

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

RECORDATION NO. 26229 FILED

MAR 01 '06

2-29 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

February 27, 2006

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated February 3, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Wisconsin Public Service Corporation
600 North Adams Street
Green Bay, WI 54307-9002

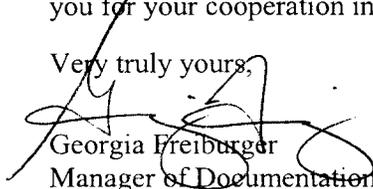
A description of the railroad equipment covered by the enclosed document is one hundred forty (140) 4520 cubic foot plate aluminum gondola cars, with FURX marks (see Exhibit A for number).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

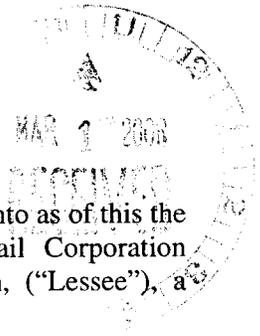
Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosure
(WIPC001)

ASSGN. NO.: WIPC001

MEMORANDUM OF LEASE



THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 3rd day of February, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Wisconsin Public Service Corporation, ("Lessee"), a Wisconsin corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 20, 2006, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 20, 2006, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR Vice President Sales & Marketing

Title:

ATTEST:

By: Susan Grokulska

Name: SUSAN GROKULSKY

Title: MGR. OF DOCUMENTATION

Executed on this 8th day of February, 2006.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

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SURFACE TRANSPORTATION BOARD

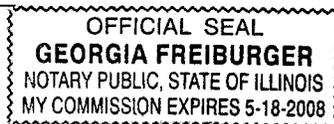
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 8th day of February, 2006.

Georgia Freiburger (Signature) Notary Public

Commission Expires:

5-2008 (Notary Public)



LESSEE:

WISCONSIN PUBLIC SERVICE CORPORATION

ATTEST:

By: 

Name: Barbara A. Nick

Title: Vice President-Corporate Services

By: 

Name: Karen J. Kollmann

Title: Director-Fossil Fuel Services Executed on this 3rd day of February, 2006

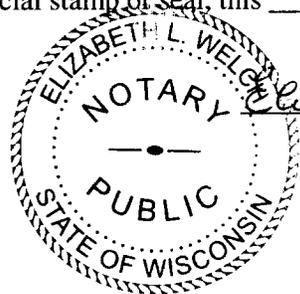
[CORPORATE SEAL]

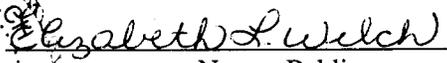
STATE OF Wisconsin

COUNTY OF Brown

I, Elizabeth L. Welch, a Notary Public of the County and State aforesaid, certify that Barbara A. Nick personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3rd day of February, 2006.




Notary Public

Commission Expires:
3/30/2008
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

- I. NUMBER OF CARS: One hundred forty (140)

- II. DESCRIPTION OF CARS: New, 4520 cubic foot capacity, BethGon® II aluminum rotary gondola cars, 286 GRL, built by FreightCar America.

- III. CAR NUMBERS: FURX 962780 - 962919