The following Official Statement is placed on the internet as a matter of convenience. The Official Statement has been reformatted to PDF format for use on the internet; physical appearance may differ from that of the printed Official Statement. In the event of discrepancies, individuals should refer to the printed Official Statement. Copies of the printed Official Statement can be obtained from:

Capital Finance Office
Department of Administration
Division of Executive Budget and Finance
101 East Wilson Street
Madison, Wisconsin 53702

e-mail: capfin@mail.state.wi.us
Phone:(608) 266-5355
Fax: (608) 266-7645

OFFICIAL STATEMENT

New Issue

In the opinion of Foley & Lardner Bond Counsel, under existing law and assuming continued compliance with certain requirements of the Internal Revenue Code of 1986, as amended, and other federal tax legislation, interest on the Bonds is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax. See "OTHER INFORMATION; Tax Exemption" herein for a more detailed discussion of some of the federal income tax consequences of owning the Bonds.

$101,010,000

STATE OF WISCONSIN

GENERAL OBLIGATION BONDS OF 1997,

SERIES B

DATED: July 15, 1997 **DUE: May 1, as shown below**

The $101,010,000 State of Wisconsin General Obligation Bonds of 1997, Series B (the "Bonds") will be issued as fully registered bonds without coupons and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"). DTC will act as securities depository of the Bonds. Individual purchases will be made in book-entry-only form, in the principal amount of $5,000 and integral multiples thereof. Beneficial Owners will not receive certificates representing their interest in the Bonds purchased. Interest is payable on May 1, 1998 and semiannually thereafter on May 1 and November 1 of each year. Principal and interest will be paid when due by the State Treasurer as Paying Agent and Registrar to DTC, which will in turn remit such principal and interest to DTC's Participants for subsequent disbursement, directly or indirectly, to the Beneficial Owners of the Bonds, as described herein. See "THE BONDS; Book-Entry-Only Form".

The Bonds may be redeemed at par prior to their stated date of maturity, at the option of the State of Wisconsin Building Commission (the "Commission"), as more fully described in this Official Statement. See "THE BONDS; Redemption Provisions".

Year (May 1)	Principal Amount	Interest Rate	Year (May 1)	Principal Amount	Interest Rate
1999	$5,240,000	4.25%	2009	$3,970,000	5.00%
2000	5,435,000	4.25	2010	4,160,000	5.00
2001	5,645,000	4.50	2011	4,360,000	5.00
2002	5,870,000	4.50	2012	4,575,000	5.00
2003	6,115,000	4.75	2013	4,805,000	5.00
2004	4,190,000	4.75	2014	5,045,000	5.00
2005	4,365,000	5.25	2015	5,305,000	5.00
2006	4,560,000	5.25	2016	5,575,000	5.00
2007	4,770,000	5.25	2017	5,865,000	5.00
2008	4,985,000	5.00	2018	6,175,000	5.00

The rates shown above are the interest rates payable by the State resulting from the bid for the Bonds on July 31, 1997 by the successful bidder. Certain information concerning the terms of the reoffering of the Bonds has been provided by the successful bidder. See "OTHER INFORMATION; Reference Information About the Bonds".

The Bonds offered are being issued pursuant to Chapter 18 of the Wisconsin Statutes, as amended (the "Act") and an authorizing resolution duly adopted by the Commission on June 25, 1997, as amended and supplemented on July 31, 1997, and in accordance with the Official Notice of Sale.

Delivery of the Bonds is subject to the receipt of an unqualified approving opinion of Foley & Lardner, Bond Counsel, and other conditions specified in the Official Notice of Sale. The Bonds will be available for delivery on or about August 20, 1997 in New York, New York.

July 31, 1997

No dealer, broker, sales representative or other person has been authorized to give any information or to make any representations other than as contained in this Official Statement, and if given or made, such other information or representations must not be relied upon. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. The information and expressions of opinion herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the State of Wisconsin or other matters contained herein since the date hereof.

TABLE OF CONTENTS

STATE OFFICIALS PARTICIPATING IN THE ISSUANCE AND SALE OF BONDS

BUILDING COMMISSION MEMBERS

Voting Members	**Term of Office Expires**
Governor Tommy G. Thompson, Chairperson	January 4, 1999
Senator Fred A. Risser, Vice-Chairperson	January 8, 2001
Senator Rodney C. Moen	January 4, 1999
Senator Tim Weeden	January 4, 1999
Representative Timothy Hoven	January 4, 1999
Representative Clifford Otte	January 4, 1999
Representative Robert Turner	January 4, 1999
Mr. Bryce Styza, Citizen Member	At the pleasure of the Governor
Nonvoting, Advisory Members	
Mr. Mark D. Bugher, Secretary Department of Administration	At the pleasure of the Governor
Mr. Adel Tabrizi, State Chief Engineer Department of Administration	——
Mr. Wilbert King, State Chief Architect Department of Administration	——
Building Commission Secretary	
Mr. Robert Brandherm (also serves as Administrator, Division of Facilities Development of the Department of Administration)	At the pleasure of the Building Commission and Secretary of Administration

OTHER PARTICIPANTS

Mr. Jack C. Voight State Treasurer	January 4, 1999
Mr. James E. Doyle State Attorney General	January 4, 1999

DEBT MANAGEMENT AND DISCLOSURE

Department of Administration
Capital Finance Office
P.O. Box 7864
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Madison, WI 53707-7864
Telefax (608) 266-7645
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(608) 267-7399
dallil@mail.state.wi.us

Mr. David R. Erdman
Capital Finance Officer
(608) 267-0374
erdmad@mail.state.wi.us

As of the date of this Official Statement, additional information about the State of Wisconsin can be found on the World Wide Web at:
http://www.doa.state.wi.us/debf/scf.htm

SUMMARY DESCRIPTION OF BONDS

Information set forth on this page is qualified by the entire Official Statement. A full review of the entire Official Statement should be made by potential investors.

Description:	State of Wisconsin General Obligation Bonds of 1997, Series B
Principal Amount:	$101,010,000
Denominations:	$5,000 and integral multiples
Date of Issue:	July 15, 1997
Record Date:	April 15 or October 15
Interest Payment:	May 1 and November 1, commencing May 1, 1998
Maturities:	May 1, 1999 – 2018—*See cover*
Redemption:	*Optional* — Bonds maturing on or after May 1, 2009 are subject to optional redemption at par beginning May 1, 2008—*See page 4*.
Form:	Book-entry-only—*See pages 2-3*
Paying Agent:	All payments of principal and interest on the Bonds will be paid by the State Treasurer. All payments will be made to The Depository Trust Company, which will distribute payments to Beneficial Owners as described herein.
Security:	The Bonds are general obligations.
Authority for Issuance:	The Bonds are issued under Article VIII of the Wisconsin Constitution and Chapters 18 and 20.
Purpose:	Acquisition, construction, development, extension, enlargement or improvement of land, water, property, highways, buildings, equipment or facilities for public purposes.
Additional General Obligation Debt:	The State may issue additional general obligation debt.
Legality of Investment:	The Bonds are legal investments for all banks, trust companies, savings banks and institutions, savings and loan associations, credit unions, investment companies and other persons or entities carrying on a banking business in Wisconsin; for all executors, administrators, guardians, trustees and other fiduciaries in Wisconsin; and for the State and all public officers, municipal corporations, political subdivisions and public bodies in Wisconsin.
Tax Exemption:	*Federal income tax* — Not included in gross income and is not an item of tax preference *Wisconsin state income and franchise tax* — Not exempt—*See pages 7-9*
Legal Opinion:	Validity and tax opinion to be provided by Foley & Lardner—*See page C-1*

OFFICIAL STATEMENT

$101,010,000

STATE OF WISCONSIN

GENERAL OBLIGATION BONDS OF 1997, SERIES B

The issuer of the Bonds described herein is the State of Wisconsin (the "State"). The State is located in the Midwest among the northernmost tier of states. The State ranks 18th among the states in population and 26th in land area. Wisconsin attained statehood in 1848, its capital is Madison and its largest city is Milwaukee.

The State of Wisconsin Building Commission (the "Commission"), an agency of the State, is empowered by law to consider, act upon, authorize, issue and sell all debt obligations of the State. This agency is assisted and staffed by the State of Wisconsin Department of Administration.

Information concerning the State, the Commission and general obligation debt of the State is included as APPENDIX A, which includes by reference Parts II and III of the State of Wisconsin Continuing Disclosure Annual Report, dated December 27, 1996 (the "Annual Report").

This Official Statement, including the cover page and Appendices hereto, is provided for the purpose of setting forth information concerning the sale by the Commission of $101,010,000 General Obligation Bonds of 1997, Series B (the "Bonds"). The Bonds are authorized pursuant to the provisions of Article VIII, Section 7 of the Wisconsin Constitution and Chapters 18 and 20 of the Wisconsin Statutes (collectively, the "Act") and pursuant to a resolution adopted by the Commission on June 25, 1997, as amended and supplemented on July 31, 1997 (the "Resolution").

The Bonds are direct and general obligations of the State. The full faith, credit and taxing power of the State are irrevocably pledged to the payment of the principal of and interest on the Bonds. There has been irrevocably appropriated, as a first charge upon all revenues of the State, a sum sufficient for the payment of the principal of and interest on the Bonds as the same mature and become due. The Bonds are on a parity with all other outstanding general obligation debt issued by the State with regard to priority of payment.

In connection with the issuance and sale of the Bonds, the Commission has authorized the State of Wisconsin Department of Administration to prepare this Official Statement, including the cover page and appendices, describing the Bonds and presenting other relevant information for consideration by prospective purchasers. This Official Statement contains information which has been furnished by the State or obtained by the State from the sources indicated. The quotations, summaries and explanations of laws, resolutions, judicial decisions and administrative regulations in this Official Statement do not purport to be complete and are qualified by reference to the complete text of such documents.

THE BONDS

General

The Bonds will bear interest at the rate or rates and will mature on the dates and in the amounts set forth on the front cover of this Official Statement.

The Bonds will be dated July 15, 1997 and will bear interest from such date payable on May 1, 1998 and semiannually thereafter on May 1 and November 1 of each year.

Interest on the Bonds will be computed on the basis of a 30-day month and a 360-day year. Principal of and interest on each Bond will be payable to the registered owner thereof, which initially will be a nominee of The Depository Trust Company, New York, New York ("DTC").

The Bonds are issuable as fully registered bonds without coupons in denominations of $5,000 principal amount or any integral multiple thereof.

The Bonds may be redeemed at par prior to their stated date of maturity. See "THE BONDS; Redemption Provisions".

Book-Entry-Only Form

DTC will act as securities depository for the Bonds. The Bonds will be issued as fully registered securities, registered in the name of Cede & Co. (DTC's partnership nominee). One fully registered Bond will be issued for each maturity set forth on the front cover, each in the principal amount of such maturity, and deposited with DTC.

DTC is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934, as amended. DTC holds securities that its participants ("Direct Participants") deposit with DTC. DTC also facilitates the settlement among Direct Participants of securities transactions, such as transfers and pledges, in deposited securities through electronic computerized book-entry changes in Direct Participants' accounts, thereby eliminating the need for physical movement of securities certificates. Direct Participants include securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is owned by a number of its Direct Participants and by the New York Stock Exchange, Inc., the American Stock Exchange, Inc., and the National Association of Securities Dealers, Inc. Access to the DTC system is also available to others such as securities brokers and dealers, banks, and trust companies that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). The Rules applicable to DTC and its Participants are on file with the Securities and Exchange Commission.

Purchases of the Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC's records. The ownership interest of each actual purchaser of each Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase, but Beneficial Owners are expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participants through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co. The deposit of the Bonds with DTC and their registration in the name of Cede & Co. effect no change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Redemption notices shall be sent to Cede & Co. If less than all of the Bonds are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant to be redeemed.

Neither DTC nor Cede & Co. will consent or vote with respect to the Bonds. Under its usual procedures, DTC mails an Omnibus Proxy to the State as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal and interest payments on the Bonds will be made to DTC by the State Treasurer. DTC's practice is to credit Direct Participants' accounts on the payable date in accordance with their respective holdings shown on DTC's records unless DTC has reason to believe that it will not receive payment on the payable date. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of the State or DTC, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal and interest to DTC is the responsibility of the State, disbursement of such payments to Direct Participants shall be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners shall be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as securities depository with respect to the Bonds at any time by giving reasonable notice to the State. Under such circumstances, in the event that a successor securities depository is not obtained, bond certificates are required to be printed and delivered.

The State may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, bond certificates will be printed and delivered.

The information in this section concerning DTC and DTC's book-entry system has been obtained from DTC; the State takes no responsibility for its accuracy.

No assurance can be given by the State that DTC, Direct Participants and Indirect Participants will promptly transfer payments or notices received with respect to the Bonds. The State assumes no liability for the failure of DTC, Direct Participants or Indirect Participants to transfer to the Beneficial Owner payments or notices received with respect to the Bonds.

Similarly, no assurance can be given by the State that DTC will abide by its procedures or that such procedures will not be changed from time to time. In the event that a successor securities depository is designated, it may establish different procedures.

Redemption Provisions

Optional Redemption

The Bonds maturing on or after May 1, 2009 are subject to optional redemption prior to their stated date of maturity, at the option of the Commission, on May 1, 2008 or on any date thereafter, in whole or in part in integral multiples of $5,000 at a redemption price equal to 100% of the principal amount plus accrued interest to the date of redemption. In the event of partial redemption, the Commission shall direct the maturity or maturities of the Bonds and the amounts thereof so to be redeemed.

Selection of Bonds

If the Bonds are in book-entry-only form and less than all of a particular maturity are to be redeemed, selection of the ownership interests of Beneficial Owners of the Bonds affected thereby shall be made solely by the Direct Participants and the Indirect Participants in accordance with their then prevailing rules. If the Bonds are in certificated form and less than all of a particular maturity are to be redeemed, selection shall be by lot.

Notice of Redemption

So long as the Bonds are in book-entry-only form, a notice of the redemption of any of said Bonds shall be sent to the securities depository not less than 30 days or more than 45 days prior to the date of redemption. A notice of redemption may be revoked by sending notice to the securities depository not less than 15 days prior to the proposed date of redemption.

In the event that the Bonds are outstanding in certificated form, a notice of the redemption of any of said Bonds shall be published at least once at least 30 and not more than 45 days prior to the date of redemption in a financial newspaper published or circulated in New York, New York and shall be mailed at least 30 and not more than 45 days prior to the date of redemption to the registered owners of any Bonds to be redeemed, but such mailing shall not be a condition precedent to such redemption and failure to mail any such notice shall not affect the validity of any proceedings for the redemption of the Bonds. Interest on any Bond so called for prior redemption shall cease to accrue on the redemption date provided payment thereof has been duly made or provided for. A notice of redemption may be revoked by publication of a notice not less than 15 days prior to the proposed date of redemption in a financial newspaper published or circulated in New York, New York and mailing such notice, postage prepaid, not less than 15 days prior to the proposed redemption date to the registered owners of any Bonds to have been redeemed, but such mailing shall not be a condition precedent to such revocation and failure to mail such notice shall not affect the validity of such revocation.

Registration and Payment of Bonds

So long as the Bonds are in book-entry-only form, the Bonds are payable as to principal by wire transfer to the securities depository or its nominee upon their presentation and surrender at the principal office of the State Treasurer, which shall be the Registrar and Paying Agent on the Bonds. Payment of each installment of interest shall be made by wire transfer to the securities depository or its nominee shown in the registration books at the close of business on the 15th day (whether or not a business day) of the calendar month next preceding such interest payment date (the “Record Date”) on the payment date.

When in certificated form the Bonds shall be payable as to principal by check or draft issued upon their presentation and surrender at the principal office of the Paying Agent. In such case, payment of each installment of interest shall be payable by check or draft mailed to the registered owner shown in the registration books on the Record Date.

Application of Bond Proceeds

The purposes for which the Bonds are authorized, and the principal amounts of Bonds authorized for each such purpose, are as follows:

Purpose	Principal Amount
Corrections; correctional facilities	$ 40,000,000
Health and social services; mental health facilities	10,000,000
Building commission; housing state departments and agencies	40,000,000
Building commission; other public purposes	11,010,000
TOTAL REQUIRED PROCEEDS	$101,010,000

Bond proceeds will be deposited in the Capital Improvement Fund of the State and will be expended as construction and expenditure requests are received and processed by each State agency having the responsibility for the operation of the program for which the Bond proceeds are authorized. Until such time as these expenditures are made, the Bond proceeds will be invested by the State of Wisconsin Investment Board.

Ratings

The Bonds have been rated AA+ by Fitch Investors Service, L.P., Aa2 by Moody's Investors Service, Inc. and AA by Standard and Poor's Ratings Group. Any explanation of the significance of a rating may only be obtained from the rating service furnishing such rating. There is no assurance a rating given to the Bonds will be maintained for any period of time; a rating may be lowered or withdrawn entirely by the rating service if in its judgment circumstances so warrant. Any such downgrade or withdrawal of such rating may have an adverse effect on the market price of the Bonds.

GENERAL OBLIGATIONS

Limitations on Issuance of General Obligations

All general obligations issued by the State fall within a debt limitation set forth in the Constitution and Statutes. The limitation is derived as the lesser of two formulas. There is an annual limit of three-quarters of one percent, and a cumulative limit of five percent, of the aggregate value of all taxable property in the State.

Currently, the annual limit is $1,627,078,182 and the cumulative debt limit is $10,847,187,880 (of which the amount available is $7,541,717,299). The lesser amount is $1,627,078,182. A refunding bond issue is not taken into account for purposes of the annual debt limit, and a refunded bond issue is not taken into account for purposes of the cumulative debt limit. Interest scheduled to accrue on any obligation that is not payable during the current fiscal year is treated as debt and taken into account for purposes of the debt limitations.

Authorization of General Obligations

Within prescribed limitations, the State Constitution assigns to the Legislature, acting by vote of a majority of the members elected to each of the two houses, all matters relating to the issuance of general obligations. The quorum in such votes is 60% of the membership. Among these assigned powers is the authority to establish the purposes (uses) and fix the amounts for which general obligations may be issued.

To date, the Legislature has authorized the issuance of general obligations for 59 distinct purposes and has limited the amount of general obligations which may be issued for each purpose. In practice, as a part of the budget, these amounts are adjusted to accommodate newly budgeted activity. The Legislature has delegated to the Commission responsibility to establish the form and terms of the issuance and sale of these general obligations. See APPENDIX B for the status of each program, including the limitations, the amounts borrowed to date, and the amounts remaining to be borrowed.

OTHER INFORMATION

Borrowing Plans for 1997

The State has sold two publicly offered general obligation bond issues in the combined amount of $45 million. The State has issued two series of general obligation commercial paper notes in the aggregate amount of $182 million. The State has authorized the sale of not to exceed $45 million tax-exempt general obligation bonds and $45 million taxable general obligation bonds for the veterans housing loan program. The competitive sale of these two general obligation bond issues is expected in the third quarter. The State further anticipates one or more private sales of general obligations for the Clean Water Fund program.

The State has sold one clean water revenue bond issue in the amount of $80 million. The State may sell another series of clean water revenue bonds in the fourth quarter. The State has issued $155 million of transportation revenue commercial paper notes. No transportation revenue bonds or additional transportation revenue commercial paper notes are expected to be issued this calendar year.

The State anticipates a competitive sale of master lease certificates of participation in the amount of approximately $15 million will occur in the third quarter of this calendar year.

The State has sold operating notes in the amount of $300 million. The State will review the general fund cash flow upon adoption of the 1997–99 budget; an additional sale of operating notes is possible in the third quarter.

Underwriting

The Bonds were purchased at competitive bidding on July 31, 1997 by the following account: PaineWebber Incorporated, manger, Smith Barney Inc. and Morgan Keegan & Company, Inc.

The underwriters paid $101,946,650, resulting in a true interest cost rate to the State of 4.8479%.

Reference Information About the Bonds

The following information about the Bonds is provided for reference. The CUSIP number for each maturity has been obtained from sources believed to be reliable, but the State is not responsible for the correctness of the CUSIP numbers. The reoffering yields and prices have been provided by the successful bidder in order to allow the computation of yield for federal tax law compliance. The yield has been calculated to the lower of maturity or call.

$101,010,000
State of Wisconsin
General Obligation Bonds of 1997, Series B

Dated Date:	**July 15, 1997**
First Interest Date:	**May 1, 1998**
Issuance Date:	**August 20, 1997**

CUSIP	Year (May 1)	Principal Amount	Interest Rate	First Call Date	Call Price	Yield at Issuance	Price at Issuance
977056 JU5	1999	$5,240,000	4.25%	Not Callable	-	3.95%	100.480%
977056 JV3	2000	5,435,000	4.25	Not Callable	-	4.00	100.628
977056 JW1	2001	5,645,000	4.50	Not Callable	-	4.10	101.353
977056 JX9	2002	5,870,000	4.50	Not Callable	-	4.15	101.474
977056 JY7	2003	6,115,000	4.75	Not Callable	-	4.20	102.755
977056 JZ4	2004	4,190,000	4.75	Not Callable	-	4.30	102.588
977056 KA7	2005	4,365,000	5.25	Not Callable	-	4.40	105.492
977056 KB5	2006	4,560,000	5.25	Not Callable	-	4.45	105.710
977056 KC3	2007	4,770,000	5.25	Not Callable	-	4.50	105.834
977056 KD1	2008	4,985,000	5.00	Not Callable	-	4.60	103.342
977056 KE9	2009	3,970,000	5.00	5/1/2008	100%	4.70	102.492
977056 KF6	2010	4,160,000	5.00	5/1/2008	100	4.80	101.651
977056 KG4	2011	4,360,000	5.00	5/1/2008	100	4.85	101.233
977056 KH2	2012	4,575,000	5.00	5/1/2008	100	4.90	100.817
977056 KJ8	2013	4,805,000	5.00	5/1/2008	100	4.95	100.404
977056 KK5	2014	5,045,000	5.00	5/1/2008	100	5.00	100.000
977056 KL3	2015	5,305,000	5.00	5/1/2008	100	5.05	99.412
977056 KM1	2016	5,575,000	5.00	5/1/2008	100	5.10	98.796
977056 KN9	2017	5,865,000	5.00	5/1/2008	100	5.15	98.149
977056 KP4	2018	6,175,000	5.00	5/1/2008	100	5.15	98.096

Legal Investment

The Bonds are legal investments for all banks, trust companies, savings banks and institutions, savings and loan associations, credit unions, investment companies, insurance companies and associations and other persons or entities carrying on a banking or insurance business in Wisconsin; for all executors, administrators, guardians, trustees and other fiduciaries in Wisconsin; for the State and all public officers, municipal corporations, political subdivisions and public bodies in Wisconsin.

Legal Opinion

Legal matters incident to the authorization, issuance and sale of the Bonds are subject to the approval of Foley & Lardner, Bond Counsel, whose approving opinion, substantially in the form shown in APPENDIX C, will be delivered on the date of issue of the Bonds. In the event certificated Bonds are issued, the opinion will be printed on the reverse side of each Bond.

As required by law, the Attorney General will examine a certified copy of all proceedings preliminary to issuance of the Bonds to determine the regularity and validity of such proceedings. In the event certificated Bonds are issued, the certificate of the Attorney General will be printed on the reverse side of each Bond.

Tax Exemption

In the opinion of Bond Counsel, under existing law, the interest on the Bonds is excluded from gross income for federal income tax purposes and the interest on the Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on all taxpayers; it should be noted, however, that with respect to certain corporations (as defined for federal income tax purposes), such interest is taken into account in determining adjusted current earnings for the purpose of computing the alternative minimum tax imposed on such corporations.

The opinions set forth in the preceding paragraph are subject to the condition that the State comply with all requirements of the Internal Revenue Code of 1986, as amended (the "Code"), and other federal tax legislation that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon be, or continue to be, excluded from gross income for federal income tax purposes. The State has covenanted to comply with each such requirement to the extent it may lawfully do so. Failure to comply with certain of such requirements may cause interest on the Bonds to be includable in gross income for federal income tax purposes retroactively to the date of issuance of the Bonds. Bond Counsel expresses no opinion regarding other federal tax consequences arising with respect to the Bonds. The proceedings authorizing the Bonds do not provide for an increase in interest rates or a redemption of the Bonds in the event of taxability.

In the opinion of Bond Counsel, under existing law, the original issue discount in the selling price of each Bond maturing May 1, 2015 through May 1, 2018 (the "Discount Bonds"), to the extent properly allocable to each owner of a Discount Bond, is excluded from gross income for federal income tax purposes to the same extent that any interest payable on such Discount Bond is or would be excluded from gross income for federal income tax purposes. The original issue discount is the excess of the stated redemption price at maturity of a Discount Bond over the initial offering price to the public, excluding underwriters or other intermediaries, at which price a substantial amount of such Discount Bonds were sold (the "Issue Price").

Under Section 1288 of the Code, original issue discount on tax-exempt bonds accrues on a compound interest basis. The amount of original issue discount that accrues to an owner of a Discount Bond during any accrual period generally equals (i) the Issue Price of such Discount Bond plus the amount of original issue discount accrued in all prior accrual periods multiplied by (ii) the yield to maturity of such Discount Bond (determined on the basis of compounding at the close of each accrual period and properly adjusted for the length of each accrual period), less (iii) any interest payable on such Discount Bond during such accrual period.

The amount of original issue discount so accrued in a particular accrual period will be considered to be received ratably on each day of the accrual period and will increase the owner's tax basis in such Discount Bond. The adjusted tax basis in a Discount Bond will be used to determine taxable gain or loss upon a disposition (for example, upon a sale, exchange, redemption, or payment at maturity) of such Discount Bond.

Owners of Discount Bonds who did not purchase such Discount Bonds in the initial offering at the Issue Price should consult their own tax advisors with respect to the tax consequences of owning such Discount Bond.

Owners of Discount Bonds should consult their own tax advisors with respect to the state and local tax consequences of holding such Discount Bonds. It is possible that under the applicable provisions governing the determination of state and local taxes, accrued original issue discount on the Discount Bonds may be deemed to be received in the year of accrual, even though there will not be a corresponding cash payment until a later year.

Each Bond maturing May 1, 1999 through May 1, 2013 (the "Premium Bonds") has an issue price that is greater than the amount payable at maturity of such Bond.

Any Premium Bond purchased in the initial offering at the issue price will have "amortizable bond premium" within the meaning of Section 171 of the Code. An owner of a Premium Bond that has amortizable bond premium is not allowed any deduction for the amortizable bond premium. During each taxable year, such an owner must reduce his or her tax basis in such Premium Bond by the amount of the amortizable bond premium that is allocable to the portion of such taxable year during which the owner owned such Premium Bond. The adjusted tax basis in a Premium Bond will be used to determine taxable gain or loss upon a disposition (for example, upon a sale, exchange, redemption, or payment at maturity) of such Premium Bond.

Owners of Premium Bonds who did not purchase such Premium Bonds in the initial offering at the issue price should consult their own tax advisors with respect to the tax consequences of owning such Premium Bonds.

Owners of Premium Bonds should consult their own tax advisors with respect to the state and local tax consequences of the Premium Bonds.

The Code contains numerous provisions which could affect the economic value of the Bonds to particular Bond owners. For example, (i) Section 265 of the Code denies a deduction for interest on any indebtedness incurred or continued to purchase or carry the Bonds or, in the case of financial institutions, a portion of an owner's interest expense allocable to interest on the Bonds, (ii) property and casualty insurance companies will be required in each taxable year to reduce the amount of their deductible losses by 15% of the amount of tax-exempt interest received or accrued during such taxable year, including interest on the Bonds, and life insurance companies are subject to similar provisions under which taxable income is increased by reason of receipt or accrual of tax-exempt interest, (iii) interest on the Bonds earned by certain foreign corporations doing business in the United States could be subject to a branch profits tax imposed by Section 884 of the Code, (iv) passive investment income, including interest on the Bonds, may be subject to federal income taxation under Section 1375 of the Code for S corporations that have Subchapter C earnings and profits at the close of the taxable year if greater than 25% of the gross receipts of the S corporation is passive investment income, and (v) Section 86 of the Code requires certain recipients of social security and railroad retirement benefits to include a portion of such benefits in gross income by reason of receipt or accrual of interest on the Bonds. A portion of the original issue discount that accrues in each year to an owner of a Discount Bond may result in collateral federal income tax consequences similar to the consequences of receipt of interest on the Bonds and may result in tax liability in the year of accrual, even though the owner of the Discount Bond will not receive a corresponding cash payment until a later year. The foregoing is not intended to be an exhaustive discussion of collateral tax consequences arising from ownership of the Bonds. There may be other provisions of the Code which could adversely affect the value of an investment in the Bonds for particular Bond owners. Investors should consult their own tax advisors with respect to the tax consequences of owning a Bond.

REGARDING DISCLOSURE

Continuing Disclosure

In order to assist the underwriters in complying with Securities and Exchange Commission Rule 15c2-12 (the "Rule"), the State has entered into a Master Agreement on Continuing Disclosure, an Addendum Regarding General Obligations, and before the delivery of the Bonds, will enter into a Supplemental Agreement pertaining to the Bonds (collectively, the "Agreements"). The Agreements constitute an undertaking for the benefit of the beneficial owners of the Bonds and require the State to prepare and provide an Annual Report (providing certain financial information and operating data relating to the State), not later than 180 days following the close of the State's fiscal year, to each nationally recognized municipal securities information repositories ("NRMSIRs"), and to provide notices of occurrence of certain events specified in the Rule to the NRMSIRs or the Municipal Securities Rulemaking Board (the "MSRB"), and to the state information depository ("SID"), if any. As of the date of this Official Statement no SID has been established. Copies of the Agreements, Annual Reports, and notices may be obtained from: Capital Finance Office; Department of Administration; Division of Executive Budget and Finance; 101 East Wilson Street; P.O. Box 7864; Madison, WI 53707-7864.

The Agreements also describe the consequences of any failure to provide the required information. The Agreements require that a failure to provide the required information must be reported to the NRMSIRs or the MSRB, and to any SID, and the Rule requires consideration of any such failure by any brokers, dealer or municipal securities dealer before recommending the purchase or sale of the Bonds in the secondary market. Consequently, such a failure may adversely affect the transferability and liquidity of the Bonds and their market price. In the previous five years, there has been no failure to comply in any material respect with a similar undertaking by the State.

Disclosure Certificate

The successful bidder for the Bonds will receive a certificate, signed by the Governor, the Secretary of Administration and the Secretary of the Commission, certifying that this Official Statement, as of its date and as of the date of delivery of the Bonds, does not contain any untrue statement of a material fact or omit to state any material fact necessary to make the statements herein, in light of the circumstances under which they were made, not misleading. In providing such certificate, the signers will state that they have not undertaken to independently verify information obtained or derived from various United States Government publications referenced in this Official Statement.

Additional Information

Periodic public reports relating to the financial condition of the State, its operations and the balances, receipts and disbursements of the various funds of the State are prepared by the Departments of Administration and Revenue, the State Treasurer and Legislative Auditor.

Additional information may be obtained upon request from the Capital Finance Office, Attn.: Mr. Frank R. Hoadley, Capital Finance Director, (608) 266-2305.

Any statements in this Official Statement involving matters of opinion or estimates, whether or not expressly so stated, are intended as such and not as representations of fact. No representation is made that any of such statements will be realized. This Official Statement is not to be construed as a contract or agreement between the State and the purchasers or owners of any of the Bonds.

This Official Statement is submitted only in connection with the sale of the Bonds by the State and may not be reproduced or used in whole or in part for any other purpose, except with express permission.

Dated: July 31, 1997

STATE OF WISCONSIN

/s/ TOMMY G. THOMPSON

Governor Tommy G. Thompson, Chairperson
State of Wisconsin Building Commission

/s/ MARK D. BUGHER

Mark D. Bugher, Secretary
State of Wisconsin Department of Administration

/s/ ROBERT BRANDHERM

Robert Brandherm, Secretary
State of Wisconsin Building Commission

Appendix A

INFORMATION ABOUT THE STATE

This appendix includes information concerning the State of Wisconsin (the "State"), the State of Wisconsin Building Commission (the "Commission") and general obligation debt issued by the State. Parts II and III of the State of Wisconsin Continuing Disclosure Annual Report, dated December 27, 1996 (the "Annual Report") are included by reference as part of this APPENDIX A.

Part II to the Annual Report contains certain general information about the State, including information about the State's operations and financial procedures, the State's accounting and financial reporting, the organization and description of services provided by the State, certain financial information about the State, the results of the 1995-96 fiscal year, the State budget, State obligations, and the State Investment Board, together with statistical information about the State's population, income and employment. Included as APPENDIX A to Part II are the audited general purpose financial statements for the fiscal year ending June 30, 1996, prepared in conformity with generally accepted accounting principles (GAAP) for governments as prescribed by the Government Accounting Standards Board, and the State Auditor's report.

Part III to the Annual Report contains certain information concerning general obligations issued by the State under Chapter 18 of the Wisconsin Statutes, including a discussion of the security provisions for general obligation debt (including the flow of funds to pay debt service on general obligations), data pertaining to the State's outstanding general obligation debt, and the portion of general obligation debt which is revenue-supported general obligation debt.

The Annual Report has been filed with each nationally recognized municipal securities information repository ("NRMSIR"). As of the date of this Official Statement, the Annual Report can be found on the internet at:

http://www.doa.state.wi.us/debf/capfin/96condis.htm

Subsequent to publication and filing of the Annual Report, certain changes or events have occurred that affect matters discussed in the Annual Report. Listed below, by reference to particular sections of the Annual Report, are changes or additions to the discussion contained in these particular sections. Many of the following changes have not been filed with the NRMSIRs.

The State has filed, and expects to continue to file with the NRMSIRs, certain informational notices. Such informational notices do not constitute a listed material event under the State's Master Agreement on Continuing Disclosure.

State Budget (Pages Part II-14 through Part II-16). Add the following:

Budget for 1996–97

In January 1997, revenues and disbursements were reviewed and revised taking into account actual experience through December 1996 and projections through June 1997. On an all-funds basis total available funds for the fiscal year ending June 30, 1997 were estimated to be approximately $40 million lower than projected in the Annual Report. Total disbursements and reserves for the fiscal year ending June 30, 1997 were estimated to be approximately $79 million lower than projected in the Annual Report. Therefore, the all-funds balance at June 30, 1997 is estimated to be approximately $139 million. The budget is summarized on page A-3 and includes these January 1997 revenues and disbursements.

The projected general-fund balance for June 30, 1997 is the same as the all-funds balance, $139 million. The budget is summarized on page A-4 and includes these January 1997 revenues and disbursements.

In May 1997, revenues were reviewed and revised taking into account actual tax collections. Based on this review, tax revenues for the fiscal year ending June 30, 1997 are estimated to be approximately $95 million greater than those projected in January 1997. Most of this increase is from individual income tax, which is expected to exceed the January 1997 projections by $80 million. In addition, estimates for corporate income and franchise tax collections have been increased by $10 million and estimates for the estate tax has increased by $5 million. The 1996–97 budget tables on pages A-3 and A-4 do not reflect these updated May 1997 revenue estimates.

Proposed Budget for 1997–99

On February 12, 1997 the Governor introduced the executive budget for the 1997–98 and 1998–99 fiscal years. For the fiscal year ending June 30, 1998, the budget on an all-funds basis projects a balance of $130 million. Total available revenues are estimated to be $23.176 billion consisting of (i) a beginning balance of $139 million, (ii) tax revenues of $9.118 billion and (iii) nontax revenues of $13.919 billion. Total disbursements and reserves are estimated to be $23.142 billion, consisting of net disbursements of $23.012 billion and reserves of $130 million. This results in an estimated balance of $34 million which, when combined with the statutorily required balance of $96 million, results in a balance at June 30, 1998 of $130 million. The budget is summarized on page A-3.

The projected general-fund balance for June 30, 1998 is $130 million. Total available revenues are estimated to be $15.712 billion consisting of (i) a beginning balance of $139 million, (ii) tax revenues of $9.118 billion and (iii) nontax revenues of $6.455 billion. Total disbursements and reserves are estimated to be $15.678 billion, consisting of net disbursements of $15.548 billion and reserves of $130 million. The budget is summarized on page A-4.

In May 1997, revenues were reviewed and revised taking into account actual tax collections. Based on this review, tax revenues for the 1997–98 fiscal year are now estimated to be approximately $75 million greater than those used in the proposed 1997–98 executive budget. The budget tables on pages A-3 and A-4 do not reflect these updated May 1997 revenue estimates.

For the fiscal year ending June 30, 1999, the budget on an all-funds basis projects a balance of $0.4 million. Total available revenues are estimated to be $23.640 billion consisting of (i) a beginning balance of $130 million, (ii) tax revenues of $9.586 billion and (iii) nontax revenues of $13.925 billion. Total disbursements and reserves are estimated to be $23.639 billion, consisting of net disbursements of $23.476 billion and reserves of $163 million. This results in an estimated balance of $0.4 million which, when combined with the statutorily required balance of $98 million, results in a balance at June 30, 1999 of $98.4 million. The budget is summarized on page A-3.

The projected general-fund balance for June 30, 1999 is the same as the all-fund balance, $0.4 million. Total available revenues are estimated to be $16.008 billion consisting of (i) a beginning balance of $130 million, (ii) tax revenues of $9.586 billion and (iii) nontax revenues of $6.293 billion. Total disbursements and reserves are estimated to be $16.008 billion, consisting of net disbursements of $15.844 billion and reserves of $164 million. The balance is identical to the all-funds amount. The budget is summarized on page A-4.

In May 1997, revenues were reviewed and revised taking into account actual tax collections. Based on this review, tax revenues for the 1998–99 fiscal year are now estimated to be approximately $60 million greater than those used in the proposed 1998–99 executive budget. The budget tables on pages A-3 and A-4 do not reflect these updated May 1997 revenue estimates.

Table II-3; State Budget—All Funds (Page Part II-15). Replace the table with the following:

STATE BUDGET—ALL FUNDS [a]

	Actual [b] 1995-96	Budget 1995-96	Budget 1996-97	Governor's Proposed Budget 1997-98	Governor's Proposed Budget 1998-99
RECEIPTS					
Fund Balance from Prior Year	$ 400,881,000	$ 408,880,400	$ 579,943,800	$ 138,980,800	$ 129,646,900
Tax Revenue					
Individual Income	4,183,604,000	4,160,100,000	4,465,000,000	4,740,000,000	5,014,800,000
General Sales and Use	2,704,226,000	2,710,000,000	2,860,000,000	3,017,500,000	3,191,500,000
Corporate Franchise and Income	636,010,000	650,000,000	640,000,000	637,000,000	658,500,000
Public Utility	285,288,000	284,600,000	295,600,000	273,700,000	269,600,000
Excise					
Cigarette/Tobacco Products	205,350,000	206,300,000	206,400,000	225,400,000	225,000,000
Liquor and Wine	30,813,000	30,500,000	30,800,000	30,500,000	30,500,000
Malt Beverage	9,187,000	9,000,000	9,000,000	9,000,000	9,000,000
Inheritance, Estate & Gift	45,602,000	41,000,000	44,000,000	45,000,000	45,000,000
Insurance Company	92,285,000	96,000,000	92,500,000	93,000,000	93,500,000
Other	830,664,000	43,900,000 [c]	45,200,000 [c]	47,200,000 [c]	48,300,000 [c]
Subtotal	9,023,029,000	8,231,400,000	8,688,500,000	9,118,300,000	9,585,700,000
Nontax Revenue					
Departmental Revenue	128,256,000	174,683,100	150,409,000	141,949,100	141,805,900
Total Federal Aids	3,275,795,000	3,850,830,600	3,891,800,700	4,179,363,600	4,174,821,800
Total Program Revenue	2,179,107,000	2,185,416,200	1,975,161,400	2,304,377,500	2,374,351,500
Total Segregated Funds	2,705,320,000	1,908,291,300	1,910,832,300	2,073,543,800	1,962,670,500
Fund Transfers In	NA	NA	NA	261,605,900	NA
Bond Authority	330,950,000	305,000,000	330,000,000	415,000,000	430,000,000
Employe Benefit Contributions [d]	6,200,903,000	3,737,890,089	3,976,959,649	4,542,998,211	4,840,878,164
Subtotal	14,820,331,000	12,162,111,289	12,235,163,049	13,918,838,111	13,924,527,864
Total Available	$ 24,244,241,000	$ 20,802,391,689	$ 21,503,606,849	$ 23,176,118,911	$ 23,639,874,764
DISBURSEMENTS AND RESERVES					
Commerce	$ 575,240,000	$ 305,755,800	$ 361,145,100	$ 398,186,300	$ 375,757,600
Education	5,978,715,000	6,008,560,200	6,645,449,700	7,071,045,800	7,191,194,600
Environmental Resources	2,057,321,000	1,966,661,500	1,955,734,400	2,018,992,800	2,037,057,400
Human Relations and Resources	5,623,499,000	5,507,561,200	5,446,078,300	5,808,085,700	5,955,695,400
General Executive	2,146,487,000	437,336,900	568,192,600	594,291,600	595,914,900
Judicial	82,503,000	82,558,300	87,716,700	87,927,900	88,178,300
Legislative	50,048,000	50,169,100	50,119,600	51,840,600	51,799,900
General Appropriations	2,191,850,000	1,827,543,400	1,816,969,400	2,062,722,100	1,955,825,000
General Obligation Bond Program	309,320,000	305,000,000	330,000,000	415,000,000	430,000,000
Employe Benefit Payments [d]	1,317,768,000	1,695,305,629	1,843,607,584	1,889,607,836	2,019,386,350
Reserve for Employe Benefit Payments [d]	4,883,135,000	2,042,584,460	2,133,352,065	2,653,390,375	2,821,491,814
Subtotal	25,215,886,000	20,229,036,489	21,238,365,449	23,051,091,011	23,522,301,264
Less: (Lapses)	NA	(41,322,800)	(193,300,300)	(39,144,100)	(46,698,800)
Compensation Reserves	NA	18,235,000	46,382,400	32,307,900	63,730,700
Required Statutory Balance	NA	82,598,400	91,999,900	95,681,200	98,033,100
Fund Transfers Out	NA	3,503,800	260,078,500	2,217,200	2,108,600
Federal Retiree Reserve	NA	26,600,000	13,100,000	NA	NA
Other	NA	NA	NA	-	-
Change in Continuing Balance	(1,553,335,000)	NA	NA	NA	NA
Total Disbursements & Reserves	$ 23,662,551,000	$ 20,318,650,889	$ 21,456,625,949	$ 23,142,153,211	$ 23,639,474,864
Fund Balance	$ 581,690,000	$ 483,740,800	$ 46,980,900	$ 33,965,700	$ 399,900
Undesignated Surplus	$ 581,690,000	$ 566,339,200	$ 138,980,800	$ 129,646,900	$ 98,433,000

(a) The amounts shown are based on statutorily required accounting and not on GAAP.

(b) The budget was signed into law with partial veto's.

(b) The amounts shown are unaudited and rounded to the nearest thousand.

(c) The budgets do not include taxes collected for segregated funds. The largest such tax is the motor vehicle fuel tax, which collected $676 million in the 1995-96 fiscal year.

(d) State law separates the accounting of employe benefits from the budget. They are included for purposes of comparability to the figures presented in this table and Tables II-1 and II-2 in the Annual Report. Benefits are provided for on a fully funded basis. Therefore, when contributions actually received exceed the benefits actually paid out, the difference is added to the trust funds. In the event that the acutal benefit payments exceed the contributions, investment earnings will be used to cover the difference before they are deposited in the Employe Benefit Fund.

Source: Wisconsin Department of Administration.

Table II-4; State Budget—General Fund (Page Part II-16). Replace the table with the following:

STATE BUDGET—GENERAL FUND [(a)]

	Actual [(b)] 1995-96	Budget 1995-96	Budget 1996-97	Governor's Proposed Budget 1997-98	Governor's Proposed Budget 1998-99
RECEIPTS					
Fund Balance from Prior Year	$ 400,881,000	$ 408,880,400	$ 579,943,800	$ 138,980,800	$ 129,646,900
Tax Revenue					
State Taxes Deposited to General Fund					
Individual Income	4,183,604,000	4,160,100,000	4,465,000,000	4,740,000,000	5,014,800,000
General Sales and Use	2,704,226,000	2,710,000,000	2,860,000,000	3,017,500,000	3,191,500,000
Corporate Franchise and Income	636,010,000	650,000,000	640,000,000	637,000,000	658,500,000
Public Utility	285,288,000	284,600,000	295,600,000	273,700,000	269,600,000
Excise					
Cigarette/Tobacco Products	205,350,000	206,300,000	206,400,000	225,400,000	225,000,000
Liquor and Wine	30,813,000	30,500,000	30,800,000	30,500,000	30,500,000
Malt Beverage	9,187,000	9,000,000	9,000,000	9,000,000	9,000,000
Inheritance, Estate & Gift	45,602,000	41,000,000	44,000,000	45,000,000	45,000,000
Insurance Company	92,285,000	96,000,000	92,500,000	93,000,000	93,500,000
Other	28,874,000	43,900,000	45,200,000	47,200,000	48,300,000
Subtotal	8,221,239,000	8,231,400,000	8,688,500,000	9,118,300,000	9,585,700,000
Nontax Revenue					
Departmental Revenue	128,256,000	174,683,100	150,409,000	141,949,100	141,805,900
Program Revenue Federal	3,275,795,000	3,457,543,500	3,523,184,100	3,746,964,400	3,776,651,500
Program Revenue Other	2,179,107,000	2,185,416,200	1,975,161,400	2,304,377,500	2,374,351,500
Fund Transfers In	NA	NA	NA	261,605,900	NA
Subtotal	5,583,158,000	5,817,642,800	5,648,754,500	6,454,896,900	6,292,808,900
Total Available	$ 14,205,278,000	$ 14,457,923,200	$ 14,917,198,300	$ 15,712,177,700	$ 16,008,155,800
DISBURSEMENTS AND RESERVES					
Commerce	$ 164,514,000	$ 165,757,000	$ 191,645,400	$ 198,309,900	$ 196,865,000
Education	5,837,139,000	5,964,122,000	6,600,333,700	7,006,784,000	7,145,889,300
Environmental Resources	242,361,000	236,724,600	239,038,900	235,328,800	237,703,900
Human Relations and Resources	5,255,874,000	5,329,183,900	5,355,935,200	5,712,226,900	5,849,847,200
General Executive	412,906,000	420,885,100	486,673,600	513,950,700	511,864,900
Judicial	82,154,000	81,921,900	87,080,300	87,284,000	87,534,400
Legislative	50,048,000	50,169,100	50,119,600	51,840,600	51,799,900
General Appropriations	1,603,605,000	1,635,804,400	1,641,130,200	1,781,424,900	1,809,077,700
Subtotal	13,648,601,000	13,884,568,000	14,651,956,900	15,587,149,800	15,890,582,300
Less: (Lapses)	NA	(41,322,800)	(193,300,300)	(39,144,100)	(46,698,800)
Compensation Reserves	NA	18,235,000	46,382,400	32,307,900	63,730,700
Required Statutory Balance	NA	82,598,400	91,999,900	95,681,200	98,033,100
Fund Transfers Out	NA	3,503,800	260,078,500	2,217,200	2,108,600
Federal Retiree Reserve	NA	26,600,000	13,100,000	NA	NA
Changes in Continuing Balance	(25,011,000)	NA	NA	NA	NA
Total Disbursements & Reserves	$ 13,623,588,000	$ 13,974,182,400	$ 14,870,217,400	$ 15,678,212,000	$ 16,007,755,900
Fund Balance	$ 581,690,000	$ 483,740,800	$ 46,980,900	$ 33,965,700	$ 399,900
Undesignated Surplus	$ 581,690,000	$ 566,339,200	$ 138,980,800	$ 129,646,900	$ 98,433,000

(a) The amounts shown are based on statutorily required accounting and not on GAAP.

(b) The amounts shown are unaudited and rounded to the nearest thousand.

Source: Wisconsin Department of Administration.

STATE BUDGET; Potential Effect of Litigation; Special Performance Dividend (Page Part II-17). Add the following:

On January 17, 1997, the State Supreme Court ruled that the Special Investment Performance Dividend (the "SIPD"), which has been paid from January 1988 to the present, is unconstitutional. The case was remanded to the Circuit Court, with directions that the Circuit Court order defendants to pay from the State treasury to the fixed annuity reserve account of the Wisconsin Retirement System an amount equal to all disbursed SIPD payments (including a $3.8 million reimbursement to the State for State funds advanced to finance the SIPD), plus interest at the "effective rate" for the fixed annuity division of the Wisconsin Retirement System on all SIPD payments from the date that the payments left the annuity reserve account. The Circuit Court must approve any settlement as well as the mode and timing of the settlement.

The Legislature's Joint Committee on Finance has provided for a $215 million lump-sum settlement in its version of the 1997–99 biennial budget. This settlement is part of a substitute budget bill to the proposed executive budget. To be enacted, the budget bill must be passed by both houses of the Legislature and submitted to the Governor for approval and signature. In addition, the Employee Trust Funds Board has taken official action to endorse a $215 million lump-sum settlement. The Circuit Court must approve any settlement.

The Governor's proposed executive budget for the 1997–99 biennium does not provide for payment of any settlement, and the settlement described above is not included in the budget tables on pages A-3 and A-4.

STATE BUDGET; Potential Effect of Litigation; Computer Software (Page Part II-17). Add the following:

Upholding prior decisions by the Wisconsin Tax Appeals Commission and Circuit Court, the Court of Appeals has held that computer software is not tangible property and is thus not subject to sales and use taxes. The State Supreme Court has declined to hear the appeal. The cost of this refund to the State is estimated at $20 million.

The Governor's proposed executive budget for the 1997–99 biennium provides for payment of this refund.

Table II-7; General Fund Monthly Cash Position (Page Part II-26). Replace the table with the following:

GENERAL FUND MONTHLY CASH POSITION
July 1, 1995 through May 31, 1997 ¾ Actual
June 1, 1997 through June 30, 1998 ¾ Estimated[a]
(Amounts in Thousands)

	Starting Date	Starting Balance	Receipts[b]	Disbursements[b]
1995	July..................	$ 451,090	$ 1,306,431	$ 1,337,712
	August..............	419,809	1,055,527	849,866
	September.........	625,470	1,362,210	1,101,358
	October.............	886,322	1,151,661	810,058
	November..........	1,227,925	1,220,032	1,622,269
	December..........	825,688	1,156,810	1,493,484
1996	January.............	489,014	1,461,087	878,316
	February...........	1,071,785	1,132,269	1,044,288
	March...............	1,159,766	1,240,173	1,888,319
	April.................	511,620	1,402,600	936,278
	May..................	977,942	1,180,704	1,029,277
	June..................	1,129,369	1,362,420	1,922,703
	July..................	569,086	1,279,815	1,434,154
	August..............	414,747	1,030,924	844,258
	September.........	601,413	1,476,166	1,011,367
	October.............	1,066,212	1,137,121	855,357
	November..........	1,347,976	1,201,689	1,691,802
	December..........	857,863	1,191,440	1,728,258
1997	January.............	321,045	1,660,082	969,951
	February...........	1,011,176	1,143,553	1,018,864
	March...............	1,135,865	1,187,307	1,888,887
	April.................	434,285	1,507,412	964,595
	May..................	977,102	1,282,737	965,508
	June..................	1,294,331	1,390,893	2,030,776
	July..................	654,448	1,525,341	1,610,421
	August..............	569,368	1,161,239	829,667
	September.........	900,940	1,459,062	1,285,305
	October.............	1,074,697	1,226,061	966,635
	November..........	1,334,123	1,303,303	1,566,410
	December..........	1,071,016	1,306,775	1,859,774
1998	January.............	518,017	1,612,797	960,061
	February...........	1,170,753	1,177,841	1,112,335
	March...............	1,236,259	1,347,200	2,118,229
	April.................	465,230	1,487,565	1,081,636
	May..................	871,159	1,315,054	1,046,742
	June..................	1,139,471	1,488,964	2,251,356

[a] The monthly receipt and disbursement projections for May 1, 1997 through June 30, 1998 are based on estimates provided by the Division of Executive Budget and Finance.

[b] The receipt amounts shown in July 1995–1997 include the proceeds received at closing for the respective operating notes. See "OTHER OBLIGATIONS; Operating Notes" in the Annual Report. The disbursement amounts shown for February, March, April and May 1996–1998 include impoundment payments required in connection with the operating notes.

Source: Wisconsin Department of Administration.

Table II-8; Balances in Funds Available for Interfund Borrowing (Page Part II-27). Replace the table with the following:

BALANCES IN FUNDS AVAILABLE FOR INTERFUND BORROWING [a]
July 1, 1995 to May 1, 1997 — Actual
June 1, 1997 to June 1, 1998 — Estimated[b]
(Amounts in Millions)

	1995	1996	1997	1998
January		$2,991.90	$3,210.23	$2,147.05
February		3,428.21	3,553.70	2,110.15
March		3,852.78	3,793.12	2,141.52
April		3,808.74	3,832.30	2,165.09
May		3,402.69	3,423.07	2,117.84
June		3,145.00	2,055.69 (b)	2,055.69
July	$2,838.71	3,252.38	2,013.13	
August	3,143.94	3,511.90	2,051.05	
September	2,975.23	3,250.54	2,095.73	
October	2,902.89	3,010.27	2,087.33	
November	2,630.23	2,687.47	2,015.35	
December	2,732.65	2,072.66	2,060.66	

(a) Consists of the following funds:

Transportation
Conservation (Partial)
Wisconsin Health Education Loan Repayment
Waste Management
Wisconsin Election Campaign
Investment & Local Impact
Elderly Property Tax Deferral
Lottery
Children's Trust
Racing
Work Injury Supplemental Benefit
Unemployment Compensation Interest Repayment
Uninsured Employers
Health Insurance Risk Sharing Plan
Local Government Property Insurance
Patients Compensation
Mediation
Agricultural College
Common School
Normal School
University
Local Government Investment Pool
Farms for the Future
Agrichemical Management
Historical Society Trust
School Income Fund
Benevolent
Groundwater
Petroleum Storage Environmental Cleanup
Clean Water
Environmental
Recycling
University Trust Principal
Veterans Mortgage Loan Repayment
State Building Trust

(b) Estimated balances for June 1, 1997 and succeeding months include $480 million (a portion of the estimated balance) for the local government pool of the available funds. The local government pool has varied from a low of $63 million on July 1, 1983 to a high of $4.426 billion on March 1, 1994. The pool is composed of funds deposited by local units of government which may be withdrawn without notice. The amounts shown are the estimated balances of funds available for interfund borrowing. Under Section 20.002(11) of the Statutes, interfund borrowing is limited to $400 million.

Source: Wisconsin Department of Administration.

STATE OBLIGATIONS (Pages Part II-30 through Part II-33). Add the following:

General Obligations

As of May 31, 1997, the State had approximately $3.237 billion of outstanding general obligation bonds and notes.

Operating Notes

On July 1, 1997, the State issued $300 million of operating notes which are due June 15, 1998

Master Lease Program

As of May 31, 1997, the principal amount of the State's obligations under the master lease program was approximately $45 million.

State Revenue Obligations

As of May 31, 1997, the Commission has issued six series of bonds for the student loan program for students enrolled in medical and dental school in Wisconsin, with approximately $6 million outstanding.

As of May 31, 1997, the Commission has issued nine series of bonds and one series of commercial paper notes for the revenue program that finances State highways and related transportation facilities, with approximately $905 million outstanding.

As of May 31, 1997, the Commission has issued five series of bonds for the Clean Water Fund program, with approximately $451 million outstanding.

Table II-9; Revenues Deposited to the General Fund (Page Part II-28). Replace the table with the following:

REVENUES DEPOSITED TO THE GENERAL FUND[(a)]
July 1, 1996 to May 31, 1997 compared with previous year
(Unaudited)

	Actual Receipts 1995–96 FY[(b)]	Projected Receipts 1996–97 FY	Actual Receipts July 1, 1995 to May 31, 1996	Actual Receipts July 1, 1996 to May 31, 1997
Individual Income Tax	$ 4,183,604,344	$ 4,430,000,000	$ 3,477,679,870	$ 3,835,196,561
General Sales and Use Tax ..	2,704,226,017	2,845,000,000	2,210,991,726	2,344,412,532
Corporate Franchise and Income Tax	636,009,525	635,000,000	518,594,585	528,366,857
Public Utility Taxes	285,287,485	292,100,000	282,099,722	303,925,592
Excise Taxes	245,350,413	244,600,000	202,271,676	208,052,458
Inheritance Taxes	45,602,214	46,000,000	34,332,704	46,561,684
Miscellaneous Taxes	121,159,011	137,900,000	124,178,522	129,021,849
SUBTOTAL..............	8,221,239,009	8,630,600,000	6,850,148,805	7,395,537,533
Federal Receipts....................	3,275,795,203	3,523,184,100	2,991,599,939	3,139,643,611
Dedicated and Other Revenues [(c)]............	2,307,363,090	2,203,940,600	2,124,484,211 [(d)]	2,285,356,898 [(d)]
TOTAL......................	$13,804,397,302	$14,357,724,700	$11,966,232,955	$12,820,538,042

(a) The amounts shown are based on the statutory accounting basis and not on GAAP. See "STATE GOVERNMENT ORGANIZATION AND FINANCIAL PROCEDURES; Accounting and Financial Reporting" in the Annual Report.

(b) The amounts shown are the sum of all revenues for fiscal year 1995-96 based on the data used in the preparation of the Annual Fiscal Report, Budgetary Basis, for the year ending June 30, 1996.

(c) The statutory basis of accounting requires that certain transfers between General Fund appropriations be recorded as both revenues and expenditures of the General Fund. The amount of these transfers may vary greatly between fiscal years, and therefore, this category may not be comparable on a historical basis.

(d) The amounts shown do not reflect receipt of $250 million principal amount in fiscal year 1995–96 and $150 million principal amount in fiscal year 1996–97 from the sale of operating notes.

Source: Wisconsin Department of Administration.

Table II-10; General Fund Expenditures by Function (Page Part II-29). Replace the table with the following:

GENERAL FUND EXPENDITURES BY FUNCTION[(a)]
July 1, 1996 to May 31, 1997 compared with previous year
(Unaudited)

	Actual Expenditures 1995–96 FY[(b)]	Appropriations 1996–97 FY	Actual Expenditures July 1, 1995 to May 31, 1996	Actual Expenditures July 1, 1996 to May 31, 1997
Commerce.................................	$ 164,514,710	$ 191,645,400	$ 147,324,558	$ 166,502,577
Education..................................	5,837,139,605	6,600,333,700	4,525,721,313	5,049,493,401
Environmental Resources..........	242,360,896	239,038,900	231,328,025	221,553,545
Human Relations & Resources..	5,255,874,239	5,355,935,200	4,742,040,220	4,848,486,448
General Executive.....................	412,906,488	486,673,600	380,108,088	454,210,181
Judicial......................................	82,154,128	87,080,300	74,436,296	79,099,088
Legislative.................................	50,047,274	50,119,600	42,647,948	45,194,684
General Appropriations.............	1,603,605,241	1,641,130,200	1,570,737,476	1,556,334,969
TOTAL..........	$ 13,648,602,581	$ 14,651,956,900	$ 11,714,343,924	$ 12,420,874,893

(a) The amounts shown are based on the statutory accounting basis and not on GAAP. See "STATE GOVERNMENT ORGANIZATION AND FINANCIAL PROCEDURES; Accounting and Financial Reporting" in the Annual Report.

(b) The amounts shown are the sum of all expenditures for fiscal year 1995-96 based on the data used in the preparation of the Annual Fiscal Report, Budgetary Basis, for the year ending June 30, 1996.

Source: Wisconsin Department of Administration.

Table II-21; State Investment Fund (Page Part II-44). Replace the table with the following:

STATE INVESTMENT FUND
AS OF FEBRUARY 28, 1997 (UNAUDITED)
Market Versus Amortized Cost Valuation Report

	Estimated Book Value	Estimated Market Value	Percentage of Portfolio at Market
Commercial Paper	$1,431,907,951	$1,431,791,525	20.80%
Certificates of Deposit	27,700,000	27,700,000	0.40
Yankees	50,000,000	50,000,000	0.73
Time Deposits	2,056,222	2,056,222	0.03
Repurchase Agreements	2,899,212,200	2,899,221,500	42.13
Government Agencies	1,574,970,490	1,574,531,504	22.88
Government Agencies	198,689,475	198,841,019	2.89
Government Bonds................................	193,370,293	198,159,500	2.88
Federal National Mortgage Assoc.	2,100,904	2,073,655	0.03
Collateralized Mortgage Obligations	54,325,767	53,593,687	0.78
Mortgage Pass-Through Certificates	183,512,717	184,034,956	2.67
Credit Card Receivables	175,631,546	177,485,138	2.58
Miscellaneous Asset Backed	105,870,931	99,549,393	1.45
Other Financial Corporate Bonds	18,706,230	18,706,013	0.27
Private Placements	2,303,839	2,307,478	0.03
Swaps	0	(71,292,313)	(1.04)
Adjustment Due To Discount Notes	22,437,157	22,437,157	0.33
Accrued Income	6,065,434	6,065,434	0.09
	$6,952,976,217	$6,882,267,460	100.00%

Average Maturity for the Last Six Months

Reporting Date	Average Maturity (Days)	Reporting Date	Average Maturity (Days)
2/28/1997	16	11/30/1996	45
1/31/1997	30	10/31/1996	44
12/31/1996	47	9/30/1996	45

Summary of Investment Fund Participants

	Par Amount (Amounts in Thousands)	Percent of Portfolio
Mandatory Participants		
State of Wisconsin:		
General Fund................................	$ 1,135,865	17.1%
Transportation Fund	161,505	2.4
Natural Resources Fund	29,251	0.4
Bond Security and Redemption Fund	2,982	0.1
Lottery Fund................................	112,925	1.7
Patients Compensation	9,982	0.2
Veterans Mortgage Loan Repayment	108,407	1.6
Capital Improvement Fund	37,327	0.6
Others................................	378,206	5.7
State of Wisconsin Retirement System:		
Fixed Retirement Investment Trust	425,763	6.4
Variable Retirement Investment Trust	22,530	0.3
Combined Stock Fund................................ .	1,168,655	17.6
Elective Participants		
Local Government Investment Pool	3,036,322	45.8
	$ 6,629,720	100.0%

Source: State of Wisconsin Investment Board

Table III-2; Outstanding General Obligations by Issue (Pages Part III-9 through Part III-12). Replace the table with the following:

OUTSTANDING GENERAL OBLIGATIONS BY ISSUE
(As of May 31, 1997)

Financing	Date of Financing	Maturity	Amount of Issuance	Amount Outstanding
Long-Term General Obligations				
1970- Series A	3/1/70	1971-90	$ 50,510,000	$ -0-
Series B	3/1/70	1971-2000	8,075,000	-0-
Series C	6/1/70	1971-90	39,000,000	-0-
Series D	6/1/70	1971-2001	30,025,000	-0-
Series E	9/15/70	1971-1990	70,000,000	-0-
1971- Series A	1/15/71	1972-91	35,000,000	-0-
Series B	3/15/71	1972-91	19,500,000	-0-
Series C	6/15/71	1972-91	32,800,000	-0-
Series D	9/15/71	1972-91	30,000,000	-0-
Series E	9/15/71	1972-2001	5,020,000	-0-
1972- Series A	1/15/72	1973-92	40,000,000	-0-
Series B	4/15/72	1973-92	61,500,000	-0-
Series C	7/15/72	1973-92	43,000,000	-0-
Series D	10/15/72	1973-92	35,000,000	-0-
1973- Series A	1/15/73	1974-93	37,500,000	-0-
Series B	4/15/73	1974-93	30,000,000	-0-
Series C	4/15/73	1974-2003	6,505,000	-0-
1974- Series A	2/15/74	1975-94	59,600,000	-0-
1975- Series A	3/1/75	1976-95	75,000,000	-0-
Series B	8/15/75	1976-95	18,200,000	-0-
Series D	8/15/75	1976-2000	50,000,000	-0-
Series E	12/1/75	1976-2000	96,400,000	-0-
Series F	12/1/75	1976-2005	5,500,000	-0-
1976- Series A	3/15/76	1977-2001	147,600,000	-0-
Series B	7/1/76	1977-2006	119,900,000	-0-
Series C	11/1/76	1978-2001	40,000,000	3,200,000
1977- Series A	2/15/77	1978-2007	74,000,000	-0-
Series B	5/15/77	1978-2002	128,000,000	8,800,000
Series C	10/1/77	1978-2002	39,000,000	-0-
1978- Series A	2/1/78	1979-2003	118,000,000	-0-
Series B	6/1/78	1979-2003	94,500,000	-0-
Series C	11/1/78	1979-2003	77,300,000	6,320,000
1979- Series A	2/1/79	1980-2004	84,800,000	-0-
Series B	5/15/79	1980-2004	86,800,000	-0-
Series C	10/15/79	1980-2004	90,000,000	-0-
1980- Series A	1/1/80	1981-2005	46,500,000	-0-
Series B	6/15/80	1981-2000	40,000,000	-0-
Note Issue IX	6/15/80	1981-2010	2,000,000	-0-
1981- Series A	6/15/81	1982-2001	75,000,000	-0-
Series B	12/1/81	1982-2001	65,000,000	-0-
1982- Series A	6/15/82	1983-2002	60,000,000	-0-
Series B	9/15/82	1987-2007	30,000,000	-0-
Series C	12/15/82	1983-2007	160,000,000	-0-
1983- Series A	5/1/83	1987-2008	20,000,000	-0-
Series B	5/1/83	1984-2003	90,000,000	-0-
Series C	12/1/83	1984-2008	100,300,000	-0-

Financing		Date of Financing	Maturity	Amount of Issuance	Amount Outstanding
1984-	Series A	4/1/84	1989-2011	50,000,000	-0-
	Series B	4/1/84	1985-2004	110,000,000	-0-
	Daily Demand Note	9/27/84	1985-1989	75,600,000	-0-
1985-	Series A	4/1/85	1986-2015	150,000,000	-0-
	Series B	4/1/85			
	Serial Bonds		1996-2001	60,010,000	-0-
	Term Bonds		2003	40,815,000	-0-
	Term Bonds		2009	140,130,000	-0-
	Term Bonds		2016	50,000,000	-0-
1986-	Series A	5/15/86			
	Serial Bonds		1995-2002	13,145,000	10,540,000
	Term Bonds		2006	13,025,000	-0-
	Term Bonds		2015	12,015,000	2,150,000
	Series B	4/1/86	1987-2006	247,800,000	-0-
1987-	Notes Series A	11/5/87	1989	46,480,000	-0-
1988-	Notes Series A	3/10/88	1989	26,895,000	-0-
	Refunding	5/1/88			
	Serial Bonds		1991-2005	389,505,000	28,555,000 [a]
	Term Bonds		2015	2,405,000	-0-
	Capital Appreciation Bonds		1994-2004	55,545,000	15,000,000 [a]
	Bonds Series A	7/1/88			
	Serial Bonds		1989-2003	2,825,000	1,665,000
	Term Bonds		2008	1,200,000	-0-
	Term Bonds		2018	7,925,000	-0-
	Accelerated Term Bonds		2008	3,050,000	-0-
	Notes Series B	8/16/88	1989	61,280,000	-0-
	Bonds Series B	12/1/88	1990-2009	143,980,000	2,775,000 [a]
1989-	Bonds Series A	1/1/89			
	Serial Bonds		1990-2004	4,150,000	2,775,000
	Term Bonds		2009	775,000	-0-
	Term Bonds		2019	11,175,000	-0-
	Accelerated Term Bonds		2009	3,900,000	-0-
	Bonds Series B	3/1/89	1990-2009	43,755,000	-0-
	Bonds Series C	5/1/89	1990-2009	71,415,000	-0-
	Bonds Series D	8/1/89			
	Serial Bonds		1990-2004	4,150,000	2,900,000
	Term Bonds		2009	725,000	725,000
	Term Bonds		2019	11,350,000	11,350,000
	Accelerated Term Bonds		2009	3,775,000	-0-
	Bonds Series E	10/1/89	1991-2010	63,365,000	2,805,000 [a]
1990-	Bonds Series A	1/1/90	1991-2010	134,495,000	6,335,000 [a]
	Bonds Series B	3/1/90			
	Serial Bonds		1991-2004	3,575,000	2,600,000
	Accelerated Term Bonds		2010	3,975,000	-0-
	Term Bonds		2020	12,450,000	-0-
	Bonds Series C	5/1/90	1991-2010	38,170,000	1,405,000 [a]
	Bonds Series D	5/24/90	1996-2010	65,859,000	57,071,000
	Bonds Series E	8/1/90	1991-2010	76,810,000	2,630,000 [a]
	Bonds Series F	10/1/90			
	Serial Bonds		1991-2005	3,775,000	2,800,000
	Accelerated Term Bonds		2010	3,800,000	-0-

[a] Pursuant to a refunding escrow agreement the principal and interest on all or a portion of the bonds will be paid as it comes due and those bonds will be called for redemption prior to maturity. The principal amount of bonds for which payment is provided is treated as not outstanding for purposes of this table.

Financing	Date of Financing	Maturity	Amount of Issuance	Amount Outstanding
Term Bonds		2020	12,425,000	-0-
Bonds Series G	12/1/90	1992-2011	128,765,000	19,435,000 [(a)]
1991- Bonds Series A	4/1/91			
Serial Bonds		1992-2006	5,775,000	4,300,000
Accelerated Term Bonds		2011	5,825,000	-0-
Term Bonds		2021	18,400,000	18,400,000
Bonds CWF Series 1	Various	1993-2011	55,000,000	48,916,836
Bonds Series B	5/15/91	1996-2011	117,136,000	102,483,000
Bonds Series C	6/1/191	1992-2011	60,580,000	7,465,000 [(a)]
Bonds Series D	9/1/91	1993-2012	97,000,000	18,775,000 [(a)]
1992- Bonds Series A	3/1/92	1993-2012	219,040,000	53,775,000 [(a)]
Refunding Bonds	3/1/92	1994-2015	448,935,000	416,795,000
Bonds Series B	6/1/92			
Serial Bonds		1993-2008	7,780,000	2,310,000
Accelerated Term Bonds		2012	4,000,000	-0-
Term Bonds		2022	18,220,000	6,605,000
Loan Series B	10/2/92	1995	5,330,000	-0-
Refunding Bonds Series 2	10/15/92	1994-2015	5,975,000	5,340,000
Bonds Series C	11/1/92	1994-2013	173,285,000	65,065,000 [(a)]
1993- Refunding Bonds Series 1	1/1/93	1994-2009	280,060,000	269,720,000
Bonds CWF Series A	1/15/93	1993-2011	5,000,000	4,388,184
Refunding Bonds Series 2	3/1/93	1993-2011	137,530,000	135,570,000
Bonds Series A	2/1/93	1994-2013	124,325,000	100,870,000
Refunding Bonds Series 3	8/1/93	1995-2012	302,050,000	296,560,000
Refunding Bonds Series 6	10/15/93			
Serial Bonds		1994-2006	5,510,000	4,265,000
Term Bonds		2010	2,125,000	2,125,000
Term Bonds		2013	2,150,000	2,150,000
Term Bonds		2016	10,215,000	10,215,000
Refunding Bonds Series 4	12/1/93	1994-2006	77,575,000	54,010,000
Refunding Bonds Series 5	12/1/93			
Serial Bonds		1994-2006	113,550,000	113,000,000
Term Bonds		2010	14,770,000	14,770,000
Term Bonds		2013	1,190,000	1,190,000
Term Bonds		2016	1,405,000	1,405,000
Term Bonds		2023	4,340,000	4,340,000
1994- Bonds CWF Series 1	1/25/94	1994-2013	15,000,000	14,261,254
Bonds Series A	1/1/94	1995-2014	119,810,000	104,670,000
Refunding Bonds Series 1	3/1/94	1995-2002	106,610,000	56,390,000
Refunding Bonds Series 2	3/1/94			
Serial Bonds		1999-2009	52,050,000	52,050,000
Term Bonds		2014	1,700,000	1,700,000
Term Bonds		2014	4,775,000	4,775,000
Bonds Series B	6/1/94	1995-2014	110,000,000	93,819,460
Refunding Bonds Series 3	9/15/94	1995-2008	10,400,000	8,000,000
Bonds Series C	9/15/94			
Serial Bonds		1998-2013	17,135,000	15,710,000
Term Bonds		2016	5,135,000	5,060,000
Term Bonds		2020	8,535,000	8,405,000
Term Bonds		2023	14,195,000	13,980,000
Bonds CWF Series 1	1/17/95	1994-2013	4,935,573	4,753,751

[(a)] Pursuant to a refunding escrow agreement the principal and interest on all or a portion of the bonds will be paid as it comes due and those bonds will be called for redemption prior to maturity. The principal amount of bonds for which payment is provided is treated as not outstanding for purposes of this table.

Financing		Date of Financing	Maturity	Amount of Issuance	Amount Outstanding
1995-	Bonds Series A	1/15/95	1996-2015	231,315,000	120,840,000 [(a)]
	Refunding Bonds, Series 1	2/15/95			
	Serial Bonds		1999-2000	4,350,000	4,350,000
	Serial Bonds		2004	860,000	860,000
	Serial Bonds		2007-	10,525,000	10,525,000
	Bonds Series B	2/15/95			
	Term Bonds		2016	4,215,000	4,215,000
	Term Bonds		2020	7,920,000	7,920,000
	Term Bonds		2025	17,130,000	17,130,000
	Note, Series B	7/6/95	2005	361,623	308,130
	Bonds CWF Series 1	8/23/95	1996-2015	5,000,000	4,635,703
	Bonds Series C	6/15/95	1997-2016	97,480,000	92,535,000
	Refunding Bonds Series 2	10/15/95			
	Serial Bonds		1997-2000	5,780,000	5,780,000
	Serial Bonds		2004-2005	2,715,000	2,715,000
	Serial Bonds		2007-2015	34,355,000	34,355,000
1996-	Bonds Series A	1/15/96	1997-2016	158,080,000	152,630,000
	Refunding Bonds, Series 1	2/15/96	1996-2015	104,765,000	102,760,000
	Bonds Series B	5/15/96			
	Serial Bonds		1998-1999	4,215,000	4,215,000
	Serial Bonds		2007-2014	16,550,000	16,550,000
	Term Bonds		2021	10,305,000	10,305,000
	Term Bonds		2026	13,930,000	13,930,000
	Bonds Series C	9/1/96	1998-2017	115,230,000	115,230,000
	Bonds CWF Series A	8/29/96	2001-2011	5,000,000	4,683,144
	Bonds Series D	10/15/96			
	Serial Bonds		2007-2009	8,550,000	8,550,000
	Term Bonds		2014	3,700,000	3,700,000
	Term Bonds		2020	6,405,000	6,405,000
	Term Bonds		2027	11,345,000	11,345,000
1997	Bonds CWF Series 1			5,000,000	5,000,000
	Bonds Series A	3/1597			
	Serial Bonds		2006-2015	17,880,000	17,880,000
	Serial Bonds		2017	5,760,000	5,760,000
	Bonds Series 1	3/15/1997			
	Term Bonds		2021	8,065,000	8,065,000
	Term Bonds		2028		13,295,000
	Total Long-Term General Obligations			$8,797,537,19 6	$3,143,915,460
Short-Term General Obligations					
1997	Commercial Paper Series A	4/3/1997		$	$ 91,761,000
	TOTAL GENERAL OBLIGATIONS			$8,896,807,19	$3,235,676,460

[(a)] Pursuant to a refunding escrow agreement the principal and interest on all or a portion of the bonds will be paid as it comes due and those bonds will be called for redemption prior to maturity. The principal amount of bonds for which payment is provided is treated as not outstanding for purposes of this table.

Table III-5; Annual Debt Limit Compared To Actual Borrowing (Page Part III-14). Replace the table with the following:

ANNUAL DEBT LIMIT COMPARED TO ACTUAL BORROWING 1987 TO 1996

Calendar Year	Annual Debt Limitation	Actual Borrowing	Borrowing as Percentage of Limitation
1987	$ 914,127,417	$ 46,480,000	5.1%
1988	949,406,681	247,155,000	26.0
1989	999,046,384	218,535,000	21.9
1990	1,060,277,304	484,099,000	45.7
1991	1,131,958,171	359,716,000	31.8
1992	1,196,902,524	427,655,000	35.7
1993	1,287,578,726	129,325,000	10.0
1994	1,387,461,496	289,810,000	20.9
1995	1,511,535,818	368,322,196	24.4
1996	1,627,078,182	353,295,000	21.7

Source: Wisconsin Department of Administration.

Table III-6; Debt Statement (Page Part III-14). Replace the table with the following:

DEBT STATEMENT
May 31, 1997

	Tax-Supported Debt		Revenue-Supported Debt[a]		
	General Fund	**Segregated Funds[b]**	**Veterans Housing**	**Other[c]**	**Total**
GENERAL OBLIGATIONS					
Outstanding Indebtedness ...	$2,335,647,676	$46,586,321	$569,000,000	$284,442,465	$ 3,235,676,462
NONSTOCK, NONPROFIT CORPORATIONS[d]					
Wisconsin University Building Corp.				$ 364,969	$ 364,969
Wisconsin State Colleges Building Corp. .				1,275,000	1,275,000
Outstanding Indebtedness ...				$ 1,639,969	$ 1,639,969
Total Outstanding Indebtedness	$2,335,647,676	$46,586,321	$569,000,000	$286,082,434	$3,237,316,431

(a) Revenue Supported Debt represents general obligation debt of the State and indebtedness of its nonstock, nonprofit corporations issued to fund particular programs and facilities with the initial expectation that revenues and other proceeds derived from the operation of the programs and facilities will amortize the allocable debt without recourse to the General Fund.

(b) Includes the Transportation Fund and certain administrative facilities for the Department of Natural Resources.

(c) Includes university dormitories, food service, intercollegiate athletic facilities, certain facilities on the State Fair grounds and capital equipment acquisition.

(d) See "OTHER OBLIGATIONS; Nonstock, Nonprofit Corporations" for a description of the nonstock, nonprofit corporations.

Source: Wisconsin Department of Administration.

Table III-9; Debt Service Maturity Schedule (Page Part III-16). Replace the table with the following:

DEBT SERVICE MATURITY SCHEDULE:
AMOUNT DUE ANNUALLY ON GENERAL OBLIGATION BONDS
ISSUED TO MAY 31, 1997 [(a)]

Fiscal Year (Ending June 30)	Principal	Interest	Total Debt Service
1998	$ 217,183,763	$ 164,152,666	$ 381,336,429
1999	218,154,984	152,230,029	370,385,013
2000	220,258,009	141,547,024	361,805,033
2001	216,457,027	131,841,074	348,298,101
2002	211,555,237	120,630,771	332,186,008
2003	203,268,667	109,223,335	312,492,002
2004	188,588,418	98,724,966	287,313,384
2005	183,025,636	88,437,581	271,463,217
2006	178,651,610	77,832,239	256,483,849
2007	172,873,630	68,629,533	241,503,163
2008	166,494,797	59,736,760	226,231,557
2009	166,406,494	50,902,329	217,308,823
2010	148,140,618	42,566,982	190,707,600
2011	133,435,664	35,263,913	168,699,577
2012	106,987,615	28,605,495	135,593,110
2013	87,839,671	23,442,739	111,282,410
2014	67,440,756	18,970,258	86,411,014
2015	55,199,568	15,295,992	70,495,560
2016	37,400,532	12,242,784	49,643,316
2017	30,812,766	10,066,307	40,879,073
2018	15,470,000	8,383,767	23,853,767
2019	15,520,000	7,372,220	22,892,220
2020	15,710,000	6,351,730	22,061,730
2021	16,275,000	5,340,258	21,615,258
2022	15,130,000	4,324,685	19,454,685
2023	14,945,000	3,388,210	18,333,210
2024	15,505,000	2,449,167	17,954,167
2025	10,490,000	1,482,775	11,972,775
2026	6,090,000	802,565	6,892,565
2027	8,365,000	425,385	8,790,385
2028	240,000	14,400	254,400
TOTALS	$3,143,915,462	$1,490,677,939	$4,634,593,401

[(a)] The following maturity schedule does not include interest and principal payments o outstanding general obligation commercial paper.

Source: Wisconsin Department of Administration

Table III-9; Debt Service Maturity Schedule (Page Part III-16). Add the following table:

AMORTIZATION SCHEDULE:
AMOUNT DUE ANNUALLY ON GENERAL OBLIGATION COMMERCIAL PAPER ISSUED TO MAY 31, 1997 [(a)]

Fiscal Year (Ending June 30)	Principal
1998	$ 4,150,000
1999	4,295,000
2000	4,455,000
2001	4,645,000
2002	4,845,000
2003	4,565,000
2004	4,770,000
2005	4,995,000
2006	5,230,000
2007	5,495,000
2008	3,540,000
2009	3,720,000
2010	3,915,000
2011	4,120,000
2012	4,340,000
2013	4,575,000
2014	4,820,000
2015	5,085,000
2016	5,370,000
2017	5,660,000
TOTALS	$92,590,000

[(a)] The State intends to treat general obligation commercial paper as if it were a long-term bond issue by making annual payments on May 1. Each payment reflects a principal amortization. The Program Resolution does not permit the State to have any commercial paper outstanding for more than 10 years after its issuance date. The State also intends to make payments on May 1 and November 1 on all outstanding general obligation commercial paper in an amount equal to the interest accrued and accruing for that period.

Subsequent to May 31, 1997, the State authorized the issuance of additional general obligation commercial paper, of which $76,335,000 are expected to be amortized as if it were a long-term bond issue.

Appendix B

GENERAL OBLIGATION ISSUANCE STATUS REPORT
July 1, 1997

Program Purpose	Legislative Authorization	General Obligations Issued to Date[a]	Interest Earnings[b]	Total Authorized Unissued Debt	1997 Series B Bonds	Remaining Authority[a]
University of Wisconsin; academic facilities	$ 740,111,300	$ 684,892,229	$ 11,077,318	$ 44,141,753		$ 44,141,753
University of Wisconsin; self-amortizing facilities	373,781,600	232,677,621	864,294	140,239,685		140,239,685
Natural resources; municipal clean drinking water grants	9,800,000	9,454,342	141,809	203,849		203,849
Clean water fund	553,194,000	285,935,573	15,282	267,243,145		267,243,145
Natural resources; nonpoint source grants	20,000,000	16,375,658	132,570	3,491,772		3,491,772
Natural resources; Environmental repair	31,500,000	15,380,000	145,109	15,974,891		15,974,891
Natural resources; segregated revenue supported dam maintenance, repair, modification, abandonment and removal	4,000,000	55,000		3,945,000		3,945,000
Natural resources; pollution abatement and sewage collection facilities, ORAP funding	146,850,000	145,010,325		1,839,675		1,839,675
Natural resources; pollution abatement and Sewage collection facilities	902,449,800	866,325,888	18,510,235	17,613,677		17,613,677
Natural resources; pollution abatement and sewage collection facilities; Combined sewer overflow	200,600,000	193,689,242	6,287,401	623,357		623,357
Natural resources; recreation projects	56,055,000	56,053,036	0	1,964		1,964
Natural resources: local parks land acquisition and development	2,490,000	2,439,349	42,259	8,392		8,392
Natural resources; recreation development	23,061,500	22,568,166	142,500	350,834		350,834
Natural resources; land acquisition	45,608,600	45,115,269	491,670	1,661		1,661
Natural resources; Wisconsin natural areas heritage program	2,500,000	2,442,545	17,174	40,281		40,281

GENERAL OBLIGATION ISSUANCE STATUS REPORT
July 1, 1997

Program Purpose	Legislative Authorization	General Obligations Issued to Date[(a)]	Interest Earnings[(b)]	Total Authorized Unissued Debt	1997 Series B Bonds	Remaining Authority[(a)]
Natural resources; segregated revenue supported facilities..................	14,749,900	10,314,722	44,727	4,390,451		4,390,451
Natural resources; general fund supported administrative facilities...........	6,733,500	5,411,075	17,956	1,304,469		1,304,469
Natural resources; ice age.trail…................……...	750,000			750,000		750,000
Natural resources; dam maintenance, repair, modification, abandonment and.removal.....................……	5,500,000	5,345,000	48,790	106,210		106,210
Natural resources; segregated revenue Supported land acquisition….	2,500,000	2,498,446		1,554		1,554
Natural resources; Warren Knowles – Gaylord Nelson stewardship program.	231,000,000	113,485,000	1,284,627	116,230,373		116,230,373
Transportation; administrative facilities...........	8,890,400	8,759,479		130,921		130,921
Transportation; accelerated bridge Improvement.........….............	46,849,800	46,849,800				
Transportation; Rail passenger route Development…………………	50,000,000			50,000,000		50,000,000
Transportation; accelerated highway improvements..........................	185,000,000	185,000,000				
Transportation; connecting highway improvements..........................	15,000,000	15,000,000				
Transportation; federally aided highway facilities...................	10,000,000	10,000,000				
Transportation; highway projects….................	41,000,000	41,000,000				
Transportation; harbor improvements...............	12,000,000	8,480,000	232,606	3,287,394		3,287,394
Transportation; rail acquisitions and improvements…...............	14,500,000	9,165,000		5,335,000		5,335,000

GENERAL OBLIGATION ISSUANCE STATUS REPORT
July 1, 1997

Program Purpose	Legislative Authorization	General Obligations Issued to Date[(a)]	Interest Earnings[(b)]	Total Authorized Unissued Debt	1997 Series B Bonds	Remaining Authority[(a)]
Corrections; Correctional facilities.............	480,087,500	394,011,762	8,069,659	78,006,079	$ 40,000,000	38,006,079
Corrections; self-amortizing equipment…....	6,110,000	700,000	75	5,409,925		5,409,925
Health and family services; mental healthfacilitie..............	88,712,500	71,000,268	678,076	17,034,156	10,000,000	7,034,156
Health and family services; juvenile correctional facilities..	29,441,500	22,123,556	98,142	7,219,802		7,219,802
Building commission; Previous lease rental authority.........................	143,171,600	143,068,654		102,946		102,946
Building commission; Refunding corporation self-amortizing debt................	2,686,600			2,686,600		2,686,600
Building commission; Refunding tax-supported general obligation debt............	1,740,000,000	1,700,210,460 [(c)]		39,789,540		39,789,540
Building commission; Refunding self-amortizing general obligation debt............	180,000,000	175,804,003 [(c)]		4,195,997		4,195,997
Building commission; housing state departments and agencies............................	219,525,600	162,074,121	1,077,686	56,373,793	40,000,000	16,373,793
Building commission; 1 West Wilson street Parking ramp…......................	15,100,000	13,500,000	293,634	1,306,366		1,306,366
Building commission; Project contingencies..............	19,659,000	8,490,000	49,419	11,119,581		11,119,581
Building commission; capital equipment acquisition...	67,129,800	54,199,191	728,337	12,202,272		12,202,272
Building commission; discount sale of debt................	65,000,000	44,183,484		20,816,516		20,816,516
Building commission; discount sale of debt (higher education bonds)..........	100,000,000	99,988,833 [(c)]		11,167		11,167
Building commission; other public purposes..............	736,956,000	559,862,152	4,128,179	172,965,669	11,010,000	161,955,669
Medical College of Wisconsin, Inc.; basic science education facility.........	10,000,000	8,000,000		2,000,000		2,000,000

GENERAL OBLIGATION ISSUANCE STATUS REPORT
July 1, 1997

Program Purpose	Legislative Authorization	General Obligations Issued to Date[a]	Interest Earnings[b]	Total Authorized Unissued Debt	1997 Series B Bonds	Remaining Authority[a]
Educational communications board; educational Communications facilities…...	7,429,600	6,794,539	36,946	598,115		598,115
Historical society; self-amortizing facilities...........	3,073,600	1,029,156	4,067	2,040,377		2,040,377
Historical society; Historic records.........................	400,000			400,000		400,000
Historical society; Historic sites.............................	1,839,000	1,825,756		13,244		13,244
Historical society; Museum facility........................	4,384,400	4,281,000		103,400		103,400
Education; state schools and Library facilities........................	7,367,700	7,289,197	32,508	45,995		45,995
Military affairs; Armories and military facilities.	18,215,200	15,772,527	192,543	2,250,130		2,250,130
Veterans affairs; Wisconsin veterans home........	9,990,100	7,518,065	50,556	2,421,479		2,421,479
Veterans affairs; self-amortizing mortgage loans.	1,661,000,000	1,519,136,295	4,233,917	137,629,788		137,629,788
Veterans affairs; Refunding bonds.....................	625,000,000	610,594,245		14,405,755		14,405,755
Veterans affairs; self-amortizing Housing facilities......................	1,629,400			1,629,400		1,629,400
State fair park board; Housing facilities…..................	13,000,000	4,885,000		8,115,000		8,115,000
State fair park board; self-amortizing facilities...........	27,850,000	19,653,800	6,046	8,190,154		8,190,154
Total.....................................	$10,041,234,50	$8,695,718,829	$59,176,117	$1,286,339,554	$101,010,000	$1,185,329,554

[a] On June 25, 1997, the State authorized $82,670,000 General Obligation Commercial Paper Notes of 1997, Series B, which are not reflected in these amounts.

[b] Interest earnings reduce issuance authority by the same amount.

[c] Interest scheduled to accrue on any obligation that is not payable during the current fiscal year is treated as debt and taken into account for purposes of the statutory authority to issue debt.

Source: Wisconsin Department of Administration.

Appendix C

EXPECTED FORM OF LEGAL OPINION

Upon delivery of the Bonds, it is expected that Foley & Lardner will deliver a legal opinion in substantially the following form:

(Letterhead of Foley & Lardner)
$101,010,000
STATE OF WISCONSIN
GENERAL OBLIGATION BONDS OF 1997, SERIES B

We have acted as bond counsel in connection with the issuance by the State of Wisconsin (the "State") of its General Obligation Bonds of 1997, Series B to the amount of $101,010,000, dated July 15, 1997 (the "Bonds"). We investigated the law and examined such certified proceedings and other papers as we deemed necessary to render this opinion.

As to questions of fact material to our opinion, we relied upon the certified proceedings and other certificates of public officials furnished to us without undertaking to verify the same by independent investigation.

We have not been engaged or undertaken to review the accuracy, completeness or sufficiency of the Official Statement or other offering material relating to the Bonds (except to the extent, if any, stated in the Official Statement), and we express no opinion relating thereto (excepting only the matters set forth as our opinion in the Official Statement). However, in connection with the rendering of our opinion as to the validity of the Bonds, nothing has come to our attention that would lead us to believe that the Official Statement (except for the financial statements and other financial or statistical data included therein, as to which we express no view), as of the date of delivery of the Bonds, contained any untrue statement of a material fact or omitted to state any material fact required to be stated therein or necessary to make the statements contained therein, in light of the circumstances under which they were made, not misleading.

The Bonds are being issued pursuant to Chapter 18, Wisconsin Statutes (the "Act") and a resolution adopted by the State of Wisconsin Building Commission (the "Commission") on June 25, 1997, as amended and supplemented by a resolution adopted by the Commission on July 31, 1997 (the "Resolution").

Based upon the foregoing, we are of the opinion that, under existing law:

1. The Bonds, to the amount named, are valid and binding general obligations of the State.

2. The Resolution has been duly adopted by the Commission and constitutes a valid and binding obligation of the State enforceable upon the State as provided in the Resolution.

3. The full faith, credit and taxing power of the State are irrevocably pledged to the payment of the principal of, premium, if any, and interest on the Bonds as the same mature and become due. There has been irrevocably appropriated, as a first charge upon all revenues of the State, a sum sufficient for such purpose.

4. The interest on the Bonds is excluded from gross income for federal income tax purposes and the interest on the Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on all taxpayers; it should be noted, however, that with respect to certain corporations (as defined for federal income tax purposes), such interest

is taken into account in determining adjusted current earnings for the purpose of computing the alternative minimum tax imposed on such corporations. The opinions set forth in the preceding sentence are subject to the condition that the State comply with all requirements of the Internal Revenue Code of 1986, as amended, and other federal tax legislation that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon be, or continue to be, excluded from gross income for federal income tax purposes. The State has covenanted to comply with each such requirement to the extent it may lawfully do so. Failure to comply with certain of such requirements may cause the inclusion of interest on the Bonds in gross income for federal income tax purposes retroactively to the date of issuance of the Bonds. We express no opinion regarding other federal tax consequences arising with respect to the Bonds.

It is to be understood that the rights of the owners of the Bonds and the enforceability of the Bonds may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights heretofore or hereafter enacted to the extent constitutionally applicable and that their enforcement may be subject to the exercise of judicial discretion in appropriate cases.

Very truly yours,

FOLEY & LARDNER