



DIVISION OF
CORPORATION FINANCE

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

(4)
Jacobs

October 16, 1979

Mr. Edison G. Case, Activity Director
U. S. Nuclear Regulatory Commission
Office of Nuclear Regulation
Washington, DC 20425

Re: Wisconsin Public Service Corporation
File No. 2-65710 (22-10152)

Dear Mr. Case:

I am enclosing a copy of a registration statement filed by the above company with this Commission on October 12, 1979 in connection with a proposed public offering of its securities.

Since this company is also under your jurisdiction, you may wish to have the registration statement reviewed by members of your staff, particularly pages 16-30 and give us the benefit of your comments, if any. It would be appreciated if you would forward your comments, to us by October 26, 1979.

Please furnish the above comments, if any, directly to my attention and should have any questions, please call Mr. Joseph J. Sano at 272-3316.

Sincerely,

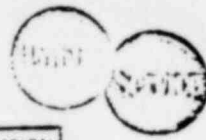
Ann D. Wallace
Branch Chief

Enclosure

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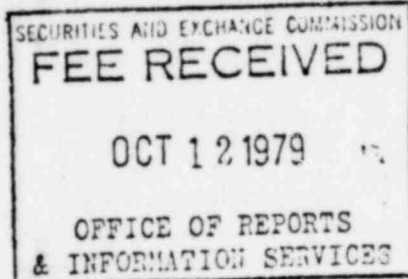
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WISCONSIN PUBLIC SERVICE CORPORATION



P.O. Box 700, Green Bay, Wisconsin 54305

October 10, 1979



Securities and Exchange Commission
Division of Corporation Finance
500 North Capitol Street, N.W.
Washington, D. C. 20549

Re: Registration of \$40,000,000 principal amount of First
Mortgage Bonds, Series due December 1, 2009, of
Wisconsin Public Service Corporation

Gentlemen:

Enclosed for filing in connection with the above registration are the following:

- (1) Bank cashier's check to the order of the Securities and Exchange Commission in the amount of \$8,320.
- (2) Three executed copies of the Registration Statement on Form S-7; including signed Consents of Experts. Immediately following the facing sheet is a cross-reference sheet showing the location of Form S-7, Part I, items in the Prospectus. Included in the Registration Statement are copies of Powers of Attorney authorizing the person who signed the Registration Statement to do so in behalf of the persons named therein.
- (3) Three sets of all Exhibits (other than those to be filed by amendment or those expressly incorporated by reference).
- (4) Three executed copies of Form T-1, by First Wisconsin Trust Company, Milwaukee, Wisconsin.
- (5) Ten additional copies of Form S-7, Form T-1 and of each of the following exhibits:
 - 1.01 Proposed form of Public Invitation for Proposals for the Purchase of the New Bonds
 - 1.02 Proposed form of Statement of Terms and Conditions Relating to Proposals for the Purchase of the New Bonds
 - 1.03 Proposed form of Proposal for the Purchase of the New Bonds, including the proposed form of Purchase Contract for the New Bonds
 - 1.07 Form of Questionnaire for Prospective Bidders

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- 2.03 Copy of proposed form of New Supplemental Indenture, dated as of December 1, 1979
- 5.12 Brief statement of general effect of franchises and concessions and hydro-electric authorizations held by Wisconsin Public Service Corporation (It is requested that copies of this Exhibit be supplied by you to the Federal Energy Regulatory Commission in the event that you submit this filing for review by that Commission)
- 6 Computations of Ratio of Earnings to Fixed Charges
- 6.01 Computations of the Equity Component of the Allowance For Funds Used During Construction
- 6.02 Computations of Earnings Per Share of Common Stock

Also enclosed are ten copies of a memo descriptive of changes in the Registration Statement and Exhibits, as compared to the Company's most comparable recent prior filings, together with two marked copies of the Registration Statement, bidding documents, Exhibit 5.12 and Supplemental Indenture showing all changes reflected in new Exhibit 2.03.

We have reviewed the Releases and Guides mentioned below and the following specific comments and representations are responsive to the indicated Releases and/or Guide Items:

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Release or
Guide Item

- 5231 Use of Form S-7. The Company meets all of the requirements for the use of Form S-7 as set forth in General Instruction A thereto, and in the opinion of the Company, the Registration Statement as initially filed complies in all material respects with the Securities Act of 1933.
- 5196 Timely Reporting. All reports (Forms 10-K, 12-K, 8-K and 10-Q) required to be filed by the Company under the Securities Exchange Act of 1934 during the years 1974, 1975, 1976, 1977, 1978 and 1979 to date, have been timely filed and are complete.
- 5170
5386 Environment and Civil Rights. The Company has no material legal proceedings or litigation pending or known to be contemplated pertaining to (a) civil rights matters as referred to in Release 5170 or (b) environmental matters as referred to in Release 5170 or 5386, other than set forth under "Business-Regulation and Environmental Matters" of the Prospectus.
- 5094
(Guide 56) Interests of Counsel and Experts. The required information is included under "Legal Opinions and Experts" of the Prospectus, as supplied by counsel involved.

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4936 (Guide 18) The provision of Section 1232 of the Internal Revenue Code will not be applicable because the initial public offering price will be higher than the minimum price of $98\frac{1}{2}\%$ of principal amount payable by the Underwriters to the Company and such Section cannot be applicable to the 30-year New Bonds unless the initial public offering price were less than $92\frac{1}{2}\%$ of principal amount.

4936 (Guide 23) Current Financial Statements and Related Data. The complete financial statements and related statistical information in the Prospectus are as of July 31, 1979, which is the latest date at which it is practicable at this time of filing to provide them. The comparative earnings statements to July 31, 1979 were distributed to the holders of all outstanding Common Stock of the Company with their dividend checks on September 20, 1979 and made generally available to the financial community at that time.

About November 19, we will advise the Branch Chief or Examiner to whom this filing is assigned of the changes to be made in the public offering Prospectus to include unaudited October results in the paragraph under "Statements of Income" and of any further text to be added in the event of adverse interim developments; but in view of the otherwise normal stability in the results of public utility operations, it is not expected to update the Prospectus with any detailed interim financial statements or statistics beyond July 31, 1979.

4936 (Guide 42) Reports or Memoranda. No report or memorandum of the nature described in said item has been prepared for or by the Company within the past twelve months. If any memorandum falling within the framework of Guide 42 is furnished by any underwriter in response to the Prospective Bidders' Questionnaire, copy will be submitted.

In view of the similarity of this filing to Registration No. 2-48781 (First Mortgage Bonds, September 1973) and the recent Registration No. 2-58045 (First Mortgage Bonds, February 1977), we hereby request that this filing receive only "cursory review" or "limited review" pursuant to the procedures under Releases 33-4934 and 33-5231. You are hereby advised that our Company, its accountants, its counsel and counsel for the underwriters in this competitive bidding are aware (a) that this filing may receive only a limited and not a customary review, and such limited review may not be relied upon in any degree to indicate that this Registration Statement is true, complete or accurate; (b) that the statutory burden of full disclosure is on the Company and its directors and principal officers, the underwriters and the named experts, and that as a matter of law such burden cannot be shifted to your Staff; and (c) of all applicable statutory responsibilities under the Securities Act of 1933, as amended.

A copy of the Findings of Fact, Conclusions of Law and Certificate of Authority of the Public Service Commission of Wisconsin and the Order of the Michigan Public Service Commission are enclosed. A copy of the Supplemental Certificate of Authority of the Public Service Commission of Wisconsin, as well as 25 copies of the final Prospectus, will be forwarded no later than the day following the effective date of the Registration Statement.

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Securities and Exchange Commission

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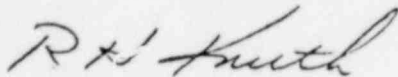
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We hope to receive your comments not later than Thursday, November 1, 1979, if at all possible. We expect this Registration Statement to become effective for bidding by order on Friday, November 16, and plan to receive bids on Tuesday, November 27. In the event that your comments occasion revisions which require a pre-effective amendment to the Registration Statement, we intend to file any required amendment promptly. We intend to do everything necessary to accomplish effectiveness on November 16 for bidding purposes, in order to maintain our reserved position on the competitive bidding calendar for bid opening on November 27.

We will await your advice acknowledging receipt of the registration fee and the assignment of a registration number.

Yours very truly,



R. H. Knuth
Secretary and
Assistant Treasurer

kb

Attach.

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