

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

## VIA AIR COURIER

March 18, 1996

19980

Ms. Mildred Lee  
Recordations Unit  
Surface Transportation Board  
Department of Transportation  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

Dear Ms. Lee:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of August 25, 1995 between the following parties:

Lessor: Helm Financial Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

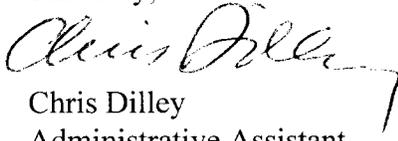
Lessee: Wisconsin Public Service Corporation  
600 North Adams  
P.O. Box 19002  
Green Bay, WI 54307-9002

The equipment involved in this transaction is as follows:

Equipment: One hundred eleven <sup>(151)</sup> open top coal hopper railcars (See Attachment A attached for reporting mark & numbers.)

Please file this agreement as a primary document. The filing fee of \$21.00 is enclosed.

Sincerely,

  
Chris Dilley  
Administrative Assistant

/cpd  
Enclosure

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20425-0001

3/19/96

Chris Dilley  
Administrative Assistant  
Helm Financial Corporation  
One Embarcadero Center  
San Francisco, CA., 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/19/96 at 4:30PM, and assigned recordation number(s). 19979, 19980, 19981, 16669-B, 19425-A, 19474-A and 19878-A.

Sincerely yours,



Vernon A. Williams  
Secretary

Enclosure(s)

\$ 147.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



19980  
9

MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") made as of August 25, 1995 is intended to evidence the Lease of Railroad Equipment dated as of August 25, 1995 (the "Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and WISCONSIN PUBLIC SERVICE CORPORATION, a Wisconsin corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the one hundred fifty-one (151) railcars, more fully described in Attachment A hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

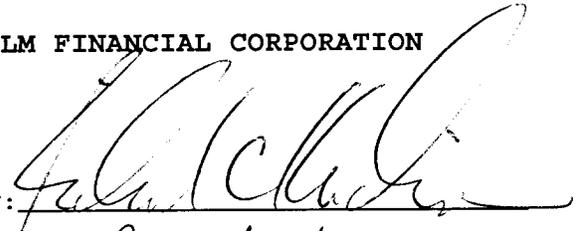
IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

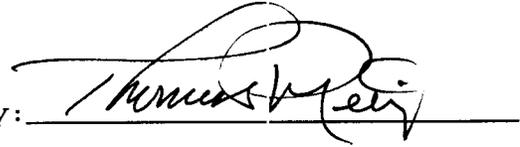
LESSOR

LESSEE

*cm* HELM FINANCIAL CORPORATION

WISCONSIN PUBLIC SERVICE CORPORATION

By: 

By: 

Title: President

Title: Power Supply & Engineering Executive

Date: 2-26-96

Date: February 16, 1996

*cm*

ATTACHMENT A

To the Memorandum of Lease of Railroad Equipment

Dated August 25, 1995

GROUP A

Equipment Description:

One hundred eleven (111), 3834 cubic foot, 100-ton capacity, roller bearing, four-pocket, manually operated, bottom dump, open top coal hopper railcars; manufactured by Illinois Central in 1968 and 1972.

<u>Unit Number</u>	<u>Unit Number</u>	<u>Unit Number</u>	<u>Unit Number</u>
HMJX 10002	HMJX 10084	HMJX 10167	HMJX 10240
HMJX 10003	HMJX 10085	HMJX 10168	HMJX 10245
HMJX 10006	HMJX 10088	HMJX 10169	HMJX 10248
HMJX 10007	HMJX 10090	HMJX 10175	HMJX 10252
HMJX 10009	HMJX 10096	HMJX 10179	HMJX 10254
HMJX 10010	HMJX 10099	HMJX 10180	HMJX 10256
HMJX 10014	HMJX 10101	HMJX 10184	HMJX 10257
HMJX 10015	HMJX 10104	HMJX 10192	HMJX 10262
HMJX 10016	HMJX 10107	HMJX 10193	HMJX 10266
HMJX 10025	HMJX 10109	HMJX 10196	HMJX 10277
HMJX 10027	HMJX 10111	HMJX 10200	HMJX 10278
HMJX 10033	HMJX 10114	HMJX 10201	HMJX 10283
HMJX 10038	HMJX 10115	HMJX 10202	HMJX 10286
HMJX 10041	HMJX 10116	HMJX 10204	HMJX 10287
HMJX 10044	HMJX 10117	HMJX 10205	HMJX 10290
HMJX 10045	HMJX 10120	HMJX 10208	HMJX 10291
HMJX 10046	HMJX 10121	HMJX 10212	HMJX 10292
HMJX 10051	HMJX 10130	HMJX 10213	HMJX 10293
HMJX 10056	HMJX 10135	HMJX 10214	HMJX 10295
HMJX 10060	HMJX 10139	HMJX 10216	HMJX 10296
HMJX 10065	HMJX 10140	HMJX 10218	HMJX 10305
HMJX 10071	HMJX 10141	HMJX 10219	HMJX 10308
HMJX 10072	HMJX 10144	HMJX 10220	HMJX 10310
HMJX 10074	HMJX 10146	HMJX 10225	HMJX 10313
HMJX 10077	HMJX 10148	HMJX 10227	HMJX 10320
HMJX 10080	HMJX 10154	HMJX 10230	HMJX 10323
HMJX 10082	HMJX 10156	HMJX 10236	HMJX 10325
HMJX 10083	HMJX 10166	HMJX 10239	

cm

GROUP B

Equipment Description:

Forty (40), open top hopper railcars.

Unit Numbers

HLMX 582055  
HLMX 582293  
HLMX 582581  
HLMX 582681  
HLMX 582694  
HLMX 582779  
HLMX 582827  
HLMX 582923  
HLMX 582982  
HLMX 583018  
HLMX 583069  
HLMX 583169  
HLMX 587783  
HLMX 587872  
HLMX 587925  
HLMX 588026  
HLMX 588052  
HLMX 588058  
HLMX 588090  
HLMX 588251  
HLMX 588349  
HLMX 588387  
HLMX 588399  
HLMX 588437  
HLMX 588443  
HLMX 588470  
HLMX 588530  
HLMX 588554  
HLMX 588628  
HLMX 588667  
HLMX 588753  
HLMX 588945  
HLMX 588965  
HLMX 589097  
HLMX 589191  
HLMX 589313  
HLMX 589325  
HLMX 589331  
HLMX 589503  
HLMX 589652

*all*

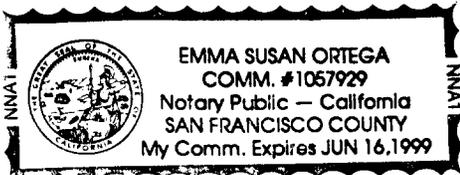
STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO)

On February 26, 1996, before me, Emma S. Ortega,  
personally appeared Richard C. Kirchner, President of HELM FINANCIAL  
CORPORATION,

personally known to me -OR-

proved to me on the basis of satisfactory evidence to be the  
person(s) whose name(s) is/are subscribed to the within instrument  
and acknowledged to me that he/she/they executed the same in  
his/her/their authorized capacity(ies), and that by his/her/their  
signature(s) on the instrument the person(s), or the entity upon  
behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



Emma Susan Ortega  
SIGNATURE OF THE NOTARY

STATE OF WISCONSIN )  
 ) S.S.  
COUNTY OF Brown )

On February 16, 1996, before me, Thomas Mainz,  
personally appeared \_\_\_\_\_, PS+E Executive of WISCONSIN  
PUBLIC SERVICE CORPORATION,

personally known to me -OR-

proved to me on the basis of satisfactory evidence to be the  
person(s) whose name(s) is/are subscribed to the within instrument  
and acknowledged to me that he/she/they executed the same in  
his/her/their authorized capacity(ies), and that by his/her/their  
signature(s) on the instrument the person(s), or the entity upon  
behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Lisa A. Johnson  
SIGNATURE OF THE NOTARY

cm