

RECORDATION NO. 27536 FILED

JUN 23 '08

2-25 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

June 20, 2008

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

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 May 15, 2008, 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	Lessee:	Wisconsin Public Service Corporation
	One O'Hare Centre		700 N. Adams
	6250 River Road, Suite 5000		Green Bay, WI 54307
	Rosemont, IL 60018		

A description of the railroad equipment covered by the enclosed document is one hundred fifty (150) gondola cars, with WPSX 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 \$35.00 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) 384-5397. Thank you for your cooperation in this matter.

Best regards,

Marcia Dunne
Rail Sr. Documentation Specialist

Enclosure
(WIPC002)

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**MEMORANDUM OF LEASE
(Surface Transportation Board)****SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF LEASE dated as of May 15, 2008, is between FIRST UNION RAIL CORPORATION, a North Carolina corporation (the "Lessor") and WISCONSIN PUBLIC SERVICE CORPORATION, a Wisconsin corporation (the "Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Lessee has leased from Lessor certain railcars identified on Schedule 1 attached hereto, under Rider No. 2 dated as of April 23, 2008 to that certain Railcar Equipment Lease dated as of September 8, 1998, between Lessor (as successor to JAIX Leasing Company) and Lessee (hereinafter together as amended, modified, supplemented and or replaced from time to time referred to as the "Lease").

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

CORPORATION,
WISCONSIN PUBLIC SERVICE COMPANY,
AS LESSEE

By: Karen J. Kollmann
Name: Karen J. Kollmann
Title: Director Fuels Management

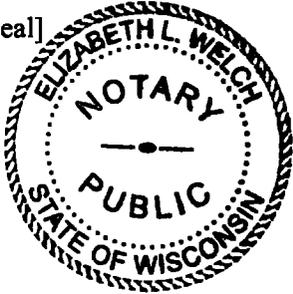
STATE OF)
) ss:
COUNTY OF)

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Brown this 13 day of June 2008 by Elizabeth Welch as notary public CORPORATION, of WISCONSIN PUBLIC SERVICE COMPANY, a Wisconsin corporation.

Elizabeth Welch
Notary Public

My commission expires: 3/4/2012

[Notarial Seal]



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FIRST UNION RAIL CORPORATION, AS LESSOR

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: VICE PRESIDENT SALES & MARKETING

STATE OF ILLINOIS
COUNTY OF COOK) ss:

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of COOK this 18th day of June, 2008 by GEORGIA FREIBURGER, as NOTARY PUBLIC of FIRST UNION RAIL CORPORATION.

[Signature]
Notary Public

My commission expires: 6-2012

[Notarial Seal]



SCHEDULE 1

One hundred and fifty (150) Aluminum BethGon™ II Railcars, marked and numbered WPSX 8120 through WPSX 8269 (both inclusive).