTO	Regional Transmission Organization
SCR	Selective Catalytic Reduction
SEC	Securities and Exchange Commission
SIP	State Implementation Plan
SO2	Sulfur Dioxide
the State	State of Wisconsin
Stock Plan	Direct Stock Purchase and Dividend Reinvestment Plan of MGE Energy
UW	University of Wisconsin at Madison
VIE	Variable Interest Entity
WCCF	West Campus Cogeneration Facility
WDNR	Wisconsin Department of Natural Resources
WEPCO	Wisconsin Electric Power Company
Working capital	Current assets less current liabilities
WPDES	Wisconsin Pollutant Discharge Elimination System
WPL	Wisconsin Power and Light Company
WPSC	Wisconsin Public Service Corporation
WRERA	Worker, Retiree and Employer Recovery Act of 2008
XBRL	eXtensible Business Reporting Language

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PART I.

Item 1. Business.

MGE Energy operates in the following business segments:

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Regulated electric utility operations   generating, purchasing, and distributing electricity through MGE.

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Regulated gas utility operations   purchasing and distributing natural gas through MGE.

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Nonregulated energy operations   owning and leasing electric generating capacity that assists MGE through MGE Energy's wholly owned subsidiaries MGE Power Elm Road and MGE Power West Campus.

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Transmission investments   representing our investment in American Transmission Company LLC, a company engaged in the business of providing electric transmission services primarily in Wisconsin.

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All other   investing in companies and property that relate to the regulated operations and financing the regulated operations, through its wholly owned subsidiaries CWDC, MAGAEL, MGE State Energy Services, NGV Fueling Services, and Corporate functions.

MGE's utility operations represent a majority of the assets, liabilities, revenues, expenses, and operations of MGE Energy. MGE Energy's nonregulated energy operations currently include an undivided interest in two coal-fired generating units located in Oak Creek, Wisconsin, which we refer to as the Elm Road Units, and an undivided interest in a cogeneration facility located on the Madison campus of the University of Wisconsin, which we refer to as the

West Campus Cogeneration Facility or WCCF.

As a public utility, MGE is subject to regulation by the PSCW and the FERC. The PSCW has authority to regulate most aspects of MGE's business including rates, accounts, issuance of securities, and plant siting. The PSCW also has authority over certain aspects of MGE Energy as a holding company of a public utility. FERC has jurisdiction, under the Federal Power Act, over certain accounting practices and certain other aspects of MGE's business.

MGE Energy's subsidiaries are also subject to regulation under local, state, and federal laws regarding air and water quality and solid waste disposal. See "Environmental" below.

MGE Energy was organized as a Wisconsin corporation in 2001. MGE was organized as a Wisconsin corporation in 1896. Their principal offices are located at 133 South Blair Street, Madison, Wisconsin 53788, and their telephone number is (608) 252-7000.

Electric Utility Operations

MGE distributes electricity in a service area covering a 316 square-mile area of Dane County, Wisconsin. The service area includes the city of Madison, Wisconsin. It owns or leases ownership interests in electric generation facilities located in Wisconsin and Iowa.

At December 31, 2014, MGE supplied electric service to approximately 143,000 customers, with approximately 90% located in the cities of Fitchburg, Madison, Middleton, and Monona and 10% in adjacent areas. Of the total number of customers, approximately 86% were residential and 14% were commercial or industrial. Electric retail revenues for 2014, 2013, and 2012 were comprised of the following:

	Year Ended December 31,		
	2014	2013	2012
Residential	33.3%	33.2%	32.9%
Commercial	52.8%	52.4%	52.4%
Industrial	4.8%	4.8%	4.9%
Public authorities (including the UW)	9.1%	9.6%	9.8%
Total	100.0%	100.0%	100.0%

Electric operations accounted for approximately 64.0%, 69.0%, and 73.7% of MGE's total 2014, 2013, and 2012 regulated revenues, respectively.

See Item 2. Properties for a description of MGE's electric utility plant.

MGE is registered with a regional entity, The Midwest Reliability Organization. The essential purposes of this entity are the development and implementation of regional and NERC reliability standards; and determining compliance with those standards, including enforcement mechanisms.

Transmission

American Transmission Company LLC (ATC) is owned by the utilities that contributed facilities or capital to it in accordance with Wisconsin law. ATC's purpose is to provide reliable, economic transmission service to all customers in a fair and equitable manner. ATC plans, constructs, operates, maintains, and expands transmission facilities that it owns to provide adequate and reliable transmission of power. ATC is regulated by FERC for all rate terms and conditions of service and is a transmission-owning member of the MISO.

Regional Transmission Organizations

MISO

MGE is a nontransmission owning member of the MISO. MISO, a FERC approved RTO, is responsible for monitoring the electric transmission system that delivers power from generating plants to wholesale power transmitters. MISO's role is to ensure equal access to the transmission system and to maintain or improve electric system reliability in the Midwest.

MISO maintains a bid-based energy market. MGE offers substantially all of its generation on the MISO market and purchases much of its load requirement from the MISO market in accordance with the MISO Tariff. MGE participates in the ancillary services market operated by MISO. That market is an extension of the existing energy market in which MISO assumes the responsibility of maintaining sufficient generation reserves. In the ancillary services market, MISO provides the reserves for MGE's load, and MGE may offer to sell reserves from its generating units.

MGE participates in the voluntary capacity auction, which provides an optional monthly forum for buyers and sellers of aggregate planning resource credits to interact. Load serving entities, such as MGE, may participate in the voluntary capacity auction potentially to obtain the necessary aggregate planning resource credits needed to meet their planning reserve margin requirement established by the PSCW. Generator owners may participate to sell any excess aggregate planning resource credits that are not needed by them.

PJM

MGE is a member of PJM. PJM, an RTO, is a neutral and independent party that coordinates and directs the operation of the transmission grid within its area of coverage, administers a competitive wholesale electricity market, and plans regional transmission expansion improvements to maintain grid reliability and relieve congestion.

Fuel supply and generation

MGE satisfies its customers' electric demand with internal generation and purchased power. During the years ended December 31, 2014, 2013, and 2012, MGE's electric energy delivery requirements were satisfied by the following sources:

	Year Ended December 31,		
	2014	2013	2012
Coal	47.8%	54.1%	50.1%
Natural gas	3.2%	5.8%	8.7%
Fuel oil	0.1%	0.1%	0.1%
Renewable sources	3.1%	2.9%	2.7%
Purchased power			
Renewable	8.7%	7.6%	8.4%
Other	37.1%	29.5%	30.0%
Total	100.0%	100.0%	100.0%

Sources used depend on market prices, generating unit availability, weather, and customer demand.

Generation Sources

MGE receives electric generation supply from coal-fired, gas-fired and renewable energy sources. These sources include owned facilities as well as facilities leased from affiliates and accounted for under our nonregulated energy operations. See Item 2. Properties for more information regarding these generation sources, including location, capacity, ownership or lease arrangement, and fuel source. See Nonregulated Operations below for more information regarding generating capacity leased to MGE by nonregulated subsidiaries.

Purchased power

MGE enters into short and long-term purchase power commitments with third parties to meet a portion of its anticipated electric energy supply needs. The following table identifies purchase power commitments at December 31, 2014, with unaffiliated parties for the next five years.

(Megawatts)	2015	2016	2017	2018	2019
Purchase Power Commitments	162.4	162.4	152.5	152.5	98.5

Gas Utility Operations

MGE transports and distributes natural gas in a service area covering 1,678 square miles in seven south-central Wisconsin counties. The service area includes the city of Madison, Wisconsin and surrounding areas.

At December 31, 2014, MGE supplied natural gas service to approximately 149,000 customers in the cities of Elroy, Fitchburg, Lodi, Madison, Middleton, Monona, Prairie du Chien, Verona, and Viroqua; 24 villages; and all or parts of 47 townships. Of the total number of customers, approximately 89% were residential and 11% were commercial or industrial. Gas revenues for 2014, 2013, and 2012 were comprised of the following:

	Year Ended December 31,		
	2014	2013	2012
Residential	53.0%	54.3%	56.1%
Commercial	34.3%	33.4%	32.9%
Industrial	11.0%	10.3%	8.9%
Transportation service and other	1.7%	2.0%	2.1%
Total	100.0%	100.0%	100.0%

Gas operations accounted for approximately 36.0%, 31.0%, and 26.3% of MGE's total 2014, 2013, and 2012 regulated revenues, respectively.

MGE can curtail gas deliveries to its interruptible customers. Approximately 17% of retail gas deliveries in 2014 and 20% in 2013 were to interruptible customers.

Gas supply

MGE has physical interconnections with ANR and NNG. MGE's primary service territory, which includes Madison and the surrounding area, receives deliveries at one NNG and four ANR gate stations. MGE also receives deliveries at NNG gate stations located in Elroy, Prairie du Chien, Viroqua, and Crawford County. Interconnections with two major pipelines provide competition in interstate pipeline service and a more reliable and economical gas supply mix, which includes gas from Canada and from the mid-continent and Gulf/offshore regions in the United States.

During the winter months, when customer demand is high, MGE is primarily concerned with meeting its obligation to firm customers. MGE meets customer demand by using firm supplies under contracts finalized before the heating season, supplies in storage (injected during the summer), and other firm supplies purchased during the winter period.

By contract, a total of 5,940,536 Dth of gas can be injected into ANR's storage fields in Michigan from April 1 through October 31. These gas supplies are then available for withdrawal during the subsequent heating season, November 1 through March 31. Using storage allows MGE to buy gas supplies during the summer season, when prices are normally lower, and withdraw these supplies during the winter season, when prices are typically higher. Storage also gives MGE more flexibility in meeting daily load fluctuations.

MGE's contracts for firm transportation service of gas include winter maximum daily quantities of:

- 162,150 Dth (including 106,078 Dth of storage withdrawals) on ANR.
- 65,108 Dth on NNG.

Nonregulated Energy Operations

MGE Energy, through its subsidiaries, has developed generation sources that assist MGE in meeting the electricity needs of its customers. These sources consist of the Elm Road Units and the WCCF, which are leased by MGE Power Elm Road and MGE Power West Campus, respectively, to MGE. See Item 2. Properties for a description of these facilities, their joint owners, and the related lease arrangements.

Transmission Investments

American Transmission Company owns and operates electric transmission facilities primarily in Wisconsin. MGE received an interest in ATC when it, like other Wisconsin electric utilities, contributed its electric transmission facilities to ATC as required by Wisconsin law. That interest is presently held by MGE Transco, which is jointly owned by MGE Energy and MGE. At December 31, 2014, MGE Transco held a 3.6% ownership interest in ATC.

In 2011, ATC and Duke Energy announced the creation of a joint venture, Duke-American Transmission Company, that seeks to build, own, and operate new electric transmission infrastructure in North America to address increasing demand for affordable, reliable transmission capacity.

Environmental

MGE Energy and MGE are subject to frequently changing local, state, and federal regulations concerning air quality, water quality, land use, threatened and endangered species, hazardous materials handling, and solid waste disposal. These regulations affect the manner in which they conduct their operations, the costs of those operations, as well as capital and operating expenditures. Regulatory initiatives, proposed rules, and court challenges to adopted rules, have the potential to have a material effect on our capital expenditures and operating costs. In addition to the regulations discussed below, MGE continues to track state and federal initiatives such as potential changes to regulations governing polychlorinated biphenyl (PCB), potential changes to regulations governing coal-combustion byproducts, and potential climate change legislation.

Energy Efficiency and Renewables

The Wisconsin Energy Efficiency and Renewables Act requires that, by 2015, 10% of the state's electricity be generated from renewable resources. As of December 31, 2014, MGE is in compliance with the 2015 requirement. The costs to comply with the Act and its accompanying regulations are being recovered in rates.

Water Quality

<u>*EPA Cooling Water Intake Rules (Section 316(b))*</u>

Section 316(b) of the CWA requires that the cooling water intake structures at electric power plants meet best available technology standards so that mortality from entrainment (drawing aquatic life into a plant's cooling system) and impingement (trapping aquatic life on screens) are reduced. The EPA finalized its 316(b) rule for existing facilities in 2014; however, the rule is the subject of a pending legal challenge. Section 316(b) requirements are implemented in Wisconsin through modifications to plants' WPDES permits, which govern plant water discharges. WDNR is developing rules to implement the EPA 316(b) rule.

Existing facilities under the 316(b) rule (for MGE that includes our Blount, WCCF, and Columbia plants) will need to meet impingement and entrainment reduction standards or take one of seven actions to meet the reduction requirements. Compliance with 316(b) requirements will coincide with permit renewals.

MGE has studied its options and expects that it will meet requirements at its affected facilities with minimal cost. Our WCCF facility already employs a "closed cycle" cooling (CCC) system as defined under the rule. The Columbia plant may need to address multiple intake structures. Our Blount plant has conducted studies regarding options for compliance with the rule. The exact requirements, however, will not be known until those facilities' WPDES permits are modified to account for this rule. Nonetheless, MGE expects that the 316(b) rule will not have material effects on its existing plants.

Air Quality

Air quality regulations promulgated by the U.S. Environmental Protection Agency (EPA) and Wisconsin Department of Natural Resources (WDNR) in accordance with the Federal Clean Air Act and the Clean Air Act Amendments of 1990 impose restrictions on emission of particulates, sulfur dioxide (SO_2), nitrogen oxides (NO_x), hazardous air pollutants and other pollutants, and require permits for operation of emission sources. These permits must be renewed periodically. Various newly enacted and/or proposed federal and state initiatives are expected to result in additional operating and capital expenditure costs for fossil-fueled electric generating units.

EPA's Cross-State Air Pollution Rule

The EPA's Cross-State Air Pollution Rule (CSAPR) is an interstate air pollution transport rule designed to reduce ozone and fine particulate (PM2.5) air levels in areas that the EPA has determined are being affected by pollution from neighboring and upwind states. The EPA has identified 27 eastern states that are contributing to pollution in other states. CSAPR aims to achieve ozone and PM2.5 reductions by reducing NOx and/or SO_2 air emissions, which contribute to ozone and PM2.5, from qualifying electric power plants in the 27 "contributing" states. The rule has been designed so that qualifying power plants will be allocated NOx and SO2 allowances in two phases, with the second phase including further emissions reductions. These plants will need to reduce their emissions and/or purchase allocations from the marketplace to meet their obligations.

CSAPR, as well as its precursor rules, the Clean Air Interstate Rule (CAIR) and the NOx SIP Call, have been subject to litigation. EPA rule adjustments and several court rulings, including recent court and EPA actions, continue to impart a level of uncertainty heading into 2015. See below for additional information on recent developments and uncertainties associated with this rule.

In July 2011, the EPA finalized CSAPR as a court-ordered replacement rule for its CAIR that had been remanded in 2008. The D.C. Circuit Court of Appeals stayed CSAPR in December 2011, then vacated CSAPR and conditionally reinstated CAIR in August 2012. The U.S. Supreme Court issued a decision in April 2014, reversing the D.C. Circuit Court's vacature of CSAPR and remanded the matter back to the D.C. Circuit for further proceedings. In October 2014, the D.C. Circuit lifted its stay of CSAPR and set a briefing schedule for remaining litigation issues that were not resolved by the Supreme Court's decision. The briefing schedule with oral arguments is planned for 2015. Additionally, the State of Wisconsin has filed pleadings with the D.C. Circuit Court reiterating its contention that Wisconsin be removed from CSAPR.

The EPA has interpreted the October 2014 lifting of the stay by the D.C. Circuit as granting the EPA the ability to reset deadlines that have since passed (CSAPR was originally designed to begin in 2012). The EPA instituted an interim final rule effective January 1, 2015, that tolls the CSAPR's deadlines by three years. The tolling of three years under the interim final rule introduces Phase I of CSAPR in 2015, and Phase II of CSAPR in 2017. The EPA is accepting comments on other aspects of the rule through February 2015.

The ongoing litigation in the D.C. Circuit, including the EPA's interpretation of tolling rule deadlines and the State of Wisconsin's arguments to be removed from the rule, leaves unresolved issues that may affect whether, when, and how MGE's facilities will need to comply with this rule. We have worked to achieve compliance with Phase I requirements, should those requirements be confirmed as being effective as of January 1, 2015, while monitoring the court proceedings, which will extend into 2015, as well as any additional actions taken by the EPA in response to its request for comments on the reinstated rule. Further, MGE expects to be able to meet CSAPR requirements by applying reductions achieved from recent pollution control installations at Columbia and early reduction efforts at Blount. We will continue to monitor and evaluate the D.C. Circuit Court remand proceedings and the implementation of the interim rule by the EPA.

Clean Air Visibility Rule (CAVR)

Air modeling indicates that SO_2 and NO_x emissions from Columbia may impair visibility at certain Class I Scenic Areas. Columbia may, therefore, be subject to the best available retrofit technology (BART) regulations, a subsection of the EPA's Clean Air Visibility Rule (CAVR), which may require pollution control retrofits. The EPA has issued rules directing that compliance with emissions limitations in the CSAPR could also serve as compliance with the BART for SO_2 and NO_x emissions at electric plants such as Columbia. However, these rules are subject to a legal challenge pending before the D.C. Circuit. In addition, an environmental group had sought, then dismissed without prejudice to refile, a federal appellate court review of Wisconsin's implementation plan for the BART portion of CAVR. These BART rules remain uncertain while subject to the pending legal challenges and while regulatory uncertainty surrounds the CSAPR. Thus, at this time, the BART regulatory obligations, compliance strategies, and costs remain uncertain.

Global climate change

MGE is a producer of GHG emissions, primarily from the fossil fuel generating facilities it uses to meet customers' energy needs, as well as from its natural gas pipeline system and fleet vehicles. Climate change and the regulatory response to it could significantly affect our operations in a number of ways, including increased operating costs and capital expenditures, restrictions on energy supply options, operational limits on our coal plants, permitting difficulties, and emission limits. MGE management would expect to seek and receive rate recovery of such compliance costs, if and when required. MGE continues to monitor proposed climate change legislation and regulation.

MGE has taken steps to address GHG emissions through voluntary actions. In 2005, MGE announced its Energy 2015 Plan, which commits to ensuring a balanced, economic energy supply with reduced environmental emissions. The Plan emphasizes increased renewable energy, energy efficiency, and new cleaner generation three strategies that reduce GHG emissions. Under MGE's Energy 2015 Plan and other actions, our CO_2 emissions are currently projected to decline from 2005 to 2015 even though total system energy is estimated to increase.

Climate Change Legislation

Federal Legislative Actions on Climate Change

Several bills and/or actions related to GHG regulation, including those to limit, prevent or delay the EPA's regulation of GHGs under the current Clean Air Act, have been proposed in both the House and the Senate. It is not anticipated that Congress will enact broad GHG reduction legislation in 2015.

State and Regional Legislative Actions on Climate Change

It is not expected that the Wisconsin Legislature will enact broad GHG regulation in 2015. MGE continues to monitor legislative developments.

Greenhouse Gas Regulation

President Obama's Executive Order Regarding Climate Change and his Directive to the EPA Regarding Power Sector Pollution Standards

In June 2013, President Obama introduced his "National Climate Action Plan." The plan consists of planned federal actions and directives to several federal agencies, including the EPA, on a range of activities and policies designed to reduce greenhouse gas emissions in the United States.

EPA's Greenhouse Gas Reduction Guidelines under the Clean Air Act 111d Rule

In June 2014, the EPA developed a proposed rule called the Clean Power Plan that set guidelines for states to use in developing plans to control GHG emissions from existing fossil fuel fired electric generating units (EGUs). The EPA's proposal seeks to reduce GHG emissions from EGUs by a national average of 30% by 2030 as measured from a 2012 baseline. Each state is given its own emission reduction targets to meet this goal. These targets are expressed as a "rate-based" emission average to be achieved by the combined fleet of EGUs within the state. States would be expected to make "meaningful progress" towards these reductions by 2020 and to meet their respective targets by 2030.

The EPA's proposal establishes guidelines for states and encourages the use of four "building blocks" for achieving these reductions. These "building blocks" are: (1) increasing the efficiency of EGUs; (2) re-dispatching of gas-fired generation in lieu of coal; (3) expanding the use of low and no carbon power sources, such as wind, nuclear and solar; and (4) improving demand side energy efficiency to reduce electric use.

MGE has been studying the EPA's proposed rule to determine what compliance in Wisconsin would look like. MGE has also participated in discussions on the proposed rule with the WDNR, PSCW, Wisconsin utilities, and industry experts. The rule is expected to be finalized mid-summer 2015. States will then have up to two years to prepare compliance plans. While there is currently no certainty regarding the terms of the final rule, it is reasonable to assume that this rule will have a material impact on MGE. The parameters of the final rule, however, will determine the extent to which this rule will affect MGE.

Solid Waste

EPA's Coal Combustion Residuals Rule

In December 2014, the EPA finalized its Disposal of Coal Combustion Residuals from Electric Utilities rule. The rule will go into effect six months after it is published in the Federal Register. The rule provides that coal ash will be regulated as a special waste rather than a hazardous waste and more strictly defines what ash use activities would be exempt from solid waste disposal and considered beneficial use of coal ash. The rule also regulates landfills, ash ponds, and other surface impoundments for coal combustion residuals (CCRS or coal ash) by regulating their design, location, monitoring, and operation.

The final rule is intended to reduce the risk of structural failure of impoundments (ash ponds) and protect groundwater from both impoundment and landfill operations by setting new standards. The rule requires closure of active coal ash ponds and landfills that do not upgrade to meet these standards. Facilities with landfills and/or surface impoundments will be subject to various timeframes for meeting new regulatory requirements depending on the type of landfill or surface impoundment onsite, whether the site has failed any required integrity testing, and whether the facility intends to upgrade to meet regulatory requirements or begin closure proceedings. Timeframes to meet various compliance parameters can vary from 18 months to over 5 years.

The Columbia and Elm Road Units co-owners and plant operators are evaluating the final rule to determine what changes may be necessary at those facilities and the associated timeframes. We anticipate that some design and operational changes may need to be made at these facilities; however, evaluation of this rule is not completed so we are unable to estimate with any certainty the costs to MGE operations at this time. Management believes any compliance costs will be recovered in future rates.

Columbia

Columbia is a coal-fired generating station operated by WPL in which WPL, WPSC, and MGE have ownership interests. In December 2009, the EPA sent a Notice of Violation (NOV) to MGE as one of the co-owners of Columbia. The NOV alleged that WPL and the Columbia co-owners failed to comply with appropriate pre-construction review and permitting requirements and, as a result, violated the Prevention of Significant Deterioration program requirements, Title V Operating Permit requirements of the CAA, and the Wisconsin SIP. In April 2013, the EPA filed a lawsuit against the co-owners of Columbia asserting similar allegations. In September 2010 and April 2013, the Sierra Club filed civil lawsuits against WPL alleging violations of the CAA at Columbia and other Wisconsin facilities operated by WPL. In June 2013, the court approved and entered a consent decree entered by the EPA, Sierra Club, and the co-owners of Columbia to resolve these claims, while admitting no liability. One of the requirements of the consent decree requires installation of a SCR system at Columbia Unit 2 by December 31, 2018. Installation of the SCR has been approved by the PSCW. MGE's share of the projected cost for the SCR system is approximately $30-$40 million. See Footnote 18.d. of the Notes to Consolidated Financial Statements for additional information regarding this matter.

Employees

As of December 31, 2014, MGE had 699 employees. MGE employs 218 employees who are covered by a collective bargaining agreement with Local Union 2304 of the International Brotherhood of Electrical Workers and 92 employees who are covered by a collective bargaining agreement with Local Union No. 39 of the Office and Professional Employees International Union. Both of these collective bargaining agreements expire on April 30, 2015. There are also 5 employees covered by a collective bargaining agreement with Local Union No. 2006, Unit 6 of the United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial, and Service Workers International Union. This collective bargaining agreement expires on October 31, 2015.

Financial Information About Segments

See Footnote 22 of the Notes to the Consolidated Financial Statements for financial information relating to MGE Energy's and MGE's business segments.

Executive Officers of the Registrants

Executive	Title	Effective Date	Service Years as an Officer
Gary J. Wolter[a] Age: 60	Chairman of the Board, President and Chief Executive Officer	02/01/2002	25
Lynn K. Hobbie[b] Age: 56	Senior Vice President	02/01/2000	20
Scott A. Neitzel[b, c] Age: 54	Senior Vice President	01/01/2012	
	Vice President Energy Supply	09/01/2006	17
Kristine A. Euclide[b] Age: 62	Vice President and General Counsel	11/15/2001	13
Craig A. Fenrick[b] Age: 55	Vice President Electric Transmission and Distribution	01/01/2012	
	Assistant VP Electric Transmission and Distribution	09/01/2006	8
Jeffrey C. Newman[a] Age: 52	Vice President, Chief Financial Officer, Secretary and Treasurer	01/01/2009	17
Peter J. Waldron[b] Age: 57	Vice President and Chief Information Officer	01/01/2012	
	Vice President and Operations Officer	09/01/2006	18

Note: Ages, years of service, and positions as of December 31, 2014.

(a)

Executive officer of MGE Energy and MGE.

(b)

Executive officer of MGE.

(c)

Resigned as of February 13, 2015.

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Item 1A. Risk Factors.

MGE Energy and its subsidiaries, including MGE, operate in a market environment that involves significant risks, many of which are beyond their control. The following risk factors may adversely affect their results of operations, cash flows and market price for their publicly traded securities. While MGE Energy and MGE believe they have identified and discussed below the key risk factors affecting their business, there may be additional risks and uncertainties that are not presently known or that are not currently believed to be significant that may adversely affect their performance or financial condition in the future.

Regulatory Risk

We are subject to extensive government regulation in our business, which affects our costs and responsiveness to changing events and circumstances.

Our business is subject to regulation at the State and Federal levels. We are subject to regulation as a holding company by the PSCW. MGE is regulated by the PSCW as to its rates, terms and conditions of service; various business practices and transactions; financing; and transactions between it and its affiliates, including MGE Energy. MGE is also subject to regulation by the FERC, which regulates certain aspects of its business. The regulations adopted by the State and Federal agencies affect the manner in which we do business, our ability to undertake specified actions since pre-approval or authorization may be required, the costs of operations, and the level of rates charged to recover such costs. Our ability to attract capital is also dependent, in part, upon our ability to obtain a fair return from the PSCW.

We could be subject to higher costs and potential penalties resulting from mandatory reliability standards.

MGE must adhere to mandatory reliability standards for its electric distribution system established by NERC. These standards cover areas such as critical infrastructure protection, emergency preparedness, facility design, and transmission operations, among others. The critical infrastructure protection standards focus on physical and access security of cyber assets, as well as incident response and recovery planning. MGE could be subject to higher operating costs in order to maintain compliance with the mandatory reliability standards, and any noncompliance could result in sanctions including monetary penalties.

We face risk for the recovery of fuel and purchased power costs.

MGE has price risk exposure with respect to the price of natural gas, electricity, coal, emission credits, and oil. MGE burns natural gas in several of its peak electric generation facilities, and in many cases, the cost of purchased power is tied to the cost of natural gas. Under the electric fuel rules, MGE would defer electric fuel-related costs that fall outside a symmetrical cost tolerance band that is currently plus or minus 2% around the amount approved in its most recent rate order. Any over/under recovery of the actual costs is determined on an annual basis and will be adjusted in future billings to its electric retail customers. Under the electric fuel rules, MGE is required to defer the benefit of lower costs, if its actual fuel costs fall outside the lower end of the range, and would defer costs, less any excess revenues, if its actual fuel costs exceeded the upper end of the range. Excess revenues are defined as revenues in the year in question that provide MGE with a greater return on common equity than authorized by the PSCW in MGE's latest rate order. MGE assumes the risks and benefits of variances that are within the cost tolerance band.

We are subject to changing environmental laws and regulations that may affect our costs and business plans.

Our subsidiaries are subject to environmental laws and regulations that affect the manner in which they conduct business, including capital expenditures, operating costs and potential liabilities. Changes and developments in these laws and regulations may alter or limit our business plans, make them more costly, or expose us to liabilities for past or current operations.

Numerous environmental laws and regulations govern many aspects of our present and future operations, including air emissions, water quality, wastewater discharges, solid waste, threatened and endangered species, and hazardous waste. These evolving regulations can introduce uncertainty with respect to capital expenditures and operational planning, and can introduce costly delays if previous decisions need to be revisited as a result of judicial mandate or regulatory change. These regulations generally require us to obtain and comply with a wide variety of environmental permits and approvals, and can result in increased capital, operating, and other costs and operating restrictions, particularly with regard to enforcement efforts focused on obligations under existing regulations with respect to power plant emissions and compliance costs associated with regulatory requirements. These effects can be seen not only with respect to new construction but could also require the installation of additional control equipment or other compliance measures such as altered operating conditions at existing facilities.

In addition, we may be a responsible party for environmental clean-up at current or future sites identified as containing hazardous materials or to which waste was sent that is subsequently determined to be hazardous. It is difficult to predict the costs potentially associated with a site clean-up due to the potential joint and several liability for all potentially responsible parties, the nature of the clean-up required, and the availability of recovery from other potentially responsible parties.

Additionally, depending on their form and phase-in provisions, GHG emission restrictions could have the potential for a significant financial impact on MGE, including the cost to purchase allowances or do fuel switching.

Operating Risk

We are affected by weather, which affects customer demand and can affect the operation of our facilities.

The demand for electricity and gas is affected by weather. Very warm and very cold temperatures, especially for prolonged periods, can dramatically increase the demand for electricity and gas for cooling and heating, respectively, as opposed to the softening effect of more moderate temperatures. Our electric revenues are sensitive to the summer cooling season and, to a lesser extent, the winter heating season. Similarly, very cold temperatures can dramatically increase the demand for gas for heating. A significant portion of our gas system demand is driven by heating. Extreme summer conditions or storms may stress electric transmission and distribution systems, resulting in increased maintenance costs and limiting the ability to meet peak customer demand.

We could be adversely affected by changes in the development, and utilization by our customers, of power generation and storage technology.

Developments in power generation and storage could affect our revenues and the timing of the recovery of our costs. Advancements in power generation technology, including commercial and residential solar generation installations and commercial micro turbine installations, are improving the cost-effectiveness of customer self-supply of electricity. Improvements in energy storage technology, including batteries and fuel cells, could also better position customers to meet their around-the-clock electricity requirements. Such developments could reduce customer purchases of electricity, but may not necessarily reduce our investment and operating requirements due to our obligation to serve customers, including those self-supply customers whose equipment has failed for any reason to provide the power they need. In addition, since a portion of our costs are recovered through charges based upon the volume of power delivered, reductions in electricity deliveries will affect the timing of our recovery of those costs and may require changes to our rate structures.

We are affected by economic activity within our service area.

Higher levels of development and business activity generally increase the numbers of customers and their use of electricity and gas. Likewise, periods of recessionary economic conditions generally adversely affect our results of operations.

Our ability to obtain an adequate supply of coal could limit our ability to operate our coal-fired facilities.

The availability of coal and the means to transport coal could:

.

Affect our operating costs due to increased costs associated with lower levels of generation or the need for alternate supply or alternate transportation,

.

Limit our ability to generate electricity if we are unable to arrange adequate deliveries of coal, and

.

Result in potentially higher costs for replacement purchased power as well as potential lost market sales opportunities.

A significant portion of our electric generating capacity is dependent on coal. Increased oil exploration and production in the United States has increased the amount of oil being transported by railroad, which has affected the availability and scheduling of trains to transport coal. Demand for coal has also been impacted by prevailing prices for natural gas and may affect mine performance. Consequently, we are exposed to the risk that counterparties to these contracts will not be able to fulfill their obligations. Disruption in the delivery of fuel, including disruptions as a result of transportation delays, weather, labor relations, force majeure events, or environmental regulations affecting any of these fuel suppliers, could limit our ability to generate electricity at our facilities at the desired level. Should counterparties fail to perform, or other unplanned disruptions occur, we may be forced to replace the underlying commitment at higher

prices, or we may be forced to reduce generation at our coal units and replace this lost generation through additional power purchases from third parties. These factors may also affect the terms under which any of our existing coal supply or transportation agreements are renewed or replaced upon the expiration of their current terms.

Our ability to manage our purchased power costs is influenced by a number of uncontrollable factors.

We are exposed to additional purchased power costs to the extent that our power needs cannot be fully covered by the supplies available from our existing facilities and contractual arrangements. Those needs, and our costs, could be affected by:

.

Increased demand due to, for example, abnormal weather, customer growth, or customer obligations,

.

The inability to transmit our contracted power from its generation source to our customers due to transmission line constraints, outages, or equipment failures,

.

Reductions in the availability of power from our owned or contracted generation sources due to equipment failures, shortages of fuel or environmental limitations on operations, and

.

Failure to perform on the part of any party from which we purchase capacity or energy, whether due to equipment failures or other causes.

An unexpected change in demand or the availability of generation or transmission facilities can expose us to increased costs of sourcing electricity in the short-term market where pricing may be more volatile.

The equipment and facilities in our operational system are subject to risks which may adversely affect our financial performance.

Weather conditions, accidents, and catastrophic events, including terrorism and acts of sabotage or war, can result in damage or failures of equipment or facilities and disrupt or limit our ability to generate, transmit, transport, purchase, or distribute electricity and gas. Efforts to repair or replace equipment and facilities may take prolonged periods or may be unsuccessful, or we may be unable to make the necessary improvements to our operational system, causing service interruptions. The resulting interruption of services would result in lost revenues and additional costs. We are also exposed to the risk of accidents or other incidents that could result in damage to or destruction of our facilities or damage to persons or property. Such issues could adversely affect revenues or increase costs to repair and maintain our systems.

We rely on the performance of our information technology systems, the failure of which could have an adverse effect on our business and performance.

We operate in a highly engineered industry that requires the continued operation of sophisticated information technology systems and network infrastructure to manage our finances, to operate our control facilities, to provide electric and gas service to our customers, and to enable compliance with applicable regulatory requirements. Our computer-based systems are vulnerable to interruption or failure due to the age of certain systems, the introduction of viruses, malware, security breaches, fire, power loss, system malfunction, network outages and other events, which may be beyond our control. System interruptions or failures, whether isolated or more widespread, could impact our ability to provide service to our customers, which could have a material adverse effect on our operations and financial performance.

Our operations and confidential information are subject to the risk of cyber-attacks.

Our operations rely on sophisticated information technology systems and networks. Cyber-attacks targeting our electronic control systems used at our generating facilities and for electric and gas distribution systems, could result in a full or partial disruption of our operations. Any disruption of these operations could result in a loss of service to customers and loss of revenue, as well as significant expense to repair system damage and remedy security breaches.

Our business requires the collection and retention of personally identifiable information of our customers, shareholders, and employees, who expect that we will adequately protect such information. A significant theft, loss, or fraudulent use of personally identifiable information may cause our business reputation to be adversely impacted and could lead to potentially large costs to notify and protect the impacted persons. The occurrence of such an event may cause us to become subject to legal claims, fines, or penalties, any of which could adversely impact our results of operations.

The safeguards we have may not always be effective due to the evolving nature of cyber-attacks. We cannot guarantee that such protections will be completely successful in the event of a cyber-attack. If the technology systems were to fail or be breached by a cyber-attack, and not be recovered in a timely fashion, we may be unable to fulfill critical business functions and confidential data could be compromised, adversely impacting our financial condition and results of operations.

Failure to attract and retain an appropriately qualified workforce could affect our operations.

Events such as an aging workforce and retirement of key employees without appropriate replacements may lead to operating challenges and increased costs. Some of the challenges include lack of resources, loss of knowledge, and length of time period associated with skill development. Failure to identify qualified replacement employees could result in decreased productivity and increased safety costs. If we are unable to attract and retain an appropriately qualified workforce, our operations could be negatively affected.

Financial Risk

We are exposed to commodity price risk relating to our purchases of natural gas, electricity, coal and oil.

We face commodity price risk exposure with respect to our purchases of natural gas, electricity, coal and oil, SO_2 allowances and risk through our use of derivatives, such as futures, forwards and swaps, to manage that commodity price risk. We could experience increased costs as a result of volatility in the market values of those commodities. We could also experience losses on our derivative contracts as a result of that market value volatility 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 derivative contracts involves our exercise of judgment and 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.

We are exposed to interest rate risk.

We are exposed to interest rate risk on our variable rate financing. MGE Energy and MGE had $7.0 million of variable-rate debt outstanding at December 31, 2014. Borrowing levels under commercial paper arrangements vary from period to period depending upon capital investments and other factors. Such interest rate risk means that we are exposed to increased financing costs and associated cash payments as a result of changes in the short-term interest rates.

Interest rate movements and market performance affects our employee benefit plan costs.

Prevailing interest rates affect our assessment and determination of discount rates that are a key assumption in the determination of the costs and funding of our defined benefit pension plans and may impact the amount of expense and timing of contributions to those plans. The performance of the capital markets affects the values of the assets that are held in trust to satisfy the future obligations under our pension and postretirement benefit plans. We have significant obligations in these areas and hold significant assets in these trusts. A decline in the market value of those assets may increase our current and longer-term funding requirements for these obligations. Changes in the value of trust fund assets may affect the level of required contributions to these trusts to meet benefit obligations. Reduced benefit plan assets could result in increased benefit costs in future years and may increase the amount and accelerate the timing of required future funding contributions.

We are exposed to credit risk primarily through our regulated energy business.

Credit risk is the loss that may result from counterparty nonperformance. We face credit risk primarily through MGE's regulated energy business. Failure of contractual counterparties to perform their obligations under purchase power agreements, commodity supply arrangements or other agreements may result in increased expenses for MGE as a result of being forced to cover the shortfall in the spot or short-term market, where prices may be more volatile.

As a holding company, we are dependent on upstream cash flows from our subsidiaries for the payment of dividends on our common stock.

As a holding company, we have no operations of our own, and our ability to pay dividends on our common stock is dependent on the earnings and cash flows of our operating subsidiaries and their ability to pay upstream dividends or to repay funds to us. Prior to funding us, our subsidiaries have financial obligations that must be satisfied, including among others, debt service and obligations to trade creditors, and are subject to contractual and regulatory restrictions on the payment of dividends.

Disruptions in the financial markets or changes to our credit ratings may affect our ability to finance at a reasonable cost and in accordance with our planned schedule.

The credit markets have experienced disruption and uncertainty in recent years. To the extent that such issues affect the ability or willingness of credit providers or investors to participate in the credit markets or particular types of investments, or affect their perception of the risk associated with particular types of investments, our cost of borrowing could be affected. We also rely on our strong credit ratings to access the credit markets. If our credit ratings are downgraded for any reason, borrowing costs could increase, potential investors could decrease, or we could be required to provide additional credit assurance, including cash collateral, to contract counterparties.

General economic conditions may affect our operating revenues and our counterparty risks.

Operational

MGE Energy's and MGE's operations are affected by local, national and worldwide economic conditions. The consequences of a prolonged period of reduced economic activity may include lower demand for energy, uncertainty regarding energy prices and the capital and commodity markets, and increased credit risk. A decline in energy consumption may adversely affect our revenues and future growth. Increased credit risk reflects the risk that our retail customers will not pay their bills in a timely manner or at all, which may lead to a reduction in liquidity and an eventual increase in bad debt expense.

Counterparty creditworthiness

Credit risk also includes the risk that trading counterparties that owe us money or product will breach their obligations. MGE's risk management policy is to limit transactions to a group of high quality counterparties. Should the counterparties to these arrangements fail to perform, we may be forced to enter into alternative arrangements. In that event, our financial results could be adversely affected and we could incur losses.

Item 1B. Unresolved Staff Comments.

MGE Energy and MGE

None.

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Item 2. Properties.

Electric Generation

Net summer rated capacity in service at December 31, 2014, was as follows:

Plants	Location	Commercial Operation Date	Fuel	Net Summer Rated Capacity (MW)[1]	No. of Units
Steam plants:					
Columbia	Portage, WI	1975 & 1978	Low-sulfur coal	239[2,3]	2
Blount	Madison, WI	1957 & 1961	Gas	102[7]	2
WCCF	Madison, WI	2005	Gas/oil	126[4]	2
Elm Road Units	Oak Creek, WI	2010 & 2011	Coal	106[2,5]	2
Combustion turbines	Madison, WI Marinette, WI	1964-2000	Gas/oil	156[6]	6
Portable generators	Madison, WI	1998-2001	Diesel	50[7]	54
Wind turbines	Townships of Lincoln and Red River, WI	1999	Wind	1[7,8]	17
	Township of Brookfield, IA	2008	Wind	3[7,9]	18
Total				783	

(1)

Net summer rated capacity is determined by annual testing and may vary from year to year due to, among other things, the operating and physical conditions of the units.

(2)

Baseload generation.

(3)

MGE's share. See "Columbia" below.

(4)

Facility is jointly owned. Based on the terms of the joint plant agreement between MGE and the UW, the UW has the ability to reduce net capability of these units by approximately 17 MW in the summer. The net summer rated capacity shown reflects this decrease. See "WCCF" below.

(5)

MGE's share. See "Elm Road" below.

(6)

Three facilities are owned by MGE and three facilities are leased.

(7)

These facilities are owned by MGE.

(8)

Nameplate capacity rating is 11 MW.

(9)

Nameplate capacity rating is 30 MW.

Columbia

MGE and two other utilities jointly own Columbia, a coal-fired generating facility consisting of two 512 MW units, which accounts for 31% of MGE's net summer rated capacity. Power from this facility is shared in proportion to each owner's ownership interest. MGE has a 22% ownership interest in Columbia. The other owners are WPL (a subsidiary of Alliant), which operates Columbia, and WPSC. The Columbia units burn low-sulfur coal obtained from the Powder River Basin coal fields located in Wyoming. The coal inventory supply for the Columbia units increased from approximately 28 days on December 31, 2013, to approximately 48 days on December 31, 2014.

Elm Road Units

MGE Power Elm Road and two other owners own undivided interests in the Elm Road Units, consisting of two 615 MW units, which account for 14% of MGE's net summer rated capacity. Power from these units is shared in proportion to each owner's ownership interest. MGE Power Elm Road owns an 8.33% ownership interest in the Elm Road Units, and its interest in the Elm Road Units is leased to MGE. The other owners are Wisconsin Energy Corporation, which operates the Units, and WPPI Energy, Inc. The Elm Road Units burn bituminous coal obtained from

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northern West Virginia and southwestern Pennsylvania, and Powder River Basin coal from Wyoming. MGE's share of the coal inventory supply for the Elm Road Units increased from approximately 40 days on December 31, 2013, to approximately 53 days on December 31, 2014.

MGE leases MGE Power Elm Road's ownership interest in the Elm Road Units pursuant to two separate facility leases. The financial terms of each facility lease include a capital structure of 55% equity and 45% long-term debt, return on equity of 12.7%, and a lease term of 30 years. At the end of the respective lease terms, MGE may, at its option, renew the facility lease for an additional term, purchase the leased ownership interest at fair market value or allow the lease to end. The Unit 1 and Unit 2 leases commenced with the commercial operation of each respective unit.

WCCF

MGE Power West Campus and the UW jointly own undivided interests in a natural gas-fired cogeneration facility on the UW campus. The facility has the capacity to produce 20,000 tons of chilled water, 500,000 pounds per hour of steam, and approximately 150 MW of electricity. The UW owns 45% of the facility, which represents its interest in the chilled-water and steam assets. These assets are used to meet a part of the UW's need for air-conditioning and steam-heat capacity. MGE Power West Campus owns 55% of the facility, which represents its interest in the electric generating assets. These assets are used to provide electricity to MGE's customers. The UW's share of the plant and portion of the earnings from the WCCF are not reflected in the consolidated financial statements of MGE Energy or MGE. MGE Power West Campus' share of the cost of this project is reflected in property, plant, and equipment on MGE Energy's and MGE's consolidated balance sheets.

MGE leases the electric generating assets owned by MGE Power West Campus and is responsible for operating the entire facility. The financial terms of the facility lease include a capital structure of 53% equity and 47% long-term debt, return on equity of 12.1%, and a lease term of 30 years. At the end of the lease term in 2035, MGE may, at its option, renew the facility lease for an additional term, purchase the generating facility at fair market value or allow the lease contract to end.

Electric and Gas Distribution Facilities

At December 31, 2014, MGE owned 885 miles of overhead electric distribution line and 1,187 miles of underground electric distribution cable, all of which are located in Wisconsin. These electric distribution facilities are connected by approximately 54 substations, installed with a capacity of 1,274,300 kVA. MGE's gas facilities include 2,603 miles of distribution mains, which are all owned by MGE.

A significant portion of MGE's electric and gas distribution facilities are located above or underneath highways, streets, other public places or property that others own. MGE believes that it has satisfactory rights to use those places or property in the form of permits, grants, easements, and licenses; however, it has not necessarily undertaken to examine the underlying title to the land upon which the rights rest.

Encumbrances

The principal plants and properties of MGE are subject to the lien of its Indenture of Mortgage and Deed of Trust dated as of January 1, 1946, as amended and supplemented, under which MGE's first mortgage bonds are issued. As of December 31, 2014, there were $1.2 million of first mortgage bonds outstanding. See Footnote 9 of the Notes to Consolidated Financial Statements for additional information regarding MGE's first mortgage bonds.

MGE Power Elm Road has collaterally assigned its right to lease payments from MGE for the Elm Road Units in order to secure the repayment of $68.0 million of senior secured notes issued by MGE Power Elm Road. See Footnote 9 of the Notes to Consolidated Financial Statements for additional information regarding these senior notes.

MGE Power West Campus has collaterally assigned its right to lease payments from MGE for the WCCF in order to secure the repayment of $48.2 million of senior secured notes issued by MGE Power West Campus. See Footnote 9 of the Notes to Consolidated Financial Statements for additional information regarding these senior notes.

Item 3. Legal Proceedings.

MGE Energy and MGE

MGE Energy and its subsidiaries, including MGE, from time to time are involved in various legal proceedings that are handled and defended in the ordinary course of business.

See "Environmental" under Item 1. Business, and Footnote 18.d. of the Notes to Consolidated Financial Statements for a description of several environmental proceedings involving MGE. See Footnote 18.e. of the Notes to Consolidated Financial Statements for a description of other legal matters.

Item 4. Mine Safety Disclosures.

MGE Energy and MGE

Not applicable.

PART II.

Item 5. Market for Registrants' Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities.

Market for Common Equity

MGE Energy

MGE Energy common stock is traded on Nasdaq under the symbol MGEE. On February 1, 2015, there were approximately 37,637 shareholders of record. The following table shows high and low sale prices for the common stock on Nasdaq for each quarter over the past two years.

	Common stock price range			
	2014		2013	
	High	Low	High	Low
Fourth quarter	$ 48.00	$ 37.25	$ 38.94	$ 34.98
Third quarter	$ 40.85	$ 37.25	$ 40.46	$ 33.39
Second quarter	$ 39.68	$ 36.30	$ 38.63	$ 34.75
First quarter	$ 40.71	$ 35.66	$ 37.25	$ 33.93

MGE

As of February 1, 2015, there were 17,347,894 outstanding shares of common stock, all of which were held by MGE Energy. There is no market for shares of common stock of MGE.

Dividends

MGE Energy

The following table sets forth MGE Energy's quarterly cash dividends per share declared during 2014 and 2013:

(Per share)	2014	2013
Fourth quarter	$ 0.283	$ 0.272
Third quarter	$ 0.283	$ 0.272
Second quarter	$ 0.272	$ 0.263
First quarter	$ 0.272	$ 0.263

MGE

The following table sets forth MGE's quarterly cash dividends declared during 2014 and 2013:

(In thousands)	2014	2013
Fourth quarter	$ -	$ 25,000
Third quarter	$ 9,750	$ -
Second quarter	$ 9,750	$ -
First quarter	$ 7,000	$ -

See discussion below as well as "Liquidity and Capital Resources - Financing Activities" under Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, for a description of restrictions applicable to dividend payments by MGE.

Dividend Restrictions

Dividend payments by MGE to MGE Energy are subject to restrictions arising under a PSCW rate order and, to a lesser degree, MGE's first mortgage bonds. The PSCW order restricts any dividends that MGE may pay MGE Energy if its common equity ratio, calculated in the manner used in the rate proceeding, is less than 55%. MGE's thirteen month rolling average common equity ratio at December 31, 2014, is 56.9%, as determined under the calculation used in the rate proceeding. MGE paid cash dividends of $26.5 million to MGE Energy in 2014. The rate proceeding calculation includes as indebtedness imputed amounts for MGE's outstanding purchase power capacity payments and other PSCW adjustments, but does not include the indebtedness associated with MGE Power Elm Road and MGE Power West Campus, which are consolidated into MGE's financial statements but are not direct obligations of MGE.

MGE has covenanted with the holders of its first mortgage bonds not to declare or pay any dividend or make any other distribution on or purchase any shares of its common stock unless, after giving effect thereto, the aggregate amount of all such dividends and distributions and all amounts applied to such purchases, after December 31, 1945, shall not exceed the earned surplus (retained earnings) accumulated subsequent to December 31, 1945. As of December 31, 2014, approximately $334.8 million was available for the payment of dividends under this covenant.

Stock Split

On December 20, 2013, MGE Energy's Board of Directors declared a three-for-two stock split of MGE Energy's outstanding shares of common stock, effective in the form of a stock dividend. Shareholders of record at the close of business on January 24, 2014, received one additional share of MGE Energy common stock for every two shares of common stock owned on that date. The additional shares were distributed on February 7, 2014. Shareholders received cash in lieu of any fractional shares of common stock they otherwise would have received in connection with the dividend. All share and per share data provided in this report give effect to this stock split.

Issuer Purchases of Equity Securities

MGE Energy

Period	Total Number of Shares Purchased		Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs*	Maximum number (or Approximate Dollar Value) of Shares That May Yet Be Purchased Under the Plans or Programs*
October 1-31, 2014	42,174	$	39.59	-	-
November 1-30, 2014	27,975		44.56	-	-
December 1-31, 2014	75,703		45.34	-	-
Total	145,852	$	43.53	-	-

**Under the MGE Energy, Inc. Direct Stock Purchase and Dividend Reinvestment Plan (Stock Plan), common stock shares deliverable to plan participants may be either newly issued shares or shares purchased on the open market, as determined from time to time by MGE Energy. MGE Energy uses open market purchases to provide shares to meet obligations to participants in the Stock Plan. The shares are purchased on the open market through a securities broker-dealer and then are reissued under the Stock Plan as needed to meet share delivery requirements. The volume and timing of share repurchases in the open market depends upon the level of dividend reinvestment and optional* *share purchases being made from time to time by plan participants. As a result, there is no specified maximum number of shares to be repurchased and no specified termination date for the repurchases. All shares issued through the Stock Plan, whether newly issued or reissued following open market purchases, are issued and sold by MGE Energy pursuant to a registration statement that was filed with the SEC and is currently effective.*

MGE

None.

Stock Performance Graph

The performance graph below illustrates a five-year comparison of cumulative total returns based on an initial investment of $1,000 in MGE Energy common stock, as compared with the Russell 2000 and the EEI Index for the period 2010 through 2014. The EEI Index reflects the consolidated performance of Edison Electric Institute investor-owned electric utilities.

Value of Investment at December 31,

	2009	2010	2011	2012	2013	2014
MGEE	$ 1,000	$ 1,246	$ 1,413	$ 1,590	$ 1,855	$ 2,261
Russell 2000	1,000	1,269	1,216	1,414	1,963	2,059
EEI Index	1,000	1,070	1,284	1,311	1,482	1,910

Item 6. Selected Financial Data.

MGE Energy

(In thousands, except per share amounts)

	For the years ended December 31,				
	2014	2013	2012	2011	2010
Summary of Operations					
Operating revenues:					
Regulated electric	$ 394,849	$ 403,957	$ 392,365	$ 375,858	$ 360,729
Regulated gas	221,720	181,462	139,727	165,271	165,915
Nonregulated	3,283	5,468	9,231	5,253	5,947
Total operating revenues	619,852	590,887	541,323	546,382	532,591
Operating expenses	462,102	444,293	410,200	421,170	418,931
Other general taxes	19,652	18,607	18,360	17,344	17,058
Operating income	138,098	127,987	112,763	107,868	96,602
Other income, net	10,079	10,701	10,069	9,214	11,093
Interest expense, net	(19,673)	(18,924)	(19,467)	(20,162)	(16,157)
Income before taxes	128,504	119,764	103,365	96,920	91,538
Income tax provision	(48,185)	(44,859)	(38,919)	(35,992)	(33,820)
Net income	$ 80,319	$ 74,905	$ 64,446	$ 60,928	$ 57,718
Average shares outstanding	34,668	34,668	34,668	34,668	34,668
Basic and diluted earnings per share	$ 2.32	$ 2.16	$ 1.86	$ 1.76	$ 1.66
Dividends declared per share	$ 1.11	$ 1.07	$ 1.04	$ 1.01	$ 0.99
Assets					
Electric	$ 948,241	$ 899,257	$ 888,444	$ 794,738	$ 721,721
Gas	308,499	265,694	285,468	285,702	257,505
Assets not allocated	41,346	19,853	18,559	32,882	22,079
Nonregulated energy operations	281,410	288,116	323,216	299,421	300,862
Transmission investments	67,697	64,504	61,064	57,006	54,241
All others	441,109	431,436	413,291	401,862	376,219
Eliminations	(390,636)	(389,800)	(403,118)	(412,729)	(414,734)
Total assets	$ 1,697,666	$ 1,579,060	$ 1,586,924	$ 1,458,882	$ 1,317,893
Capitalization including Short-Term Debt					
Common shareholders' equity	$ 659,401	$ 617,510	$ 579,429	$ 550,952	$ 525,080
Long-term debt*	399,438	403,516	361,504	363,570	336,018
Short-term debt	7,000	-	-	-	22,500
Total capitalization and short-term debt	$ 1,065,839	$ 1,021,026	$ 940,933	$ 914,522	$ 883,598

**Includes current maturities*

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Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

General

MGE Energy is an investor-owned public utility holding company operating through subsidiaries in five business segments:

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Regulated electric utility operations, conducted through MGE,

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Regulated gas utility operations, conducted through MGE,

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Nonregulated energy operations, conducted through MGE Power and its subsidiaries,

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Transmission investments, representing our equity investment in ATC, and

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All other, which includes corporate operations and services.

Our principal subsidiary is MGE, which generates and distributes electric energy, distributes natural gas, and represents a majority portion of our assets, liabilities, revenues, and expenses. MGE generates and distributes electricity to approximately 143,000 customers in Dane County, Wisconsin, including the city of Madison, and purchases and distributes natural gas to approximately 149,000 customers in the Wisconsin counties of Columbia, Crawford, Dane, Iowa, Juneau, Monroe, and Vernon.

Our nonregulated energy operations own interests in electric generating capacity that is leased to MGE. The ownership/leasing structure was adopted under applicable state regulatory guidelines for MGE's participation in these generation facilities, consisting principally of a stable return on the equity investment in the new generation facilities over the term of the related leases. The nonregulated energy operations include an ownership interest in two coal-fired generating units in Oak Creek, Wisconsin and a partial ownership of a cogeneration project on the UW-Madison campus. A third party operates the units in Oak Creek, and MGE operates the cogeneration project. Due to the nature of MGE's participation in these facilities, the results of our nonregulated operations are also consolidated into MGE's consolidated financial position and results of operations under applicable accounting standards.

Executive Overview

Our primary focus today and for the foreseeable future is our core utility customers at MGE as well as creating long-term value for our shareholders. MGE continues to face the challenge of providing its customers with reliable power at competitive prices. MGE meets this challenge by investing in more efficient generation projects, including renewable energy sources. MGE will continue to focus on growing earnings while controlling operating and fuel costs. MGE maintains safe and efficient operations in addition to providing customer value. We believe it is critical to maintain a strong credit standing consistent with financial strength in MGE as well as the parent company in order to accomplish these goals.

We earn our revenue and generate cash from operations by providing electric and natural gas utility services, including electric power generation and electric power and gas distribution. The earnings and cash flows from the utility business are sensitive to various external factors, including:

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Weather, and its impact on customer sales,

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Economic conditions, including current business activity and employment and their impact on customer demand,

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Regulation and regulatory issues, and their impact on the timing and recovery of costs,

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Energy commodity prices,

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Equity price risk pertaining to pension related assets,

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Credit market conditions, including interest rates and our debt credit rating,

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Environmental laws and regulations, including adopted and pending environmental rule changes, and other factors listed in Item 1A. Risk Factors.

For the year ended December 31, 2014, MGE Energy's earnings were $80.3 million or $2.32 per share compared to $74.9 million or $2.16 per share for the same period in the prior year. MGE's earnings for the year ended December 31, 2014, were $55.6 million compared to $49.0 million for the same period in the prior year.

MGE Energy's net income was derived from our business segments as follows:

(In millions)	Year Ended December 31,		
Business Segment:	2014	2013	2012
Electric Utility	$ 41.4	$ 36.7	$ 36.7
Gas Utility	15.8	13.4	5.1
Nonregulated Energy	19.3	20.7	18.1
Transmission Investments	5.5	5.6	5.4
All Other	(1.7)	(1.5)	(0.9)
Net Income	$ 80.3	$ 74.9	$ 64.4

Our net income during 2014 compared to 2013 primarily reflects the effects of the following factors:

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Electric net income increased compared to the prior period primarily related to ongoing efforts to manage electric operating and maintenance expenditures.

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Gas net income increased due to a 4.8% increase in gas retail sales reflecting higher customer demand due to a colder winter. The average temperatures in January and February 2014 were 11.5 degrees and 12.5 degrees, respectively, compared to 21.8 degrees and 21.3 degrees in the prior year. During 2014, heating degree days (a measure for determining the impact of weather during the heating season) increased by 3.4% compared to the prior year. In addition, gas operating and maintenance expenditures decreased over the prior year.

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In 2013, the PSCW approved recovery of the force majeure costs incurred during construction of the Elm Road Units. The higher non-regulated revenue in 2013 reflects the one-time adjustment for the carrying costs incurred in the prior periods on the force majeure costs.

Our net income during 2013 compared to 2012 primarily reflects the effects of the following factors:

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Retail electric sales decreased 0.8% driven by a return to more normal weather in 2013 compared to unusually warm weather in 2012. The average temperature in July 2013 was 71.9 degrees compared to 79.7 degrees in July 2012. The decrease in sales was partially offset by $2.7 million (after tax) recognized in AFUDC equity related to the Columbia environmental project for the year ended December 31, 2013.

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Gas net income increased due to a 25.7% increase in gas sales reflecting higher customer demand due to a colder winter. Heating degree days increased by 27.9% compared to the prior period. In addition, operating and maintenance expenditures decreased over the prior period.

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Higher non-regulated revenues in 2013 due to the previously mentioned one-time adjustment for force majeure costs associated with the Elm Road Units.

During 2014, the following events occurred:

Columbia Environmental Project: In early 2011, the PSCW authorized the construction of air emission reduction systems and associated equipment on Columbia Units 1 and 2. These systems and equipment for Unit 2 and Unit 1 were placed into service in April 2014 and July 2014, respectively. As of December 31, 2014, $129.0 million of the capitalized project (excluding carrying costs) was transferred from Construction work in progress to Property, plant, and equipment on MGE's balance sheet related to Unit 1 and Unit 2 being placed into service. MGE has incurred $8.1 million of capital expenditures and recognized $3.0 million (after tax) in AFUDC equity related to this project for the year ended December 31, 2014.

During 2015, several items may affect us, including:

2015 Rate Filing: In December 2014, the PSCW authorized MGE to increase 2015 rates for retail electric customers by 3.8% and to decrease rates for gas customers by 2.0 %. The increase in retail electric rates cover costs associated with the construction of emission-reduction equipment at Columbia, improvements and reliability of the state's electric transmission system, fuel and purchased power related to coal delivery costs, partially offset by lower cost as a result of market conditions for pension and post-retirement benefit costs.

The PSCW approved a change in the electric and gas rate design as part of the recent rate order. The new rate design better aligns the related fixed costs of providing gas and electric services. For example, the change will lower the gas distribution variable rate (excluding purchased gas) by approximately two-thirds and increase the fixed customer charge. Thus, gas earnings will be less sensitive to weather as a result of the change in rate design. Also, gas earnings will be more evenly spread throughout the year rather than being predominantly recognized in the winter months. A similar, but much smaller rate design shift was also approved for electric rates.

Environmental Initiatives: There are proposed legislation, rules, and initiatives involving matters related to air emissions, water effluent, hazardous materials, and greenhouse gases, all of which affect generation plant capital expenditures and operating costs as well as future operational planning. Such legislation and rulemaking could significantly affect the costs of owning and operating fossil-fueled generating plants, such as Columbia and the Elm Road Units, from which we derive approximately 45% of our electric generating capacity. We would expect to seek and receive recovery of any such costs in rates; however, it is difficult to estimate the amount of such costs due to the uncertainty as to the timing and form of the legislation and rules, and the scope and time of the recovery of costs in rates, which may lag the incurrence of those costs. In addition, the Columbia owners, including MGE, resolved claims surrounding the alleged failure, among other things, to obtain necessary air permits and implement necessary emission controls associated with past activities at Columbia, which will require the installation of additional emission controls at Columbia. See Columbia discussion in Footnote 18.d. in the Notes to Consolidated Financial Statements.

Pension and Other Post-Retirement Benefit Costs: Costs for pension and other post-retirement benefits are affected by actual investment returns on the assets held for those benefits and by the discount rate, which is sensitive to interest rates, used to calculate those benefits. Interest rates have experienced volatility since the end of the year which could affect the value of the pension and post-retirement benefit obligations. The changes in the discount rates are not expected to have an impact on the income statement for 2015. However, these changes may affect benefit costs in future years. MGE expects any changes in the cost for employee benefit plans will be factored into future rate actions.

ATC Return on Equity: Several parties have filed a complaint with FERC seeking to reduce the base return on equity (ROE) of MISO and numerous other MISO transmission owners, including ATC, "due to changes in the capital markets." The complaint alleges that the MISO ROE should not exceed 9.15%, the equity components of hypothetical capital structures should be restricted to 50%, and the relevant incentive ROE adders should be discontinued. FERC denied the portion of the complaint seeking to restrict the use of capital structures that include more than 50% common equity and also denied the portion of the complaint requesting the termination of the incentive ROE adders used by certain transmission owners. MISO's base ROE is 12.38% and ATC's base ROE is 12.2%. FERC ordered formal hearing proceedings to begin, and an initial decision in the complaint is expected by November 30, 2015. ATC provided MGE its 2014 earnings reflecting an adjustment for this matter representing ATC's estimate of its refund liability for the period of November 2013 through December 2014. We derived approximately 6.7% of our net income for the year ended December 31, 2014, from our investment in ATC.

General Economic Conditions: Economic conditions both inside and outside our service area are expected to continue to affect the level of demand for our utility services and may affect the collection of our accounts receivable and the creditworthiness of counterparties with whom we do business. We have in place lines of credit aggregating $150 million for MGE Energy (including MGE) and $100 million for MGE to address our liquidity needs. As of December 31, 2014, there was $7.0 million of commercial paper outstanding.

The following discussion is based on the business segments as discussed in Footnote 22 of the Notes to Consolidated Financial Statements.

Results of Operations

Year Ended December 31, 2014, Versus the Year Ended December 31, 2013

Electric Utility Operations - MGE Energy and MGE

Electric sales and revenues

The following table compares MGE's electric revenues and electric kWh sales by customer class for each of the periods indicated:

	Revenues			Sales (kWh)		
(In thousands, except cooling degree days)	2014	2013	% Change	2014	2013	% Change
Residential	$ 132,359	$ 135,597	(2.4)%	807,265	819,012	(1.4)%
Commercial	210,141	214,033	(1.8)%	1,834,473	1,821,966	0.7 %
Industrial	19,163	19,872	(3.6)%	246,267	250,229	(1.6)%
Other-retail/municipal	36,281	39,143	(7.3)%	409,737	423,261	(3.2)%
Total retail	397,944	408,645	(2.6)%	3,297,742	3,314,468	(0.5)%
Sales to the market	2,547	1,134	124.6 %	68,727	50,606	35.8 %
Other revenues	1,489	1,312	13.5 %	-	-	- %
Adjustments to revenues	(7,131)	(7,134)	- %	-	-	- %
Total	$ 394,849	$ 403,957	(2.3)%	3,366,469	3,365,074	- %
Cooling degree days (normal 665)				620	709	(12.6)%

Electric operating revenues decreased $9.1 million or 2.3% for the year ended December 31, 2014, due to the following:

(In millions)	
Fuel credit	$ (6.5)
Other	(2.2)
Volume	(1.8)
Sales to the market	1.4
Total	$ (9.1)

In July 2013, the PSCW authorized MGE to freeze 2014 rates at 2013 levels for retail electric customers.

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Fuel Credit. During the year ended December 31, 2014, customers received a fuel credit on their bill related to the 2013 fuel savings of $6.5 million, which decreased electric revenues when compared to the same period in the prior year.

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Other. During the year ended December 31, 2014, other items affecting electric operating revenues decreased $2.2 million primarily attributable to a decrease in demand charges, lower monthly on-peak sales, and a shift in commercial customer rate classes.

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Volume. During the year ended December 31, 2014, there was a 0.5% decrease in total retail sales volumes compared to the same period in the prior year driven by cooler than normal weather.

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Sales to the market. Sales to the market represent wholesale sales made to third parties who are not ultimate users of the electricity. These sales may include spot market transactions on the markets operated by MISO and PJM. These sales may also include bilateral sales to other utilities or power marketers. Generating units are dispatched by MISO based on cost considerations as well as reliability of the system. Sales to the market typically occur when MGE has more generation and purchases online than are needed for its own system demand. The excess electricity is then sold to others in the market. For the year ended December 31, 2014, market volumes increased compared to the same period in the prior year, reflecting increased opportunities for sales. In addition, market settlement resulted in higher revenue per kWh for the year ended December 31, 2014, reflecting higher market prices.

Electric fuel and purchased power

Electric fuel and purchased power costs reflect a decrease in internal generation volumes partially offset by an increase in the volume of purchased power when compared to the prior period. Adjustments related to the regulatory recovery for fuel costs, known as fuel rules, moderated the effects of that increased volume. These items are explained below.

Fuel for electric generation

The expense for fuel for internal electric generation decreased $3.2 million during the year ended December 31, 2014, compared to the same period in the prior year, due to the following:

(In millions)	
Decrease in volume	$ (6.8)
Increase in per-unit cost	3.6
Total	$ (3.2)

This decrease in expense reflects a 13.7% decrease in internal generated volume delivered to the system primarily as a result of reduced generation at Columbia to reduce coal use in order to maintain inventory levels, partially offset by a 7.7% increase in per-unit cost of internal electric generation.

Purchased power

Purchased power expense decreased $7.6 million during the year ended December 31, 2014, compared to the same period in the prior year, due to the following:

(In millions)	
Increase in volume	$ 17.3
Decrease in per-unit cost	(5.4)
Fuel Rules Adjustments	
Decrease in recorded fuel rule credit	(6.7)
Amortization of 2012 fuel rule credits	(6.3)
Return of 2013 fuel rule credits	(6.5)
Total	$ (7.6)

The decrease in expense reflects a 5.9% decrease in the per-unit cost of purchased power and a 23.4% increase in the volume of power purchased from third parties primarily as a result of the reduced generation at Columbia.

Under fuel rules, MGE is required to defer electric fuel-related costs that fall outside a 2% cost tolerance band around the amount used in the most recent rate proceeding. Any fuel rules adjustments are reflected in purchased power expense. Cost savings that may be returned to customers are recorded as an increase to purchased power expense, and higher costs that MGE is entitled to recover, after adjustment for excess revenues, are recorded as a reduction to purchased power expense. Any over/under recovery of the deferred costs is determined on an annual basis and adjusted in future billings to customers. During the year ended December 31, 2014, as part of its rate freeze, MGE was allowed to amortize $6.3 million of the 2012 fuel rule credit against purchased power costs. In addition, MGE returned $6.5 million on customer bills in October 2014 related to the 2013 fuel rules credit.

Electric operating and maintenance expenses

Electric operating and maintenance expenses decreased $8.1 million during the year ended December 31, 2014, compared to the same period in 2013. The following changes contributed to the net change:

(In millions)		
Decreased administrative and general costs	$	(5.9)
Decreased customer service costs		(0.8)
Decreased distribution costs		(0.7)
Decreased production costs		(0.4)
Decreased customer accounts costs		(0.2)
Decreased transmission costs		(0.1)
Total	$	(8.1)

For the year ended December 31, 2014, decreased administrative and general costs are primarily due to decreased pension and other postretirement benefits costs predominantly driven by a change in the discount rate.

Electric depreciation expense

Electric depreciation expense increased $1.2 million for the year ended December 31, 2014, compared to the same period in the prior year. This increase was a result of Columbia assets going in to service in April and July 2014.

Gas Utility Operations - MGE Energy and MGE

Gas deliveries and revenues

The following table compares MGE's gas revenues and gas therms delivered by customer class during each of the periods indicated:

(In thousands, except HDD and average rate per therm of retail customer)	Revenues 2014	Revenues 2013	% Change	Therms Delivered 2014	Therms Delivered 2013	% Change
Residential	$ 117,523	$ 98,578	19.2 %	110,422	102,599	7.6 %
Commercial/Industrial	100,338	79,344	26.5 %	138,151	134,619	2.6 %
Total retail	217,861	177,922	22.4 %	248,573	237,218	4.8 %
Gas transportation	3,373	3,025	11.5 %	46,905	37,778	24.2 %
Other revenues	486	515	(5.6)%	-	-	- %
Total	$ 221,720	$ 181,462	22.2 %	295,478	274,996	7.4 %
Heating degree days (normal 7,047)				7,887	7,628	3.4 %
Average rate per therm of retail customer	$ 0.876	$ 0.750	16.8 %			

Gas revenues increased $40.3 million or 22.2% for the year ended December 31, 2014. These changes are related to the following factors:

(In millions)	
Rate/PGA changes	$ 31.4
Volume	8.5
Transportation and other effects	0.4
Total	$ 40.3

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Rate/PGA changes. The average retail rate per therm for the year ended December 31, 2014, increased 16.8% compared to the same period in 2013, reflecting higher natural gas commodity costs. MGE recovers the cost of natural gas in its gas segment through the purchased gas adjustment clause (PGA). Under the PGA, MGE is able to pass through to its gas customers the cost of gas. Changes in PGA recoveries affect revenues, but do not impact net income.

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Volume. For the year ended December 31, 2014, retail gas deliveries increased 4.8% compared to the same period in 2013, as a result of colder weather during the winter months compared to milder weather in the prior year.

Cost of gas sold

For the year ended December 31, 2014, cost of gas sold increased by $36.3 million, compared to the same period in the prior year. The cost per therm of natural gas increased 27.5%, which resulted in $31.0 million of increased expense. In addition, the volume of purchased gas increased 5.0%, which resulted in $5.3 million of increased expense.

Gas operating and maintenance expenses

Gas operating and maintenance expenses decreased $1.6 million for the year ended December 31, 2014, compared to the same period in 2013. The following changes contributed to the net change.

(In millions)		
Decreased administrative and general costs	$	(2.5)
Decreased customer service costs		(0.4)
Increased distribution costs		0.7
Increased customer accounts costs		0.6
Total	$	(1.6)

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For the year ended December 31, 2014, decreased administrative and general costs are primarily due to decreased pension and other postretirement benefit costs predominantly driven by a change in the discount rate.

Nonregulated Energy Operations - MGE Energy and MGE

For the years ended December 31, 2014 and 2013, net income at the nonregulated energy operations segment was $19.3 million and $20.7 million, respectively. The nonregulated energy operations are conducted through MGE Energy's subsidiaries: MGE Power Elm Road and MGE Power West Campus, which have been formed to own and lease electric generating capacity to assist MGE.

In December 2012, as part of WEPCO's (the operator and primary owner of the Elm Road Units) 2013 Wisconsin rate case, the PSCW determined that 100% of the construction costs for the Elm Road Units were prudently incurred, and approved the recovery in rates of more than 99.5% of the force majeure costs. The recovery of the force majeure costs began in 2013, including a one-time cumulative adjustment pertaining to affected periods prior to the PSCW order. The portion pertaining to prior periods was fully reflected in 2013 results.

Transmission Investment Operations - MGE Energy and MGE

Transmission investment other income

For the years ended December 31, 2014 and 2013, other income at the transmission investment segment was $9.2 million and $9.4 million, respectively. The transmission investment segment holds our interest in ATC, and its income reflects our equity in the earnings of ATC. See Footnote 4.b. of the Notes to Consolidated Financial Statements and Other Matters below for additional information concerning ATC and summarized financial information regarding ATC.

Consolidated Income Taxes - MGE Energy and MGE

Both MGE Energy's and MGE's effective income tax rate for the years ended December 31, 2014 and 2013, was 37.5%.

Consolidated Other General Taxes

MGE Energy's and MGE's other general taxes increased $1.0 million or 5.6% for the year ended December 31, 2014, when compared to the same period in 2013, due in part to increased Wisconsin license fee tax. The annual license fee tax expense is based on the prior year's adjusted operating revenues. Tax rates have not changed.

Noncontrolling Interest, Net of Tax - MGE

The noncontrolling interest, net of tax, reflects the accounting required for MGE Energy's interest in MGE Power Elm Road (the Elm Road Units) and MGE Power West Campus (WCCF). MGE Energy owns 100% of MGE Power Elm Road and MGE Power West Campus; however, due to the contractual agreements for these projects with MGE, the entities are considered VIEs and their results are consolidated with those of MGE, the primary beneficiary of the VIEs. Also included in noncontrolling interest, net of tax, is MGE Energy's interest in MGE Transco, which holds our investment in ATC. The following table shows MGE Energy's noncontrolling interest, net of tax, reflected on MGE's consolidated statement of income:

	Year Ended December 31,	
(In millions)	2014	2013
MGE Power Elm Road	$ 16.2	$ 17.4
MGE Power West Campus	$ 7.7	$ 7.7
MGE Transco	$ 2.4	$ 2.4

Results of Operations

Year Ended December 31, 2013, Versus the Year Ended December 31, 2012

Electric Utility Operations - MGE Energy and MGE

Electric sales and revenues

The following table compares MGE's electric revenues and electric kWh sales by customer class for each of the periods indicated:

	Revenues			Sales (kWh)		
(In thousands, except cooling degree days)	2013	2012	% Change	2013	2012	% Change
Residential	$ 135,597	$ 130,581	3.8 %	819,012	826,766	(0.9)%
Commercial	214,033	207,574	3.1 %	1,821,966	1,825,701	(0.2)%
Industrial	19,872	19,437	2.2 %	250,229	247,179	1.2 %
Other-retail/municipal	39,143	38,805	0.9 %	423,261	442,906	(4.4)%
Total retail	408,645	396,397	3.1 %	3,314,468	3,342,552	(0.8)%
Sales to the market	1,134	991	14.4 %	50,606	31,588	60.2 %
Other revenues	1,312	1,811	(27.6)%	-	-	-%
Adjustments to revenues	(7,134)	(6,834)	(4.4)%	-	-	-%
Total	$ 403,957	$ 392,365	3.0 %	3,365,074	3,374,140	(0.3)%
Cooling degree days (normal 663)				709	1,068	(33.6)%

Electric operating revenues increased $11.6 million or 3.0% for the year ended December 31, 2013, due to the following:

(In millions)	
Rate changes	$ 15.6
Sales to the market	0.1
Volume	(3.3)
Other revenues	(0.5)
Adjustments to revenues	(0.3)

Total	$ 11.6

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Rates changes. Rate changes resulted in $15.6 million of additional revenue in 2013 compared to the same period in the prior year. The change primarily reflects an electric retail rate increase, which was authorized by the PSCW. Effective January 1, 2013, the retail rate increased 3.8% or $14.9 million for electric retail customers. The increase in retail electric rates was driven by costs for new environmental equipment at Columbia, final construction costs for the Elm Road Units, transmission reliability enhancements, and purchased power costs.

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Volume. During the year ended December 31, 2013, there was a 0.8% decrease in total retail sales volumes compared to the same period in the prior year driven by a return to more normal weather in 2013 compared to unusually warm weather in 2012.

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Adjustments to revenues. The adjustments to revenues amount includes the elimination of carrying costs for the Elm Road Units and the WCCF that were collected in electric rates, which are recognized as nonregulated energy operating revenues in our Nonregulated Energy Operations segment.

Electric fuel and purchased power

The expense for fuel for electric generation decreased $0.4 million or 0.9% during the year ended December 31, 2013, compared to the same period in the prior year. Internal electric generation costs decreased $1.1 million as a result of a 2.5% decrease in the per-unit cost (largely due to lower Elm Road coal costs). Internal electric generated volume delivered to the system increased 1.6%, which resulted in $0.7 million of increased expense.

Excluding the fuel rules adjustments discussed below, purchased power expense increased $6.5 million during the year ended December 31, 2013, compared to the same period in the prior year. This increase in expense reflects an $8.9 million or 13.6% increase in per-unit cost of purchased power, partially offset by a $2.4 million or 3.6% decrease in the volume of power purchased from third parties.

Based on PSCW fuel rules, MGE is required to defer electric fuel-related costs that fall outside a 2% cost tolerance band around the amount used in the most recent rate proceeding. Any fuel rules adjustments are reflected in purchased power expense. During the years ended December 31, 2013 and 2012, MGE's actual fuel costs fell below the lower end of this tolerance band, which resulted in MGE deferring $6.7 million and $6.2 million, respectively, in fuel-related cost savings to be returned to customers and MGE recording a corresponding increase in purchased power costs. Any over/under recovery of the deferred costs is determined on an annual basis and adjusted in future billings to customers. After combining the fuel rules adjustments with the actual savings discussed above, purchased power expense increased $7.0 million ($6.5 million increase discussed above plus $0.5 million fuel rules difference) during the year ended December 31, 2013, compared to the prior year.

Electric operating and maintenance expenses

Electric operating and maintenance expenses increased $1.2 million during the year ended December 31, 2013, compared to the same period in 2012. The following changes contributed to the net change:

(In millions)		
Increased transmission costs	$	3.4
Increased production costs		1.1
Increased distribution costs		1.0
Increased customer accounts costs		0.1
Decreased administrative and general costs		(3.6)
Decreased customer service costs		(0.8)
Total	$	1.2

For the year ended December 31, 2013, increased transmission costs were primarily due to an increase in transmission reliability enhancements, increased production costs were primarily due to increased costs at Columbia, and increased distribution costs were primarily due to increased conversion and overhead line maintenance expenses. The increase in costs was partially offset by decreased administrative and general costs which were primarily due to decreased pension costs.

Gas Utility Operations - MGE Energy and MGE

Gas deliveries and revenues

The following table compares MGE's gas revenues and gas therms delivered by customer class during each of the periods indicated:

(In thousands, except HDD and average rate per therm of retail customer)	Revenues			Therms Delivered		
	2013	2012	% Change	2013	2012	% Change
Residential	$ 98,578	$ 78,411	25.7 %	102,599	79,936	28.4 %
Commercial/Industrial	79,344	58,374	35.9 %	134,619	106,653	26.2 %
Total retail	177,922	136,785	30.1 %	237,218	186,589	27.1 %
Gas transportation	3,025	2,465	22.7 %	37,778	32,202	17.3 %
Other revenues	515	477	8.0 %	-	-	- %
Total	$ 181,462	$ 139,727	29.9 %	274,996	218,791	25.7 %
Heating degree days (normal 7,024)				7,628	5,964	27.9 %
Average rate per therm of retail customer	$ 0.750	$ 0.733	2.3 %			

Gas revenues increased $41.7 million or 29.9% for the year ended December 31, 2013. These changes are related to the following factors:

(In millions)	
Volume	$ 37.1
Rate/PGA changes	4.0
Transportation and other effects	0.6
Total	$ 41.7

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Volume. For the year ended December 31, 2013, retail gas deliveries increased 27.1% compared to the same period in 2012, as a result of colder weather during the winter months compared to milder weather in the prior year.

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Rate/PGA changes. The average retail rate per therm for the year ended December 31, 2013, increased 2.3% compared to the same period in 2012, reflecting higher natural gas commodity costs. MGE recovers the cost of natural gas in its gas segment through the PGA. Under the PGA, MGE is able to pass through to its gas customers the cost of gas. Changes in PGA recoveries affect revenues, but do not impact net income.

Cost of gas sold

For the year ended December 31, 2013, cost of gas sold increased by $29.2 million, compared to the same period in the prior year. The volume of purchased gas increased 27.4%, which resulted in $21.4 million of increased expense. In addition, the cost per therm of natural gas increased 7.8%, which resulted in $7.8 million of increased expense.

Gas operating and maintenance expenses

Gas operating and maintenance expenses decreased $2.7 million for the year ended December 31, 2013, compared to the same period in 2012. The following changes contributed to the net change.

(In millions)	
Decreased administrative and general costs	$ (2.0)
Decreased customer service costs	(1.3)
Increased distribution costs	0.4

Increased customer accounts costs		0.2
Total	$	(2.7)

For the year ended December 31, 2013, decreased administrative and general costs were primarily due to decreased pension costs, and decreased customer service costs were primarily due to lower energy conservation spending.

Other Income (Deductions), Net - MGE Energy and MGE

For the year ended December 31, 2013, other income, net for the electric and gas segments increased by $1.7 million, compared to the same period in the prior year related to AFUDC equity recognized on the Columbia environmental project.

Nonregulated Energy Operations - MGE Energy and MGE

For the years ended December 31, 2013 and 2012, net income at the nonregulated energy operations segment was $20.7 million and $18.1 million, respectively. The nonregulated energy operations are conducted through MGE Energy's subsidiaries: MGE Power Elm Road and MGE Power West Campus, which have been formed to own and lease electric generating capacity to assist MGE.

Results reflect the recovery of force majeure costs associated with the construction of the Elm Road Units. In December 2012, as part of WEPCO's (the operator and primary owner of the Elm Road Units) 2013 Wisconsin rate case, the PSCW determined that 100% of the construction costs for the Elm Road Units were prudently incurred, and approved the recovery in rates of more than 99.5% of the force majeure costs. The recovery of the force majeure costs began in 2013, including a one-time cumulative adjustment pertaining to affected periods prior to the PSCW order. The portion pertaining to prior periods was fully reflected in 2013 results.

Transmission Investment Operations - MGE Energy and MGE

Transmission investment other income

For the years ended December 31, 2013 and 2012, other income at the transmission investment segment was $9.4 million and $9.1 million, respectively. The transmission investment segment holds our interest in ATC, and its income reflects our equity in the earnings of ATC. See Footnote 4.b. of the Notes to Consolidated Financial Statements for additional information concerning ATC and summarized financial information regarding ATC.

Consolidated Income Taxes - MGE Energy and MGE

Both MGE Energy's and MGE's effective income tax rate for the years ended December 31, 2013 and 2012, was 37.5% and 37.7%, respectively.

For 2011 tax return purposes, MGE Energy and MGE changed their income tax method of accounting for electric transmission and distribution repairs and accounting for depreciation. The 2012 financial statement impact pertaining to finalization of the electric transmission and distribution repairs is an increase to deferred tax expense and a corresponding decrease in the current tax provision in the amount of $4.8 million. The 2012 financial statement impact pertaining to finalization of the depreciation adjustment is an increase to deferred tax expense and a corresponding decrease in the current tax provision in the amount of $38.6 million.

Noncontrolling Interest, Net of Tax - MGE

The noncontrolling interest, net of tax, reflects the accounting required for MGE Energy's interest in MGE Power Elm Road (the Elm Road Units) and MGE Power West Campus (WCCF). MGE Energy owns 100% of MGE Power Elm Road and MGE Power West Campus; however, due to the contractual agreements for these projects with MGE, the entities are considered VIEs and their results are consolidated with those of MGE, the primary beneficiary of the VIEs. Also included in noncontrolling interest, net of tax, is MGE Energy's interest in MGE Transco, which holds our investment in ATC. The following table shows MGE Energy's noncontrolling interest, net of tax, reflected on MGE's consolidated statement of income:

	Year Ended December 31,	
(In millions)	2013	2012
MGE Power Elm Road	$ 17.4	$ 14.8
MGE Power West Campus	$ 7.7	$ 7.5

MGE Transco	$ 2.4	$ 2.1

Liquidity and Capital Resources

MGE Energy and MGE have adequate liquidity to fund future operations and capital expenditures. Available resources include cash and cash equivalents, operating cash flows, liquid assets, borrowing capacity under revolving credit facilities, and access to equity and debt capital markets.

Cash Flows

The following summarizes cash flows for MGE Energy and MGE during the years ended 2014, 2013, and 2012:

	MGE Energy			MGE		
(In thousands)	2014	2013	2012	2014	2013	2012
Cash provided by/(used for):						
Operating activities	$ 128,762	$ 140,267	$ 146,004	$ 128,538	$ 138,684	$ 138,772
Investing activities	(96,158)	(121,922)	(101,353)	(95,597)	(120,597)	(101,083)
Financing activities	(35,662)	4,111	(39,463)	(43,187)	(9,629)	(45,237)

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Cash Provided by Operating Activities

MGE Energy

MGE Energy's consolidated net cash provided by operating activities is derived mainly from the electric and gas operations of its principal subsidiary, MGE.

2014 vs. 2013

Cash provided by operating activities for the year ended December 31, 2014, was $128.8 million, a decrease of $11.5 million when compared to the same period in the prior year, primarily related to increased taxes paid.

MGE Energy's net income increased $5.4 million for the year ended December 31, 2014, when compared to the same period in the prior year.

MGE Energy's federal and state taxes paid increased $12.2 million during the year ended December 31, 2014, when compared to the same period in the prior year, primarily due to federal tax payments made in 2014. In December 2014, bonus depreciation was extended for the current year. Tax payments were made earlier in the year before the additional depreciation deduction was known. In 2013, the NOL from a prior year was fully utilized.

Working capital accounts (excluding prepaid and accrued taxes) resulted in $14.8 million in cash used for operating activities for the year ended December 31, 2014, primarily due to increased gas inventories, increased other current assets, and decreased current liabilities, partially offset by increased accounts payable. The decrease in current liabilities includes a fuel credit of $6.5 million that customers received on their bill in October 2014 related to the 2013 fuel savings. Working capital accounts (excluding prepaid and accrued taxes) resulted in $4.5 million in cash provided by operating activities for the year ended December 31, 2013, primarily due to increased other current liabilities, decreased gas inventories, and decreased receivable margin account, partially offset by increased receivables and increased unbilled revenues.

A decrease in pension contribution resulted in an additional $31.4 million in cash provided by operating activities for the year ended December 31, 2014, when compared to the same period in the prior year. Pension contributions reflect amounts required by law and discretionary amounts. See Footnote 13 of Notes to Consolidated Financial Statements for further discussion of MGE's pension and other postretirement benefits.

For the year ended December 31, 2013, MGE paid a make-whole premium equal to $6.8 million related to the redemption of $40 million of long-term debt.

2013 vs. 2012

Cash provided by operating activities for the year ended December 31, 2013, was $140.3 million, a decrease of $5.7 million when compared to the same period in the prior year, primarily related to the debt make-whole premium paid in 2013.

MGE Energy's net income increased $10.5 million for the year ended December 31, 2013, when compared to the same period in the prior year.

Working capital accounts (excluding prepaid and accrued taxes) resulted in $4.5 million in cash provided by operating activities for the year ended December 31, 2013, primarily due to increased other current liabilities, decreased gas inventories, and decreased receivable margin account, partially offset by increased receivables and increased unbilled revenues. Working capital accounts (excluding prepaid and accrued taxes) resulted in $3.4 million in cash used for operating activities for the year ended December 31, 2012, primarily due to increased accounts receivable and increased unbilled revenues, partially offset by a decreased receivable margin account and decreased gas inventories.

An increase in pension contribution resulted in an additional $5.9 million in cash used for operating activities for the year ended December 31, 2013, when compared to the same period in the prior year. These contributions reflect amounts required by law and discretionary amounts. See Footnote 13 of Notes to Consolidated Financial Statements for further discussion of MGE Energy's pension and other postretirement benefits.

For the year ended December 31, 2013, MGE paid a make-whole premium equal to $6.8 million related to the redemption of $40 million of long-term debt.

MGE

2014 vs. 2013

Cash provided by operating activities for the year ended December 31, 2014, was $128.5 million, a decrease of $10.1 million when compared to the same period in the prior year, primarily related to increased taxes paid.

Net income increased $5.5 million for the year ended December 31, 2014, when compared to the same period in the prior year.

MGE's federal and state taxes paid increased $13.8 million during the year ended December 31, 2014, when compared to the same period in the prior year, primarily due to federal tax payments made in 2014. In December 2014, bonus depreciation was extended for the current year. Tax payments were made earlier in the year before the additional depreciation deduction was known. In 2013, the NOL from a prior year was fully utilized.

Working capital accounts (excluding prepaid and accrued taxes) resulted in $20.9 million in cash used for operating activities for the year ended December 31, 2014, primarily due to increased gas inventories, increased receivables, and decreased current liabilities, partially offset by increased accounts payable. The decrease in current liabilities includes a fuel credit of $6.5 million that customers received on their bill in October 2014 related to the 2013 fuel savings. Working capital accounts (excluding prepaid and accrued taxes) resulted in $2.0 million in cash provided by operating activities for the year ended December 31, 2013, primarily due to increased other current liabilities, decreased gas inventories, and decreased receivable margin account, partially offset by increased receivables and increased unbilled revenues.

A decrease in pension contribution resulted in an additional $31.4 million in cash provided by operating activities for the year ended December 31, 2014, when compared to the same period in the prior year. These contributions reflect amounts required by law and discretionary amounts. See Footnote 13 of Notes to Consolidated Financial Statements for further discussion of MGE's pension and other postretirement benefits.

For the year ended December 31, 2013, MGE paid a make-whole premium equal to $6.8 million related to the redemption of $40 million of long-term debt.

2013 vs. 2012

Cash provided by operating activities for the year ended December 31, 2013, was $138.7 million, a decrease of $0.1 million when compared to the same period in the prior year, primarily related to the debt make-whole premium paid in 2013.

Net income increased $11.1 million for the year ended December 31, 2013, when compared to the same period in the prior year.

Working capital accounts (excluding prepaid and accrued taxes) resulted in $2.0 million in cash provided by operating activities for the year ended December 31, 2013, primarily due to primarily due to increased other current liabilities, decreased gas inventories, and decreased receivable margin account, partially offset by increased receivables and increased unbilled revenues. Working capital accounts (excluding prepaid and accrued taxes) resulted in $6.7 million in cash used for operating activities for the year ended December 31, 2012, primarily due to increased accounts receivable, increased unbilled revenues, and decreased accounts payable, partially offset by decreased receivable margin account and decreased gas inventories.

An increase in pension contribution resulted in an additional $5.9 million in cash used for operating activities for the year ended December 31, 2013, when compared to the same period in the prior year. These contributions reflect amounts required by law and discretionary amounts. See Footnote 13 of Notes to Consolidated Financial Statements for further discussion of MGE's pension and other postretirement benefits.

For the year ended December 31, 2013, MGE paid a make-whole premium equal to $6.8 million related to the redemption of $40 million of long-term debt.

Capital Requirements and Investing Activities

MGE Energy

2014 vs. 2013

MGE Energy's cash used for investing activities decreased $25.8 million for the year ended December 31, 2014, when compared to the same period in the prior year.

Capital expenditures for the year ended December 31, 2014, were $92.7 million. This amount represents a decrease of $26.4 million from the expenditures made in the same period in the prior year. The decrease primarily reflects $45.0 million of lower expenditures on the Columbia environmental project in 2014 versus 2013, offset by increased expenditures in electric and gas distribution assets.

2013 vs. 2012

MGE Energy's cash used for investing activities increased $20.6 million for the year ended December 31, 2013, when compared to the same period in the prior year.

Capital expenditures for the year ended December 31, 2013, were $119.0 million. This amount represents a $20.6 million increase from the expenditures made in the same period in the prior year. This increase is due to increased expenditures on the Columbia environmental project.

MGE

2014 vs. 2013

MGE's cash used for investing activities decreased $25.0 million for the year ended December 31, 2014, when compared to the same period in the prior year.

Capital expenditures for the year ended December 31, 2014, were $92.7 million. This amount represents a decrease of $26.4 million from the expenditures made in the same period in the prior year. The decrease primarily reflects $45.0 million of lower expenditures on the Columbia environmental project in 2014 versus 2013, offset by increased expenditures in electric and gas distribution assets.

2013 vs. 2012

MGE's cash used for investing activities increased $19.5 million for the year ended December 31, 2013, when compared to the same period in the prior year.

Capital expenditures for the year ended December 31, 2013, were $119.0 million. This amount represents a $20.6 million increase from the expenditures made in the same period in the prior year. This increase is due to increased expenditures on the Columbia environmental project.

Capital expenditures

The following table shows MGE Energy's budgeted capital expenditures for 2015 and actual capital expenditures for both 2014 and 2013:

(In thousands)	2015	2014	2013
For the years ended December 31,	(Budget)	(Actual)	(Actual)
Electric	$ 61,615	$ 68,067	$ 100,146
Gas	21,885	22,104	15,554
Utility plant total	83,500	90,171	115,700
Nonregulated	3,150	2,505	3,347
MGE Energy total	$ 86,650	$ 92,676	$ 119,047

In early 2011, the PSCW authorized the construction of air emission reduction systems and associated equipment on Columbia Units 1 and 2. For the year ended December 31, 2014, MGE had incurred $16.2 million (excluding carrying costs) in construction expenditures at Columbia related to the project.

MGE Energy used funds received as dividend payments from MGE Power West Campus and MGE Power Elm Road, internally generated cash, and short-term external financing to meet its 2014 capital requirements and cash obligations, including dividend payments. External financing included short-term financing under existing lines of credit.

Financing Activities

MGE Energy

2014 vs. 2013

Cash used for MGE Energy's financing activities was $35.7 million for the year ended December 31, 2014, compared to $4.1 million of cash provided by the year ended December 31, 2013.

For the year ended December 31, 2014, dividends paid were $38.4 million compared to $37.1 million in the prior year. This increase was a result of a higher dividend per share ($1.11 vs. $1.07).

During the year ended December 31, 2013, MGE issued $85.0 million of long-term debt, which was used to retire $40.0 million of long-term debt and to assist with the funding for the Columbia environmental project.

For the year ended December 31, 2014, short-term borrowings were $7.0 million.

2013 vs. 2012

Cash provided by MGE Energy's financing activities was $4.1 million for the year ended December 31, 2013, compared to $39.5 million of cash used for the year ended December 31, 2012.

For the year ended December 31, 2013, dividends paid were $37.1 million compared to $36.0 million in the prior year. This increase was a result of a higher dividend per share ($1.07 vs. $1.04).

During the year ended December 31, 2013, MGE issued $85.0 million of long-term debt, which was used to retire $40.0 million of long-term debt and to assist with the funding for the Columbia environmental project. During the year ended December 31, 2012, MGE issued and retired $28.0 million of long-term debt.

MGE

2014 vs. 2013

During the year ended December 31, 2014, cash used for MGE's financing activities was $43.2 million compared to $9.6 million of cash used for MGE's financing activities in the prior year.

Dividends paid from MGE to MGE Energy were $26.5 million for the year ended December 31, 2014, compared to $25.0 million in the prior year.

During the year ended December 31, 2013, MGE issued $85.0 million of long-term debt, which was used to retire $40.0 million of long-term debt and to assist with the funding for the Columbia environmental project.

Distributions to parent from noncontrolling interest, which represent distributions from MGE Power Elm Road and MGE Power West Campus, were $21.4 million for the year ended December 31, 2014, compared to $27.4 million in the prior year.

For the year ended December 31, 2014, short-term borrowings were $7.0 million.

2013 vs. 2012

During the year ended December 31, 2013, cash used for MGE's financing activities was $9.6 million compared to $45.2 million of cash used for MGE's financing activities in the prior year.

Dividends paid from MGE to MGE Energy were $25.0 million for the year ended December 31, 2013, compared to $20.4 million in the prior year.

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During the year ended December 31, 2013, MGE issued $85.0 million of long-term debt, which was used to retire $40.0 million of long-term debt and to assist with the funding for the Columbia environmental project. During the year ended December 31, 2012, MGE issued and retired $28.0 million of long-term debt.

Distributions to parent from noncontrolling interest, which represent distributions from MGE Power Elm Road and MGE Power West Campus, were $27.4 million for the year ended December 31, 2013, compared to $23.5 million in the prior year.

Dividend Restrictions

Dividend payments by MGE to MGE Energy are subject to restrictions arising under a PSCW rate order and, to a lesser degree, MGE's first mortgage bonds. The PSCW order restricts any dividends that MGE may pay MGE Energy if its common equity ratio, calculated in the manner used in the rate proceeding, is less than 55%. MGE's thirteen month rolling average common equity ratio at December 31, 2014, is 56.9% as determined under the calculation used in the rate proceeding. MGE was not restricted from paying cash dividends in 2014. Cash dividends of $26.5 million and $25.0 million were paid by MGE to MGE Energy in 2014 and 2013, respectively. The rate proceeding calculation includes as indebtedness imputed amounts for MGE's outstanding purchase power capacity payments and other PSCW adjustments, but does not include the indebtedness associated with MGE Power Elm Road and MGE Power West Campus, which are consolidated into MGE's financial statements but are not direct obligations of MGE.

MGE has covenanted with the holders of its first mortgage bonds not to declare or pay any dividend or make any other distribution on or purchase any shares of its common stock unless, after giving effect thereto, the aggregate amount of all such dividends and distributions and all amounts applied to such purchases, after December 31, 1945, shall not exceed the earned surplus (retained earnings) accumulated subsequent to December 31, 1945. As of December 31, 2014, approximately $334.8 million was available for the payment of dividends under this covenant.

Credit Facilities

At December 31, 2014, MGE Energy and MGE had the following aggregate bank commitments and available capacity under their credit agreements and the indicated amounts of outstanding commercial paper:

Borrower	Aggregate Bank Commitments	Outstanding Commercial Paper	Outstanding Borrowings	Available Capacity	Expiration Date
		(Dollars in millions)			
MGE Energy	$ 50.0	$ -	$ -	$ 50.0	July 31, 2017

MGE	$	100.0	$	7.0	$	-	$	93.0	July 31, 2017

Borrowings under each credit agreement may bear interest at a rate that floats daily based upon a prime rate or at a rate fixed for a specified interest period based upon a LIBOR-based index, plus an adder. In the case of the LIBOR-based rates, the adder is based upon the senior unsecured credit rating for MGE and does not exceed 0.75%.

The agreements require the borrower to maintain a ratio of consolidated debt to consolidated total capitalization not to exceed a maximum of 65%. The ratio calculation excludes assets, liabilities, revenues, and expenses included in MGE's financial statements as a result of the consolidation of VIEs, such as MGE Power Elm Road and MGE Power West Campus. At December 31, 2014, the ratio of consolidated debt to consolidated total capitalization for each of MGE Energy and MGE, as calculated under the credit agreements' covenant, were 38.1% and 37.4%, respectively. See Footnote 10 of Notes to Consolidated Financial Statements for additional information regarding the credit facilities.

Capitalization Ratios

MGE Energy's capitalization ratios were as follows:

	MGE Energy	
	2014	2013
Common shareholders' equity	61.9 %	60.5 %
Long-term debt*	37.5 %	39.5 %
Short-term debt	0.6 %	- %

**Includes the current portion of long-term debt.*

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Credit Ratings

MGE Energy's and MGE's access to the capital markets, including, in the case of MGE, the commercial paper market, and their respective financing costs in those markets, may depend on the credit ratings of the entity that is accessing the capital markets.

None of MGE Energy's or MGE's borrowing is subject to default or prepayment as a result of a downgrading of credit ratings, although a downgrading of MGE's credit ratings could increase fees and interest charges under both MGE Energy's and MGE's credit agreements.

Contractual Obligations and Commercial Commitments for MGE Energy and MGE

MGE Energy's and MGE's contractual obligations as of December 31, 2014, representing cash obligations that are considered to be firm commitments, are as follows:

			Payment due within:		Due after
(In thousands)	Total	1 Year	2-3 Years	4-5 Years	5 Years
MGE Energy					
Long-term debt[(a)]	$ 399,690	$ 4,182	$ 38,626	$ 29,005	$ 327,877
Short-term debt[(b)]	7,000	7,000	-	-	-
Interest expense[(c)]	297,169	19,611	37,053	33,052	207,453
Operating leases[(d)]	12,386	1,553	2,218	677	7,938
Purchase obligations[(e)]	509,989	122,841	142,237	99,188	145,723
Other obligations[(f)]	15,202	3,652	3,538	1,488	6,524
Total MGE Energy contractual obligations	$ 1,241,436	$ 158,839	$ 223,672	$ 163,410	$ 695,515
MGE					
Long-term debt[(a)]	$ 399,690	$ 4,182	$ 38,626	$ 29,005	$ 327,877
Short-term debt[(b)]	7,000	7,000	-	-	-
Interest expense[(c)]	297,169	19,611	37,053	33,052	207,453
Operating leases[(d)]	12,386	1,553	2,218	677	7,938
Purchase obligations[(e)]	509,989	122,841	142,237	99,188	145,723
Other obligations[(f)]	13,553	2,003	3,538	1,488	6,524
Total MGE contractual obligations	$ 1,239,787	$ 157,190	$ 223,672	$ 163,410	$ 695,515

(a)

Long-term debt consisting of secured first mortgage bonds, unsecured medium-term notes, Industrial Development Revenue Bonds issued by MGE, and private placement debt issued by MGE, MGE Power Elm Road, and MGE

Power West Campus.

(b)

Short-term debt consisting of commercial paper for MGE. See Footnote 10 of the Notes to Consolidated Financial Statements.

(c)

Amount represents interest expense on long-term debt. See Footnote 9 of the Notes to Consolidated Financial Statements for further discussion of the long-term debt outstanding at December 31, 2014.

(d)

Operating leases. See Footnote 18.c. of the Notes to Consolidated Financial Statements.

(e)

Purchase obligations for MGE Energy and MGE consist primarily of the purchase of electricity and natural gas, electric transmission, natural gas storage capacity, natural gas pipeline transportation, and the purchase and transport of coal. See Footnote 18.a. of the Notes to Consolidated Financial Statements.

(f)

Other obligations are primarily related to investment commitments, easements, green energy projects, environmental projects, fuel credit, and uncertain tax positions.

The above amounts do not include any contributions for MGE's pension and postretirement plans. Contributions to the qualified plans for 2015 are expected to be $10 million, which was paid in January 2015. MGE does not expect to make contributions to the plans for 2016. The contributions for years after 2016 are not yet currently estimated. Due to uncertainties in the future economic performance of plan assets, discount rates, and other key assumptions, estimated contributions are subject to change. MGE may also elect to make additional discretionary contributions. These contributions reflect amounts required by law and discretionary amounts.

The above amounts do not include future voluntary capital calls to ATC. On January 30, 2015, MGE Transco made a voluntary $0.2 million capital contribution to ATC. The amount and timing of future voluntary capital calls is uncertain and primarily dependent on the operations and expansion of ATC.

MGE Energy's and MGE's commercial commitments as of December 31, 2014, representing commitments triggered by future events and including financing arrangements to secure obligations of MGE Energy and MGE, and guarantees by MGE, are as follows:

				Expiration within:				Due after
(In thousands)		Total	1 Year		2-3 Years		4-5 Years	5 Years
MGE Energy								
Available Lines of Credit[(a)]	$	150,000	$ -	$	150,000	$	-	$ -
Guarantees[(b)]		4,416	906		1,366		830	1,314
MGE								
Available Lines of Credit[(c)]	$	100,000	$ -	$	100,000	$	-	$ -
Guarantees[(b)]		4,416	906		1,366		830	1,314

(a)

Amount includes the facility discussed in (c) plus an additional line of credit. MGE Energy has available at any time a $50 million committed revolving credit agreement, expiring in July 2017. At December 31, 2014, MGE Energy had no borrowings under this credit facility; however, there was $7.0 million of commercial paper outstanding.

(b)

MGE has guaranteed repayment of certain receivables it sold to a financial institution under a chattel paper agreement. See Footnote 18.b. of the Notes to Consolidated Financial Statements.

(c)

Amount includes a $100 million committed revolving credit agreement expiring in July 2017. This credit facility is used to support commercial paper issuances. At December 31, 2014, no borrowings were outstanding under this facility.

Other Matters

Elm Road

During 2013, WEPCO and Bechtel (the construction contractor for the Elm Road Units) were working through the outstanding warranty claims. The warranty claim for the costs incurred to repair steam turbine corrosion damage identified on both units was resolved through a binding arbitration in June 2013. Final acceptance of the Elm Road Units occurred in June 2013 after all requirements stated in the contract with Bechtel were satisfied. All warranty claims between WEPCO and Bechtel have now been resolved, none of which had a material impact on our financial statements.

ATC

Several parties have filed a complaint with FERC seeking to reduce the base return on equity (ROE) of MISO and numerous other MISO transmission owners, including ATC, "due to changes in the capital markets." The complaint alleges that the MISO ROE should not exceed 9.15%, the equity components of hypothetical capital structures should be restricted to 50%, and the relevant incentive ROE adders should be discontinued. FERC denied the portion of the complaint seeking to restrict the use of capital structures that include more than 50% common equity and also denied the portion of the complaint requesting the termination of the incentive ROE adders used by certain transmission owners. MISO's base ROE is 12.38% and ATC's base ROE is 12.2%. FERC ordered formal hearing proceedings to begin, and an initial decision in the complaint is expected by November 30, 2015. ATC provided MGE its 2014 earnings reflecting an adjustment for this matter representing ATC's estimate of its refund liability for the period of November 2013 through December 2014. We derived approximately 6.7% of our net income for the year ended December 31, 2014, from our investment in ATC.

Joint Venture

MGE Energy has entered into a joint venture with Wisconsin Energy Corporation to evaluate the advisability and feasibility of potentially bidding on generating assets owned by the State of Wisconsin, which might include the University of Wisconsin's interest in the WCCF, which the Company co-owns and operates.

Should the State determine that the assets be sold, the joint venture would decide on a case-by-case basis whether to submit a bid. If the bid is successful, the joint venture would finance the acquisition and would own and manage the acquired assets. If those acquired assets include the State's interest in the WCCF, MGE would continue to operate the WCCF as it does currently.

Critical Accounting Estimates - MGE Energy and MGE

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to unbilled revenues, allowance for doubtful accounts, pension obligations, income taxes, derivatives, and regulatory assets and liabilities. We base our estimates on historical experience and on various assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Those values may differ from these estimates under different assumptions or conditions. We believe the following critical accounting estimates affect our more significant judgments used in the preparation of our consolidated financial statements.

Unbilled Revenues

Revenues from the sale of electricity and gas to customers are recorded when electricity/gas is delivered to those customers. The quantity of those sales is measured by customers' meters. Due to the large volume of those meters, it is impractical to read all of them at month end. Meters are read on a systematic basis throughout the month based on established meter-reading schedules. Consequently, at the end of any month, there exists a quantity of electricity and gas that has been delivered to customers but has not been captured by the meter readings. As a result, management must estimate revenue related to electricity and gas delivered to customers between their meter-read dates and the end of the period. These estimates include:

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The amount of electricity expected to be lost in the process of its transmission and distribution to customers (line loss) and the amount of electricity actually delivered to customers.

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The amount of gas expected to be lost in the process of its distribution to customers and the amount of gas actually delivered to customers.

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The mix of sales between customer rate classes, which is based upon historical utilization assumptions.

MGE monitors the reasonableness of the unbilled revenue estimate through the review of ratios such as unbilled electric consumption compared to billed electric sales. In the case of unbilled gas, the estimated unbilled consumption is compared to various other statistics, including percent of gas available for sale, change in unbilled month to month and change in unbilled compared to the prior year in order to confirm its reasonableness.

Allowance for Doubtful Accounts

MGE maintains allowances for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments. It determines the allowance based on historical write-off experience, regional economic data, and review of the accounts receivable aging. MGE reviews its allowance for doubtful accounts monthly. Although management believes that the allowance for doubtful accounts is MGE's best estimate of the amount of probable credit losses, if the financial condition of MGE's customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

Pension and Other Postretirement Benefit Plans

MGE provides employees with certain retirement (pension) and postretirement (health care and life insurance) benefits. In order to measure the expense and obligations associated with these benefits, management must make a variety of estimates, including discount rates used to value certain liabilities, the expected return on plan assets set aside to fund these costs, the rate of compensation increase, employee turnover rates, retirement rates, health care trends, mortality rates, and other factors. These accounting estimates bear the risk of change due to the uncertainty attached to the estimate as well as the fact that these estimates are difficult to measure. Different estimates used by us could result in recognizing different amounts of expense over different periods of time and recovery in rates is expected.

We use third-party specialists to assist us in evaluating our assumptions as well as appropriately measure the costs and obligations associated with these retirement benefits. The discount rate and expected return on plan assets are based primarily on available investment yields and the historical performance of our plan assets. They are critical accounting estimates because they are subject to management's judgment and can materially affect net income.

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Assumed return on assets. This assumption represents the rate of return on plan assets reflecting the average rate of earnings expected on the funds invested (or to be invested) to provide for the benefits included in the projected benefit obligation. For 2014, MGE used an assumed return on assets of 8.10% for pension and 7.07% for other postretirement benefits. In 2015, the pension asset assumption will decrease from 8.10% to 7.80%. MGE will decrease the postretirement benefit assumption from 7.07% to 7.01% in 2015. The annual expected rate of return is based on projected long-term equity and bond returns, maturities and asset allocations. Holding other assumptions constant, for every 1% reduction in the expected rate of return on plan assets, annual pension and other postretirement cost would increase by approximately $3.1 million, before taxes.

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Discount rate. The discount rate represents the rate at which pension obligations could effectively be settled on a present-value basis. MGE uses high-grade bond yields as a benchmark for determining the appropriate discount rate.

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Medical trend assumptions. The health care cost trend rate is the assumed rate of increase in per-capita health care charges.

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Mortality rate assumption. Expected mortality rates are used in the valuation to determine the expected duration of future benefit payments to the plan participants. In October 2014, the Society of Actuaries released new mortality tables and projection scales. At December 31, 2014, the Company adopted a modified version of these tables that were developed by a third party actuary.

See Footnote 13 of the Notes to Consolidated Financial Statements for additional discussion of these plans.

Income Tax Provision

MGE Energy's and MGE's income tax provisions, including both current and deferred components, are based on estimates, assumptions, calculations, and interpretation of tax statutes for the current and future years. Determination of current-year federal and state income tax will not be settled for years.

Management regularly makes assessments of tax return outcomes relative to financial statement tax provisions and adjusts the tax provisions in the period when facts become final.

Additionally, in determining our current income tax provision we assess temporary differences resulting from differing treatments of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are recorded in our balance sheets. When we maintain deferred tax assets, we assess the likelihood that these assets will be recovered through adjustments to future taxable income. To the extent we believe recovery is not more likely than not, we establish a valuation allowance. We record an allowance reducing the asset to a value we believe will be recoverable based on our expectation of future taxable income. We believe the accounting estimate related to the valuation allowance is a critical accounting estimate because it is highly susceptible to change from period to period as it requires management to make assumptions about our future income over the lives of the deferred tax assets, and the impact of increasing or decreasing the valuation allowance is potentially material to our results of operations.

Accounting for uncertainty in income taxes applies to all tax positions and requires a recognition threshold and measurement standard for the financial statement recognition and measurement of a tax position taken, or expected to be taken, in an income tax return. The threshold is defined for recognizing tax return positions in the financial statements as "more likely than not" that the position is sustainable, based on its merits. Subsequent recognition, derecognition, and measurement is based on management's best judgment given the facts, circumstances and information available at the reporting date.

Accounting for Derivative Instruments

MGE accounts for derivative financial instruments, except those qualifying for the normal purchase normal sale exception, at their fair value on the balance sheet. Fair value is determined using current quoted market prices, except for the ten-year PPA which is valued utilizing an internally-developed pricing model. This model includes observable and unobservable inputs.

MGE received approval from the PSCW to establish a regulatory asset or liability for the deferral of the effects of mark-to-market accounting on contracts related to MGE's regulated operations.

Regulatory Assets/Liabilities

Regulatory assets represent costs that have been deferred to future periods when it is probable that the regulator will allow future recovery of those costs through rates. MGE bases its assessment of recovery on precedents established by the regulatory body. Regulatory liabilities represent previous collections from customers that are expected to be refunded to customers in future periods. Regulatory assets and regulatory liabilities typically include deferral of energy costs, the normalization of income taxes, the deferral of certain operating expenses, and non-ARO removal costs. The accounting for these regulatory assets and liabilities is in accordance with regulatory accounting standards.

MGE continually assesses whether the regulatory assets and liabilities meet the criteria for probability of future recovery or deferral. This assessment considers factors such as changes in the regulatory environment, recent rate orders to other regulated entities under the same jurisdiction, and the status of any pending or potential deregulation legislation. If future recovery of costs becomes no longer probable, the assets and liabilities would be recognized as current-period revenues or expenses.

Amortization of regulatory assets and liabilities is provided over the recovery or deferral period as allowed in the related regulatory agreement.

Adoption of Accounting Principles and Recently Issued Accounting Pronouncements - MGE Energy and MGE

See Footnote 21 of the Notes to Consolidated Financial Statements for discussion of new accounting pronouncements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

MGE Energy and MGE are potentially exposed to market risk associated with interest rates, commodity prices, and equity returns. MGE currently has no exposure to foreign currency risk. MGE manages some risk exposure through risk management policies and the use of derivative instruments. MGE's risk management policy prohibits speculative trading transactions.

Commodity Price Risk

MGE has commodity price risk exposure with respect to the price of natural gas, electricity, coal, emission credits, and oil. MGE's electric operations burn natural gas in several of its peaking power plants and, in many cases, the cost of purchased power is tied to the cost of natural gas. MGE employs established policies and procedures to reduce the market risks associated with changing commodity prices. MGE's commodity risks are somewhat mitigated by the current ratemaking process in place for recovering electric fuel cost, purchased energy costs, and the cost of natural gas.

MGE's electric fuel costs are subject to fuel rules established by the PSCW. The fuel rules require the PSCW and Wisconsin utilities to defer electric fuel-related costs that fall outside a symmetrical cost tolerance band. Any over/under recovery of the actual costs is determined on an annual basis and is adjusted in future billings to electric retail customers. Under the electric fuel rules, MGE is required to defer the benefit of lower costs if the actual electric fuel costs fall outside the lower end of the range and is required to defer costs, less any excess revenues, if the actual electric fuel costs exceed the upper end of the range. Excess revenues are defined as revenues in the year in question that provide MGE with a greater return on common equity than authorized by the PSCW in MGE's latest rate order. The range is defined by the PSCW and has been modified throughout the years based on market conditions and other relevant factors. Currently, MGE is subject to a plus or minus 2% range. MGE assumes the risks and benefits of variances that are within the cost tolerance band. For 2015, fuel and purchased power costs included in MGE's base fuel rates are $123.0 million. See Footnote 17 of the Notes to Consolidated Financial Statements for additional information.

MGE recovers the cost of natural gas in its gas segment through the purchased gas adjustment clause (PGA). Under the PGA, MGE is able to pass through to its gas customers the cost of gas.

MGE also reduces price risk caused by market fluctuations via physical contracts and financial derivative contracts, including futures, swaps, options, forwards, and other contractual commitments. The maximum length of time over which cash flows related to energy commodities can be hedged under applicable PSCW approvals is four years.

MGE has financial gas and electric commodity contracts to hedge commodity price risk in the gas and electric segments. These contracts are primarily comprised of exchange-traded option and future contracts. MGE also holds FTRs, which are used to hedge the risk of increased transmission congestion charges. At December 31, 2014, the cost basis of these instruments exceeded their fair value by $1.6 million. Under the PGA clause and electric fuel rules, MGE may include in the costs of fuel (natural gas or power) the costs and benefits of the aforementioned fuel price risk management tools. Because these costs/benefits are recoverable, the related unrealized loss/gain has been deferred on the consolidated balance sheet as a regulatory asset/liability.

MGE has also entered into a ten-year purchased power agreement that provides MGE with firm capacity and energy that began on June 1, 2012, and ends on May 31, 2022 (the "base term"). The agreement also allows MGE an option to extend the contract after the base term. The agreement is considered a derivative contract and is recognized at its fair value on the consolidated balance sheet. However, the derivative qualifies for regulatory deferral and is recognized with a corresponding regulatory asset or liability depending on whether the fair value is in a loss or gain position. The fair value of the contract at December 31, 2014, reflects a loss position of $53.4 million.

Interest Rate Risk

Both MGE Energy and MGE may have short-term borrowings at varying interest rates. MGE issues commercial paper for its short-term borrowings, while MGE Energy draws from its current credit facility to meet its short-term borrowing needs. Borrowing levels vary from period to period depending upon capital investments and other factors. Future short-term interest expense and payments will reflect both future short-term interest rates and borrowing levels. MGE Energy and MGE manage interest rate risk by limiting their variable rate exposure and continually monitoring the effects of market changes on interest rates. MGE is not exposed to changes in interest rates on a substantial portion of its long-term debt until that debt matures and is refinanced at market rates. Assuming the current level of variable rate borrowings and assuming a 1% change in the 2014 average interest rate under these borrowings, it is estimated that our 2014 interest expense and net income would have changed less than $0.1 million for both MGE Energy and MGE.

Equity Price Risk - Pension-Related Assets

MGE currently funds its liabilities related to employee benefits through trust funds. These funds, which include investments in debt and equity securities, are managed by various investment managers. Changes in market value of these investments can have an impact on the future expenses related to these liabilities. Holding other assumptions constant, for every 1% reduction in the expected rate of return on plan assets, annual pension and other postretirement cost would increase by approximately $3.1 million, before taxes. MGE's risk of expense and annuity payments, as a result of changes in the market value of the trust funds, is mitigated in part through future rate actions by the PSCW. The value of employee benefit plans trusts' assets have increased in value by approximately 8.04% during the year ended December 31, 2014, and 19.4% during the year ended December 31, 2013.

Credit Risk - Counterparty

Credit risk is the loss that may result from counterparty nonperformance. MGE is exposed to credit risk primarily through its merchant energy business. MGE uses credit policies to manage its credit risk, which include utilizing an established credit approval process, monitoring counterparty limits, employing credit mitigation measures such as collateral or prepayment arrangements, and using netting agreements.

Due to the possibility of extreme volatility in the prices of energy commodities and derivatives, the market value of contractual positions with individual counterparties could exceed established credit limits or collateral provided by those counterparties. If such a counterparty were then to fail to perform its obligations under its contract (for example, fail to deliver the electricity MGE originally contracted for), MGE could sustain a loss that could have a material impact on its financial results.

Additionally, if a counterparty were to default and MGE were to liquidate all contracts with that entity, MGE's credit loss would include the loss in value of mark-to-market contracts; the amount owed for settled transactions; and additional payments, if any, to settle unrealized losses on accrual contracts. As of December 31, 2014, no counterparties have defaulted.

MGE is obligated to provide service to all electric and gas customers within its respective franchised territories. MGE's franchised electric territory includes a 316 square-mile area in Dane County, Wisconsin, and MGE's franchised gas territory includes a service area covering 1,649 square miles in Wisconsin. Based on results for the year ended December 31, 2014, no one customer constituted more than 10% of total operating revenues for MGE Energy and

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MGE. Credit risk for electric and gas is managed by MGE's credit and collection policies, which are consistent with state regulatory requirements.

Cash, cash equivalents, and customer accounts receivable are the financial instruments that potentially subject MGE Energy and MGE to concentrations of credit risk. MGE Energy and MGE place their cash and cash equivalents with high credit-quality financial institutions. MGE has limited concentrations of credit risk from customer accounts receivable because of the large number of customers and relatively strong economy in its service territory.

Item 8. Financial Statements and Supplementary Data.

MGE Energy

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an assessment of the effectiveness of our internal control over financial reporting based on the framework in the Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our assessment under the framework in the Internal Control - Integrated Framework (2013), our management concluded that our internal control over financial reporting was effective as of December 31, 2014.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The effectiveness of MGE Energy's internal control over financial reporting as of December 31, 2014, has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

February 26, 2015

MGE

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an assessment of the effectiveness of our internal control over financial reporting based on the framework in the Internal Control -

Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our assessment under the framework in the Internal Control - Integrated Framework (2013), our management concluded that our internal control over financial reporting was effective as of December 31, 2014.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

February 26, 2015

Report of Independent Registered Public Accounting Firm

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

In our opinion, the consolidated financial statements listed in the index appearing under Item 15(a)(1) present fairly, in all material respects, the financial position of MGE Energy, Inc. and its subsidiaries at December 31, 2014 and 2013, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2014, in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedules listed in the index appearing under Item 15(a)(2) present fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on criteria established in the *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedules, 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's Report on Internal Control Over Financial Reporting. Our responsibility is to express opinions on these financial statements, on the financial statement schedules, and on the Company's internal control over financial reporting based on our integrated 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 audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed 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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 (iii) 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 its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

Chicago, Illinois

February 26, 2015

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholder of Madison Gas and Electric Company:

In our opinion, the consolidated financial statements listed in the index appearing under Item 15(a)(1) present fairly, in all material respects, the financial position of Madison Gas and Electric Company and its subsidiaries at December 31, 2014 and 2013, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2014, in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a)(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits. We conducted our audits of these statements 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, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

/s/ PricewaterhouseCoopers LLP

Chicago, Illinois

February 26, 2015

MGE Energy, Inc.

Consolidated Statements of Income

(In thousands, except per share amounts)

	For the years ended December 31,		
	2014	**2013**	**2012**
Operating Revenues:			
Regulated electric revenues	$ 394,849	$ 403,957	$ 392,365
Regulated gas revenues	221,720	181,462	139,727
Nonregulated revenues	3,283	5,468	9,231
Total Operating Revenues	619,852	590,887	541,323
Operating Expenses:			
Fuel for electric generation	42,828	46,062	46,499
Purchased power	73,232	80,830	73,842
Cost of gas sold	143,644	107,315	78,156
Other operations and maintenance	161,703	171,248	172,996
Depreciation and amortization	40,695	38,838	38,707
Other general taxes	19,652	18,607	18,360
Total Operating Expenses	481,754	462,900	428,560
Operating Income	138,098	127,987	112,763
Other income, net	10,079	10,701	10,069
Interest expense, net	(19,673)	(18,924)	(19,467)
Income before income taxes	128,504	119,764	103,365
Income tax provision	(48,185)	(44,859)	(38,919)
Net Income	$ 80,319	$ 74,905	$ 64,446
Earnings Per Share of Common Stock			
(basic and diluted)	$ 2.32	$ 2.16	$ 1.86
Dividends per share of common stock	$ 1.11	$ 1.07	$ 1.04
Weighted Average Shares Outstanding			
(basic and diluted)	34,668	34,668	34,668

The accompanying notes are an integral part of the above consolidated financial statements.

MGE Energy, Inc.

Consolidated Statements of Comprehensive Income

(In thousands)

	For the years ended December 31,		
	2014	**2013**	**2012**
Net Income	$ 80,319	$ 74,905	$ 64,446
Other comprehensive income, net of tax:			
Unrealized gain (loss) on available-for-sale securities, net of tax (($54), ($189), and $12)	81	283	(18)
Comprehensive Income	$ 80,400	$ 75,188	$ 64,428

The accompanying notes are an integral part of the above consolidated financial statements.

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MGE Energy, Inc.

Consolidated Statements of Cash Flows

(In thousands)

	For the years ended December 31,		
	2014	**2013**	**2012**
Operating Activities:			
Net income	$ 80,319	$ 74,905	$ 64,446
Items not affecting cash:			
Depreciation and amortization	40,695	38,838	38,707
Deferred income taxes	49,884	38,365	44,797
Provision for doubtful receivables	1,898	2,448	2,498
Employee benefit plan expenses	(1,080)	13,303	18,353
Equity earnings in ATC	(9,150)	(9,434)	(9,079)
Other items	729	117	1,283
Changes in working capital items:			
Trade and other receivables	2,115	(3,827)	(6,208)
Inventories	(10,399)	2,488	1,457
Unbilled revenues	720	(3,720)	(2,508)
Prepaid taxes	(19,804)	414	2,731
Other current assets	(5,693)	2,514	4,093
Accounts payable	2,756	858	(272)
Other current liabilities	(4,195)	6,271	425
Dividend income from ATC	7,740	7,404	7,146
Cash contributions to pension and other postretirement plans	(3,321)	(34,765)	(28,857)
Debt make-whole premium	-	(6,757)	-
Other noncurrent items, net	(4,452)	10,845	6,992
Cash Provided by Operating Activities	128,762	140,267	146,004
Investing Activities:			
Capital expenditures	(92,676)	(119,047)	(98,435)
Capital contributions to investments	(2,185)	(1,660)	(2,419)
Purchase of investment - land	-	(10)	(3)
Other	(1,297)	(1,205)	(496)
Cash Used for Investing Activities	(96,158)	(121,922)	(101,353)
Financing Activities:			
Cash dividends paid on common stock	(38,429)	(37,107)	(35,951)
Repayment of long-term debt	(4,103)	(43,012)	(30,668)
Issuance of long-term debt	-	85,000	28,000
Increase in short-term debt	7,000	-	-
Other	(130)	(770)	(844)
Cash (Used for) Provided by Financing Activities	(35,662)	4,111	(39,463)
Change in Cash and Cash Equivalents:	(3,058)	22,456	5,188
Cash and cash equivalents at beginning of period	68,813	46,357	41,169
	$ 65,755	$ 68,813	$ 46,357

Cash and cash equivalents at end of period						
Supplemental disclosures of cash flow information:						
Interest paid	$	20,478	$	17,991	$	19,499
Income taxes paid	$	19,579	$	8,046	$	3,544
Income taxes received	$	(644)	$	(1,339)	$	(12,536)
Significant noncash investing activities:						
Accrued capital expenditures	$	1,569	$	9,892	$	10,317

The accompanying notes are an integral part of the above consolidated financial statements.

MGE Energy, Inc.

Consolidated Balance Sheets

(In thousands)

	At December 31,	
ASSETS	**2014**	**2013**
Current Assets:		
Cash and cash equivalents	$ 65,755	$ 68,813
Accounts receivable, less reserves of $4,329 and $4,219, respectively	41,614	44,890
Other accounts receivable, less reserves of $420 and $750, respectively	7,610	5,352
Unbilled revenues	31,262	31,982
Materials and supplies, at average cost	17,121	16,662
Fossil fuel	8,098	5,206
Stored natural gas, at average cost	21,036	13,988
Prepaid taxes	38,910	19,106
Regulatory assets - current	8,360	6,377
Deferred income taxes	3,482	-
Other current assets	10,711	8,225
Total Current Assets	253,959	220,601
Other long-term receivables	2,181	2,193
Regulatory assets	156,823	107,166
Pension and other postretirement benefits	-	15,071
Other deferred assets and other	4,837	5,853
Property, Plant, and Equipment:		
Property, plant, and equipment, net	1,189,077	1,018,809
Construction work in progress	19,029	141,415
Total Property, Plant, and Equipment	1,208,106	1,160,224
Investments	71,760	67,952
Total Assets	$ 1,697,666	$ 1,579,060
LIABILITIES AND CAPITALIZATION		
Current Liabilities:		
Long-term debt due within one year	$ 4,182	$ 4,102
Short-term debt	7,000	-
Accounts payable	41,655	43,684
Accrued interest and taxes	5,086	5,661
Accrued payroll related items	11,241	10,731
Deferred income taxes	-	1,711
Regulatory liabilities - current	-	13,538
Derivative liabilities	6,901	7,750
Other current liabilities	13,931	9,489
Total Current Liabilities	89,996	96,666
Other Credits:		
Deferred income taxes	342,045	284,791
Investment tax credit - deferred	1,223	1,413

Regulatory liabilities		22,715		19,792
Accrued pension and other postretirement benefits		90,201		49,184
Derivative liabilities		46,560		57,930
Other deferred liabilities and other		50,269		52,360
Total Other Credits		553,013		465,470
Capitalization:				
Common shareholders' equity:				
Common Stock - $1 par value - 75,000 and 50,000 shares, respectively, authorized;				
34,668 shares issued and outstanding		34,668		34,668
Additional paid-in capital		316,268		316,268
Retained earnings		308,007		266,197
Accumulated other comprehensive income, net of tax		458		377
Total Common Shareholders' Equity		659,401		617,510
Long-term debt		395,256		399,414
Total Capitalization		1,054,657		1,016,924
Commitments and contingencies (see Footnote 18)		-		-
Total Liabilities and Capitalization	$	1,697,666	$	1,579,060

The accompanying notes are an integral part of the above consolidated financial statements.

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MGE Energy, Inc.

Consolidated Statements of Common Equity

(In thousands, except per share amounts)

	Common Stock Shares	Common Stock Value	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive (Loss)/Income	Total
2012						
Beginning balance - December 31, 2011	34,668	$ 34,668	$ 316,268	$ 199,904	$ 112	$ 550,952
Net income				64,446		64,446
Other comprehensive loss					(18)	(18)
Common stock dividends declared ($1.04 per share)				(35,951)		(35,951)
Ending balance - December 31, 2012	34,668	$ 34,668	$ 316,268	$ 228,399	$ 94	$ 579,429
2013						
Net income				74,905		74,905
Other comprehensive income					283	283
Common stock dividends declared ($1.07 per share)				(37,107)		(37,107)
Ending balance - December 31, 2013	34,668	$ 34,668	$ 316,268	$ 266,197	$ 377	$ 617,510
2014						
Net income				80,319		80,319
Other comprehensive income					81	81
Common stock dividends declared ($1.11 per share)				(38,429)		(38,429)
Cash in lieu of fractional shares related to stock split				(80)		(80)
Ending balance - December 31, 2014	34,668	$ 34,668	$ 316,268	$ 308,007	$ 458	$ 659,401

The accompanying notes are an integral part of the above consolidated financial statements.

Madison Gas and Electric Company

Consolidated Statements of Income

(In thousands)

	For the years ended December 31, 2014	2013	2012
Operating Revenues:			
Regulated electric revenues	$ 394,871	$ 403,980	$ 392,365
Regulated gas revenues	221,741	181,477	139,727
Nonregulated revenues	3,283	5,468	9,231
Total Operating Revenues	619,895	590,925	541,323
Operating Expenses:			
Fuel for electric generation	42,836	46,070	46,499
Purchased power	73,245	80,844	73,842
Cost of gas sold	143,665	107,330	78,156
Other operations and maintenance	160,831	170,498	171,965
Depreciation and amortization	40,648	38,834	38,707
Other general taxes	19,652	18,607	18,360
Income tax provision	45,090	41,519	35,334
Total Operating Expenses	525,967	503,702	462,863
Operating Income	93,928	87,223	78,460
Other Income and Deductions:			
AFUDC - equity funds	3,466	3,140	1,731
Equity in earnings in ATC	9,150	9,434	9,079
Income tax provision	(4,055)	(4,303)	(4,101)
Other deductions, net	(704)	(18)	(263)
Total Other Income and Deductions	7,857	8,253	6,446
Income before interest expense	101,785	95,476	84,906
Interest Expense:			
Interest on long-term debt	20,927	20,087	20,386
Other interest, net	62	(21)	(82)
AFUDC - borrowed funds	(1,142)	(1,035)	(704)
Net Interest Expense	19,847	19,031	19,600
Net Income	$ 81,938	$ 76,445	$ 65,306
Less Net Income Attributable to Noncontrolling Interest, net of tax	(26,310)	(27,438)	(24,489)
Net Income Attributable to MGE	$ 55,628	$ 49,007	$ 40,817

The accompanying notes are an integral part of the above consolidated financial statements.

Madison Gas and Electric Company

Consolidated Statements of Comprehensive Income

(In thousands)

	For the years ended December 31,		
	2014	**2013**	**2012**
Net Income	$ 81,938	$ 76,445	$ 65,306
Other comprehensive income, net of tax:			
Unrealized (loss) gain on available-for-sale securities, net of tax ($33, ($126), and $29)	(48)	188	(43)
Comprehensive Income	$ 81,890	$ 76,633	$ 65,263
Less: Comprehensive Income Attributable to Noncontrolling Interest, net of tax	(26,310)	(27,438)	(24,489)
Comprehensive Income Attributable to MGE	$ 55,580	$ 49,195	$ 40,774

The accompanying notes are an integral part of the above consolidated financial statements.

Madison Gas and Electric Company

Consolidated Statements of Cash Flows

(In thousands)

	For the years ended December 31, 2014	2013	2012
Operating Activities:			
Net income	$ 81,938	$ 76,445	$ 65,306
Items not affecting cash:			
Depreciation and amortization	40,648	38,834	38,707
Deferred income taxes	49,603	37,462	44,112
Provision for doubtful receivables	1,898	2,448	2,498
Employee benefit plan expenses	(1,080)	13,303	18,353
Equity earnings in ATC	(9,150)	(9,434)	(9,079)
Other items	1,280	651	1,813
Changes in working capital items:			
Trade and other receivables	(4,455)	(3,699)	(7,219)
Inventories	(10,398)	2,488	1,457
Unbilled revenues	720	(3,720)	(2,508)
Prepaid taxes	(15,169)	(373)	(1,584)
Other current assets	(5,693)	2,518	4,092
Accounts payable	2,741	126	(1,658)
Accrued interest and taxes	(1,001)	2,065	211
Other current liabilities	(3,144)	2,975	(714)
Dividend income from ATC	7,740	7,404	7,146
Cash contributions to pension and other postretirement plans	(3,321)	(34,765)	(28,857)
Debt make-whole premium	-	(6,757)	-
Other noncurrent items, net	(4,619)	10,713	6,696
Cash Provided by Operating Activities	128,538	138,684	138,772
Investing Activities:			
Capital expenditures	(92,676)	(119,047)	(98,435)
Capital contributions to investments	(1,775)	(1,420)	(2,140)
Other	(1,146)	(130)	(508)
Cash Used for Investing Activities	(95,597)	(120,597)	(101,083)
Financing Activities:			
Cash dividends paid to parent by MGE	(26,500)	(25,000)	(20,404)
Distributions to parent from noncontrolling interest	(21,359)	(27,365)	(23,500)
Equity contribution received by noncontrolling interest	1,775	1,420	2,130
Repayment of long-term debt	(4,103)	(43,012)	(30,668)
Issuance of long-term debt	-	85,000	28,000
Increase in short-term debt	7,000	-	-
Other	-	(672)	(795)
Cash Used for Financing Activities	(43,187)	(9,629)	(45,237)
Change in Cash and Cash Equivalents:	(10,246)	8,458	(7,548)

Cash and cash equivalents at beginning of period		14,808		6,350		13,898
Cash and cash equivalents at end of period	$	4,562	$	14,808	$	6,350
Supplemental disclosures of cash flow information:						
Interest paid	$	20,478	$	17,991	$	19,499
Income taxes paid	$	67	$	144	$	44
Income taxes received	$	(644)	$	-	$	(448)
Significant noncash investing activities:						
Accrued capital expenditures	$	1,569	$	9,892	$	10,317

The accompanying notes are an integral part of the above consolidated financial statements.

Madison Gas and Electric Company

Consolidated Balance Sheets

(In thousands)

	At December 31,	
ASSETS	**2014**	**2013**
Current Assets:		
Cash and cash equivalents	$ 4,562	$ 14,808
Accounts receivable, less reserves of $4,329 and $4,219, respectively	41,614	44,890
Affiliate receivables	7,112	534
Other accounts receivable, less reserves of $420 and $750, respectively	7,524	5,274
Unbilled revenues	31,262	31,982
Materials and supplies, at average cost	17,121	16,662
Fossil fuel	8,098	5,206
Stored natural gas, at average cost	21,035	13,988
Prepaid taxes	39,103	23,934
Regulatory assets - current	8,360	6,377
Deferred income taxes	1,271	-
Other current assets	10,683	8,197
Total Current Assets	197,745	171,852
Affiliate receivable long-term	5,295	5,825
Regulatory assets	156,823	107,166
Pension and other postretirement benefits	-	15,071
Other deferred assets and other	4,977	6,138
Property, Plant, and Equipment:		
Property, plant, and equipment, net	1,188,351	1,017,877
Construction work in progress	19,029	141,415
Total Property, Plant, and Equipment	1,207,380	1,159,292
Investments	68,402	65,299
Total Assets	$ 1,640,622	$ 1,530,643
LIABILITIES AND CAPITALIZATION		
Current Liabilities:		
Long-term debt due within one year	$ 4,182	$ 4,102
Short-term debt	7,000	-
Accounts payable	41,654	43,684
Accrued interest and taxes	5,039	6,040
Accrued payroll related items	11,241	10,731
Deferred income taxes	-	2,723
Regulatory liabilities - current	-	13,538
Derivative liabilities	6,901	7,750
Other current liabilities	11,350	6,446
Total Current Liabilities	87,367	95,014
Other Credits:		
Deferred income taxes	334,773	279,085

Investment tax credit - deferred		1,223		1,413
Regulatory liabilities		22,715		19,792
Accrued pension and other postretirement benefits		90,201		49,184
Derivative liabilities		46,560		57,930
Other deferred liabilities and other		50,267		52,357
Total Other Credits		545,739		459,761
Capitalization:				
Common shareholder's equity:				
Common Stock - $1 par value - 50,000 shares authorized; 17,348 shares outstanding		17,348		17,348
Additional paid-in capital		192,417		192,417
Retained earnings		276,662		247,534
Accumulated other comprehensive income, net of tax		144		192
Total Common Shareholder's Equity		486,571		457,491
Noncontrolling interest		125,689		118,963
Total Equity		612,260		576,454
Long-term debt		395,256		399,414
Total Capitalization		1,007,516		975,868
Commitments and contingencies (see Footnote 18)		-		-
Total Liabilities and Capitalization	$	1,640,622	$	1,530,643

The accompanying notes are an integral part of the above consolidated financial statements.

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Madison Gas and Electric Company

Consolidated Statements of Common Equity

(In thousands)

	Additional	Accumulated Other	Non-