STATE OF WISCONSIN
CONTINUING DISCLOSURE
ANNUAL REPORT

Filed Pursuant to Undertakings Provided to Permit Compliance With Securities Exchange Commission Rule 15c2-12

GENERAL OBLIGATIONS
(Base CUSIPs 977055, 977056, and 97705L)

MASTER LEASE CERTIFICATES OF PARTICIPATION
(Base CUSIP 977087)

TRANSPORTATION REVENUE OBLIGATIONS
(Base CUSIP 977123)

CLEAN WATER REVENUE BONDS
(Base CUSIP 977092)

PETROLEUM INSPECTION FEE REVENUE OBLIGATIONS
(Base CUSIP 977109)

GENERAL FUND ANNUAL APPROPRIATION BONDS
(Base CUSIP 977100)

December 27, 2013

SCOTT WALKER
GOVERNOR

MIKE HUEBSCH
SECRETARY

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December 27, 2013

Thank you for your interest in the State of Wisconsin.

This is the Continuing Disclosure Annual Report for the fiscal year ending June 30, 2013 (**2013 Annual Report**).

The 2013 Annual Report provides information on different securities that the State issues and is provided under the State's continuing disclosure undertakings. These undertakings of the State are intended to help dealers and brokers comply with Rule 15c2-12 under the Securities Exchange Act of 1934. As of this date, the State has filed the 2013 Annual Report with the Municipal Securities Rulemaking Board (**MSRB**) through the MSRB's Electronic Municipal Market Access (**EMMA**) system. EMMA receives, and makes available to the public, continuing disclosure documents and related information that is provided by issuers and obligated persons.

Official Statements for securities that the State issues during calendar year 2014 may incorporate parts of this 2013 Annual Report by reference.

Organization of the 2013 Annual Report

The 2013 Annual Report is divided into eight parts. The first two parts present general information.

- **Part I** presents the **State's continuing disclosure undertakings**. A Master Agreement on Continuing Disclosure (Amended and Restated December 1, 2010) establishes a general framework. Separate addenda describe the information to be provided for specific types of securities.

- **Part II** presents **general information about the State**, including its operations and financial results. This part includes the General Purpose External Financial Statements portion of the audited Comprehensive Annual Financial Report for the fiscal year ending June 30, 2013. This part also provides information on the 2013-15 biennial budget and the results of the 2012-13 fiscal year.

The remaining parts present information about different types of securities that the State issues.

- **Part III — General obligations (including bonds, commercial paper, and extendible municipal commercial paper)**
- **Part IV — Master lease certificates of participation**
- **Part V — Transportation revenue obligations (including bonds and commercial paper)**
- **Part VI — Clean water revenue bonds**
- **Part VII — Petroleum inspection fee revenue obligations (including bonds and extendible municipal commercial paper)**
- **Part VIII – General fund annual appropriation bonds (including bonds and variable rate notes)**

Please note that certain terms may have different meanings in different parts.

Ratings on the State's Securities
The following chart presents a summary of the long-term ratings currently assigned to different types of securities that the State issues.

Security	Fitch Ratings	Kroll Bond Rating Agency, Inc.[a]	Moody's Investors Service, Inc.	Standard & Poor's Ratings Services
General Obligations	AA	AA	Aa2	AA
Master Lease Certificates of Participation	AA–	—	Aa3	AA–
Transportation Revenue Bonds	AA+	—	Aa2	AA+
Clean Water Revenue Bonds	AA+	—	Aa1	AA+
Petroleum Inspection Fee Revenue Bonds	AA	—	Aa2	AA
General Fund Annual Appropriation Bonds	AA–	—	Aa3	AA–

[a] The State of Wisconsin secured a long-term general obligation rating from Kroll Bond Rating Agency, Inc. on October 8, 2013. The State expects to secure in the first quarter of calendar year 2014 ratings from Kroll for its appropriation obligations.

How to Get Additional Information

If you are interested in information about securities that the State issues, please contact the Capital Finance Office; *the Capital Finance Office is the only party authorized to speak on the State's behalf about the State's securities.*

The Capital Finance Office maintains a web site that provides access to both disclosure and non disclosure information.

www.doa.wi.gov/capitalfinance

The Capital Finance Office posts to this web site general fund cash flow reports and all event and additional (voluntary) filings that it makes through MSRB's EMMA system.

We welcome your comments or suggestions about the format and content of the 2013 Annual Report. I can be reached at (608) 266-2305 or **DOACapitalFinanceOffice@wisconsin.gov**.

Sincerely,

/S/ KEVIN D. TAYLOR

Kevin D. Taylor
Capital Finance Director

SUMMARY OF OUTSTANDING STATE OF WISCONSIN OBLIGATIONS AS OF DECEMBER 15, 2013

	Principal Balance 12/15/2012	Principal Issued 12/15/2012 – 12/15/13	Principal Matured, Redeemed, or Defeased 12/15/2012 – 12/15/13	Principal Balance 12/15/2013
		GENERAL OBLIGATIONS[(a)]		
Total	**$8,014,705,521**	**$1,047,765,000**	**$1,034,939,277**	**$8,027,531,244**
General Purpose Revenue (GPR)	5,314,548,734	549,922,993	655,942,724	5,208,529,003
Self-Amortizing: Veterans	120,820,000	—	34,895,000	85,925,000
Self-Amortizing: Other	2,579,336,786	497,842,007	344,101,552	2,733,077,241
		MASTER LEASE CERTIFICATES OF PARTICIPATION		
Total	**$ 55,891,494**	**$ 29,515,658**	**$ 18,611,612**	**$ 66,795,540**
		TRANSPORTATION REVENUE OBLIGATIONS[(a)]		
Total	**$1,806,153,000**	**$ 259,680,000**	**$ 192,930,000**	**$1,872,903,000**
		CLEAN WATER REVENUE BONDS		
Total	**$ 885,510,000**	**$ 82,845,000**	**$ 145,415,000**	**$ 822,940,000**
		PETROLEUM INSPECTION FEE REVENUE OBLIGATIONS[(a)]		
Total	**$ 188,610,000**	**—**	**$ 24,165,000**	**$ 164,445,000**
		GENERAL FUND ANNUAL APPROPRIATION BONDS[(a)]		
Total	**$3,302,625,000**	**$ 251,555,000**	**$294,690,000**	**$3,259,490,000**

(a) This table also includes variable rate obligations that have been issued by the State.

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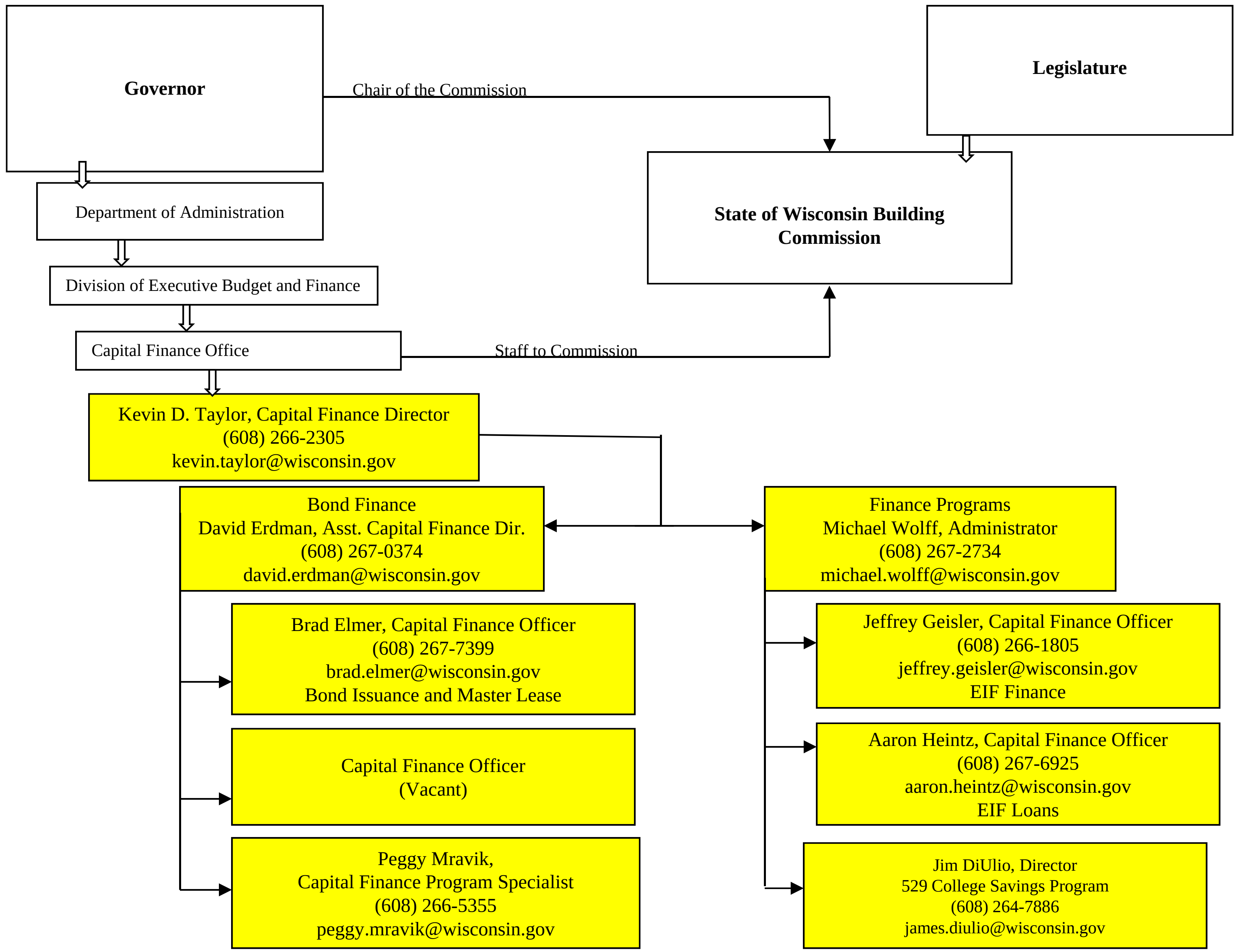
TRANSPORTATION REVENUE OBLIGATIONS

Capital Finance Office Staff (December 15, 2013)



STATE OFFICIALS PARTICIPATING IN ISSUANCE AND SALE OF BONDS AND NOTES

BUILDING COMMISSION MEMBERS*

Voting Members	**Term of Office Expires**
Governor Scott Walker, Chairperson	January 5, 2015
Representative Dean Kaufert, Vice-Chairperson	January 5, 2015
Senator Neal Kedzie	January 5, 2015
Senator Terry Moulton	January 5, 2015
Senator Fred Risser	January 2, 2017
Representative Joan Ballweg	January 5, 2015
Representative Gordon Hintz	January 5, 2015
Mr. Robert Brandherm, Citizen Member	At the pleasure of the Governor
Nonvoting, Advisory Members	
Vacant, State Chief Engineer Department of Administration	——
Mr. Daniel J. Stephans, State Ranking Architect Department of Administration	——
Building Commission Secretary	
Ms. Summer R. Strand, Administrator Division of Facilities Development Department of Administration	At the pleasure of the Building Commission and the Secretary of Administration

OTHER PARTICIPANTS

Mr. J.B. Van Hollen State Attorney General	January 5, 2015
Mr. Mike Huebsch, Secretary Department of Administration	At the pleasure of the Governor

DEBT MANAGEMENT AND DISCLOSURE

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* The Building Commission is composed of eight members. The Governor serves as the chairperson. Each house of the Wisconsin State Legislature appoints three members. One citizen member is appointed by the Governor and serves at the Governor's pleasure. State law provides for the two major political parties to be represented in the membership from each house.

PART V

TRANSPORTATION REVENUE OBLIGATIONS

Part V of the 2013 Annual Report provides information about transportation revenue obligations issued by the State of Wisconsin **(State)** in the form of transportation revenue bonds **(Bonds)** and transportation revenue commercial paper notes **(Notes)**. Selected information is provided in this introduction for the convenience of the readers; however, all information presented in this Part V of the 2013 Annual Report should be reviewed to make an informed investment decision.

Total Outstanding Balance (12/15/2013)	$1,872,903,000
Amount Outstanding of Fixed-Rate Obligations	1,709,235,000
Amount Outstanding of Variable-Rate Obligations	163,668,000
Percentage of Outstanding Obligations in form of Variable-Rate Obligations	8.74%
Ratings[(a)] (Fitch/Moody's/Standard & Poor's)	
Bonds	AA+/Aa2/AA+
Notes	F1+/P-1/A-1+

Authority	State of Wisconsin Transportation Facilities and Highway Projects Revenue Obligations General Resolution, dated June 26, 1986, as amended, and Chapter 18 and Section 84.59, Wisconsin Statutes
Trustee/Paying Agent	The Bank of New York Mellon Trust Company, N.A. serves as Trustee for all obligations, as well as Registrar and Paying Agent for the Bonds. U.S. Bank National Association, as successor to Deutsche Bank Trust Company Americas, serves as Issuing and Paying Agent for the Notes.
Security	The Bonds are secured by a first lien pledge of Program Income, the Funds created by the General Resolution, and any other income of the Program. The Notes are payable from Program Income deposited into the Subordinated Debt Service Fund; this pledge is subordinate to that granted to payment of the Bonds. Program Income includes vehicle Registration Fees authorized under Section 341.25, Wisconsin Statutes (which is a substantial amount of the Program Income) and certain Other Registration-Related Fees added pursuant to 2003 Wisconsin Act 33 (including, but not limited to, vehicle title transaction fees, registration and title counter service fees, and personalized license plate issuance and renewal fees).
Audit Report and Financial Statements	APPENDIX A to this Part V of the 2013 Annual Report includes the independent auditor's reports and the audited statements of cash receipts and disbursements.

[(a)] The ratings presented are the ratings assigned to the transportation revenue obligations without regard to any bond insurance policy. No information is provided in the 2013 Annual Report about any rating assigned to any transportation revenue obligations based on any bond insurance policy.

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The State of Wisconsin Building Commission (**Building Commission** or **Commission**) supervises all matters concerning to the State's issuance of revenue obligations. The Capital Finance Office, which is part of the State of Wisconsin Department of Administration's Division of Executive Budget and Finance, is responsible for managing the State's borrowing programs. Requests for additional information about transportation revenue obligations may be directed to the Capital Finance Office. The law firm of Quarles & Brady LLP provided bond counsel services in connection with the issuance of transportation revenue obligations. The State of Wisconsin Department of Transportation **(DOT** or **Department of Transportation)** is responsible for the planning and completion of major highway projects funded, in part, with the proceeds of transportation revenue obligations.

Transportation revenue obligations have mostly been issued as tax-exempt obligations; however, in the years 2009 and 2010 a total of two series of taxable obligations were issued as "qualified build America bonds" pursuant to Section 54AA of the Internal Revenue Code of 1986, as amended **(Code)**.

The 2013 Annual Report includes information and defined terms for different types of securities issued by the State. The context or meaning of terms used in one part of the 2013 Annual Report may differ from those of the same terms used in another part, and the total amount shown in a table may vary from the related sum due to rounding. See "GLOSSARY" for the definitions of capitalized terms used in Part V of the 2013 Annual Report. No information or resource referred to in the 2013 Annual Report is part of the report unless expressly incorporated by reference.

Certain statements in Part V of the 2013 Annual Report may be forward-looking statements that are based on expectations, estimates, projections, or assumptions. Any forward-looking statements are made as of the date of the 2013 Annual Report, and the State undertakes no obligation to update such statements to reflect subsequent events or circumstances. Actual results could differ materially from the anticipated results.

OUTSTANDING OBLIGATIONS

The State has issued transportation revenue obligations on the dates and in the amounts shown in Table V-1. The table also includes the outstanding principal balances of the transportation revenue obligations as of December 15, 2013.

Table V-1

OUTSTANDING TRANSPORTATION REVENUE OBLIGATIONS BY ISSUE
(As of December 15, 2013)

Financing	Date of Financing	Maturity	Amount of Issuance	Amount Outstanding
Fixed-Rate Transportation Revenue Obligations				
1986- Series A	6/15/86	1987-2007	$ 139,055,000	-0-
1988- Series A	4/15/88	1989-2008	51,475,000	-0-
1989- Series A	4/15/89			
Serial Bonds		1990-2004	31,165,000	-0-
Term Bonds		2009	20,135,000	-0-
1991- Series A	10/1/91	1992-2011	105,660,000	-0-
1992- Series A	7/1/92			
Serial Bonds		1999-2006	96,945,000	-0-
Term Bonds		2009	22,260,000	-0-
Term Bonds		2012	3,520,000	-0-
Term Bonds		2022	16,880,000	-0-
Series B	7/1/92			
Serial Bonds		1993-2006	55,155,000	-0-
Term Bonds		2009	18,395,000	-0-
Term Bonds		2012	21,770,000	-0-
Term Bonds		2022	104,390,000	-0-

Financing	Date of Financing	Maturity	Amount of Issuance	Amount Outstanding
1993- Series A **(1993 Bonds)**	9/1/93	1994-2012	116,450,000	-0-
1994- Series A	7/1/94			
Serial Bonds		1995-2012	84,320,000	-0-
Term Bonds		2014	15,680,000	-0-
1995- Series A	9/1/95	1996-2015	105,000,000	-0-
1996- Series A	5/15/96	1997-2016	115,000,000	-0-
1998- Series A **(1998 Series A Bonds)**	8/15/98	1999-2016	130,590,000	$ 25,100,000
Series B	10/1/98			
Serial Bonds		2000-17	93,905,000	-0-
Term Bonds		2019	16,095,000	-0-
2000- Series A	9/15/00	2012-21	123,700,000	-0-
2001- Series A **(2001 Bonds)**	11/15/01	2003-22	140,000,000	-0-
2002- Refunding Series 1 **(2002 Series 1 Bonds)**	4/15/02	2003-19	241,865,000	-0-
Refunding Series 2 **(2002 Series 2 Bonds)**	4/15/02			
Serial Bonds		2004-20	39,275,000	-0-
Term Bonds		2022	29,655,000	-0-
Series A **(2002 Series A Bonds)**	10/15/02	2004-23	200,000,000	-0-
2003- Series A **(2003 Bonds)**	11/1/03	2005-24	250,000,000	11,730,000 [a]
2004- Refunding Series 1 **(2004 Bonds)**	9/30/04	2005-17	95,905,000	58,975,000
2005- Series A **(2005 Series A Bonds)**	3/10/05	2006-25	235,585,000	176,040,000 [a]
Series B **(2005 Series B Bonds)**	9/29/05	2007-25	158,400,000	20,350,000 [a]
2007- Series A **(2007 Series A Bonds)**	3/8/07	2018-27	148,710,000	18,340,000 [a]
2007- Refunding Series 1 **(2007 Series 1 Bonds)**	3/8/07	2014-22	$206,900,000	$206,900,000
2008- Series A **(2008 Bonds)**	8/27/08	2010-29	185,000,000	160,885,000
2009- Series A **(2009 Series A Bonds)**	10/1/09	2012-14	17,870,000	6,170,000
Series B (Taxable) **(2009 Series B Bonds)**	10/1/09			
Serial Bonds		2015-25	87,725,000	87,725,000
Term Bonds		2030	59,405,000	59,405,000
2010- Series A **(2010 Series A Bonds)**	12/9/10	2012-21	76,075,000	63,675,000
Series B (Taxable) **(2010 Series B Bonds)**	12/9/10	2022-31	123,925,000	123,925,000
2012- Series 1 **(2012 Series 1 Bonds)**	4/25/12	2013-32	343,725,000	313,980,000
Series 2 **(2012 Series 2 Bonds)**	6/28/12	2017-24	116,400,000	116,400,000
2013- Series 1 **(2013 Bonds)**	3/6/13	2016,18-21 23-33	259,680,000	259,680,000
Total Fixed-Rate Transportation Revenue Obligations				$1,709,235,000
Variable-Rate Transportation Revenue Obligations				
1997 - Commercial Paper Notes, Series A	5/7/97		$ 157,763,000	$ 61,028,000
2006 - Commercial Paper Notes, Series A	10/2/06		91,290,000	51,190,000
2013 - Commercial Paper Notes, Series A	11/5/13		70,025,000	70,025,000
Total Variable-Rate Transportation Revenue Obligations				$ 163,668,000
Total Outstanding Transportation Revenue Obligations				$1,872,903,000

[a] Pursuant to a refunding escrow agreement, the principal of and interest on all, or a portion of the Bonds, have been or will be paid as it comes due or 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.

The 1998 Series A Bonds, 2003 Bonds, 2004 Bonds, 2005 Series A Bonds, 2005 Series B Bonds, 2007 Series A Bonds, 2007 Series 1 Bonds, 2008 Bonds, 2009 Series A Bonds, 2009 Series B Bonds, 2010 Series A Bonds, 2010 Series B Bonds, 2012 Series 1 Bonds, 2012 Series 2 Bonds, and 2013 Bonds (collectively, **Prior Bonds**), together with any additional Bonds issued by the State pursuant to the General Resolution, are referred to collectively as the **Bonds**. See "SECURITY; Sources of Payment". All other previously issued Bonds have been defeased or redeemed in full and are not Outstanding Bonds within the meaning of the General Resolution.

The Transportation Revenue Commercial Paper Notes (**Notes**) consist of the Transportation Revenue Commercial Paper Notes of 1997, Series A, the Transportation Revenue Commercial Paper Notes of 2006, Series A, and the Transportation Revenue Commercial Paper Notes of 2013, Series A. The Notes are issued pursuant to the General Resolution on parity with each other and any other obligations to be issued on parity with the Notes, and the pledge granted to the Notes is subordinate to the pledge granted to the Bonds. See "VARIABLE RATE OBLIGATIONS".

On December 11, 2013, the Commission adopted Series Resolutions that authorizes the issuance of not to exceed $375 million of transportation revenue obligations for refunding purposes. This authorization is generally effective for a period of one year from date of adoption. In addition, the Commission has adopted Series Resolutions that authorize the issuance of Bonds to pay for the funding of the Notes; these Series Resolutions are required pursuant to the terms of a credit agreement by which the liquidity facility providers provide a line of credit for liquidity on the Notes, and this authorization is effective for the term of the Notes. The Bonds to refund outstanding Bonds, any Bonds to fund new money purposes, and Bonds to take-out the Notes, when and if issued, will be issued on a parity with the Bonds issued by the State pursuant to the General Resolution. In addition, any Notes issued to fund new money purposes will be issued on a parity with the Notes.

SECURITY

Sources of Payment

The Prior Bonds have been issued on parity with each other. The Prior Bonds and any additional parity Bonds issued by the State pursuant to the General Resolution, are revenue obligations of the State payable solely from the Redemption Fund created by the General Resolution and are secured by a first lien pledge of Program Income, the Funds created by the General Resolution, and any other income of the Program pledged to the payment of interest, principal, and Redemption Price on the Bonds.

Program Income includes vehicle registration fees authorized under Section 341.25, Wisconsin Statutes **(Registration Fees)** and certain other vehicle registration-related fees added pursuant to 2003 Wisconsin Act 33 and a supplement to the General Resolution dated October 15, 2003 **(Other Registration-Related Fees)**. The Other Registration-Related Fees include many types of fees that are enumerated in Wisconsin Statutes, however, many of the Other Registration-Related Fees result in insignificant or sporadic annual revenues. Given this insignificant and sporadic nature, the State is currently providing continuing disclosure on some, but not all, Other Registration-Related Fees. These specific Other Registration-Related Fees include vehicle title transaction fees, registration and title counter service fees, and personalized license plate issuance and renewal fees. See "OTHER REGISTRATION-RELATED FEES."

All Program Income is collected by the Trustee, or the Department of Transportation as agent of the Trustee, and deposited outside the State Treasury in an account with the Trustee defined as the **Redemption Fund**. Program Income is defined to include all the interest earned or gain realized from the investment of the Redemption Fund.

The Notes, and any other obligations to be issued on parity with the Notes, are also revenue obligations of the State payable from Program Income deposited into the Subordinated Debt Service Fund created by the General Resolution. The pledge of such Program Income to payment of the Notes is subordinate to the pledge of Program Income granted to payment of the Bonds. The pledge remains effective until all Bonds and Notes issued under the General Resolution are fully paid in accordance with their terms.

The Bonds are revenue obligations of the State payable solely out of the Redemption Fund. The Notes are revenue obligations of the State payable solely out of the Subordinated Debt Service Fund. The State is not generally liable on the Bonds and Notes, and the Bonds and the Notes are not a debt of the State for any purpose whatsoever.

Program Income Covenant

In the General Resolution, the State has covenanted that it will charge and cause to be deposited with the Trustee sufficient Program Income:

- To pay all principal of and interest on the Bonds as the same become due
- To maintain the Debt Service Reserve Requirement in the Reserve Fund
- To pay Program Expenses
- To pay principal of and interest on the Notes, as such amounts are deposited into the Subordinated Debt Service Fund
- To maintain the applicable requirements of such other funds and accounts specified under the General Resolution

Program Income received by the Trustee in the Redemption Fund is used in the above order. All Program Income in excess of the amounts needed for such purposes is to be transferred to the Transportation Fund held by the Department of Transportation and becomes free of the lien of the pledge. DOT uses moneys in the Transportation Fund for many authorized purposes. See "SUMMARY OF CERTAIN PROVISIONS OF THE GENERAL RESOLUTION".

The State pledges and agrees with the Bondholders and holders of Notes that the State will not limit or alter its powers to fulfill the terms of any agreements (made in the General Resolution, in the Bonds, or in the Notes) with the Bondholders and holders of Notes, or in any way impair the rights and remedies of the Bondholders and holders of Notes until the Bonds and Notes, together with interest, including interest on any unpaid installments of interest thereon, Redemption Price, and all costs and expenses in connection with any action or proceeding by or on behalf of the Bondholders and holders of Notes, are fully met and discharged.

Build America Bonds

The direct payment the State expects to receive from the United States Treasury on each interest payment date, in connection with the 2009 Series B Bonds, 2010 Series B Bonds, and any other future Bonds designated as qualified "build America bonds", is not Program Income and is not pledged to the payment of interest, principal, or Redemption Price on the Bonds.

With respect to the direct payments the State expects to receive, since such payments are not Program Income and not pledged to the payment on the Bonds, there is no direct impact on the Bonds with these direct payments being subject to the mandated across-the-board cuts to the Federal budget for the federal fiscal year that started October 1, 2013 and ends September 30, 2014. The impact of these cuts for the current federal fiscal year is a 7.2% reduction in the direct payment amount that the State expected to receive.

Reserve Fund

The General Resolution creates a Reserve Fund and provides that it shall be used to make up any deficiency in the Redemption Fund for the payment of principal of and interest on all of the-then Outstanding Bonds. If there is a deficiency in the Reserve Fund, the Trustee shall, after setting aside in the Principal and Interest Account the applicable amount required to be deposited therein, deposit Program Income into the Reserve Fund in an amount sufficient to remedy such deficiency. The Reserve Fund is currently funded in an amount equal to $18,180,404 (consisting of an amount available under an irrevocable surety bond of $9,093,000 and other cash and investments of $9,087,404), which exceeds the current aggregate Debt Service Reserve Requirement of $9,093,000.

The State pursuant to each Series Resolution specifies the Debt Service Reserve Requirement, if any, for each Series of Bonds. Since 2003, the State has not specified a Debt Service Reserve Requirement for any Series of Bonds that have been issued. Furthermore, the State does not currently expect to specify a Debt Service Reserve Requirement for any Series of additional Bonds; however, this determination (and any resulting change in the amount of Reserve Fund) will be made on a case-by-case basis. No representation is made as to the Debt Service Reserve Requirement that the State may specify for any Series of additional Bonds.

The individual Debt Service Reserve Requirements for each Series of the Outstanding Bonds are combined to determine the aggregate Debt Service Reserve Requirement for the Reserve Fund. If all of the Bonds of a Series cease to be Outstanding, then the aggregate Debt Service Reserve Requirement is reduced by the Debt Service Reserve Requirement attributable to that Series of Bonds. The aggregate Debt Service Reserve Requirement of all Outstanding Bonds is currently $9,093,000. ***However, the amount on deposit in the Reserve Fund and the aggregate Debt Service Reserve Requirement continues to decline, and both are anticipated, subject to future decisions of the State, to decline to $0.00 on July 1, 2014. This is the date on which all Bonds previously issued with a specific Debt Service Reserve Requirement either mature or are refunded in-full prior to maturity.*** At the present time, only the 2003 Bonds have an individual Debt Service Reserve Requirement. Portions of the 2003 Bonds have been defeased, and upon discharge of the remainder of the 2003 Bonds on July 1, 2014, the aggregate Debt Service Reserve Requirement is expected to be reduced to $0.00. However, this depends on future decisions the State makes regarding the Debt Service Reserve Requirement to be specified for any Series of additional Bonds.

The State may, pursuant to the General Resolution, transfer cash and investments on deposit in the Reserve Fund that are in excess of the aggregate Debt Service Reserve Requirement to the Interest and Principal Account of the Redemption Fund at the end of any fiscal year. While it had not done so previously, on August 26, 2013, the State did make a transfer of $1,147,924, from the Reserve Fund to an Interest and Principal Account. There is no assurance that the amount available in the Reserve Fund will be maintained at any amount in excess of the-then aggregate Debt Service Reserve Requirement calculated as of any particular date of computation. Furthermore, it is likely that if the aggregate Debt Service Reserve Requirement were reduced to $0.00, which is expected to occur on July 1, 2014, the State would reduce the funds available in the Reserve Fund to $0.00 by transferring remaining cash and investments to the Principal and Interest Account.

The General Resolution provides that, with respect to any Series of Bonds, in lieu of a deposit to the Reserve Fund of an amount equal to the Debt Service Reserve Requirement, the State may provide for a letter of credit, municipal bond insurance policy, surety bond, or other type of agreement or arrangement with an entity having, at the time of entering into such agreement or arrangement, a credit rating equal to or greater than the rating on the Bonds which provides for the availability, at the times required pursuant to the provisions of any Series Resolution, of an amount at least equal to such Debt Service Reserve Requirement for such Series of Bonds. Since 1993, the State has funded the Reserve Fund, in part, with an irrevocable surety bond **(Surety Bond)** issued by Ambac Assurance Corporation **(Ambac Assurance)**, which is an asset of the Reserve Fund and noncancelable by the provider until it expires on the earlier of July 1, 2023, or when all Bonds are paid in full. Pursuant to the terms of the Surety Bond, the amount available thereunder is the lesser of $51,258,600 or the aggregate Debt Service Reserve Requirement, currently $9,093,000. See "SECURITY; Reserve Fund; *Surety Bond*" for information that has been supplied by Ambac Assurance.

Surety Bond

The Surety Bond was acquired in 1993 pursuant to provisions of the General Resolution that provide that, in lieu of a deposit to the Reserve Fund of an amount equal to the Debt Service Reserve Requirements, the State may provide for a letter of credit, municipal bond insurance policy, surety bond, or other type of agreement or arrangement with an entity having, at the time of entering into such agreement or arrangement, a credit rating equal to or greater than the rating on the Bonds which provides for the availability, at the times required pursuant to the provisions of any Series Resolution, of an amount at least equal to such Debt Service Reserve Requirements and such method of funding shall be deemed to satisfy all provisions of the Series Resolution with respect to the Debt Service Reserve Requirements and the amount required to be on deposit in the Reserve Fund with respect to such Series of Bonds.

Pursuant to the terms of the Surety Bond, the Surety Bond Coverage is automatically reduced to the extent of each payment made by Ambac Assurance under the terms of the Surety Bond and the State is required to reimburse Ambac Assurance for any draws under the Surety Bond with interest at a market rate. Upon such reimbursement, the Surety Bond is reinstated to the extent of each principal reimbursement up to but not exceeding the Surety Bond Coverage. The reimbursement obligation of the State is subordinate to the State's obligations with respect to the Bonds.

In the event the amount on deposit, or credited to the Reserve Fund, exceeds the amount of the Surety Bond, any draw on the Surety Bond shall be made only after all the funds in the Reserve Fund have been expended. In the event that the amount on deposit in, or credited to, the Reserve Fund, in addition to the amount available under the Surety Bond, includes amounts available under a letter of credit, insurance policy, Surety Bond or other such funding instrument, draws on the Surety Bond and the additional funding instrument shall be made on a pro rata basis to fund the insufficiency.

The Surety Bond does not insure against nonpayment caused by the insolvency or negligence of the Trustee or the Paying Agent.

On November 8, 2010, the parent company of Ambac Assurance filed for Chapter 11 bankruptcy protection. Since that date, the State of Wisconsin has periodically requested updated disclosure information from Ambac Assurance; however, Ambac Assurance informs the State that Ambac Assurance is not currently providing any disclosure language and that information can be obtained from the following website at any time: www.ambac.com. This website is not part of, nor incorporated by reference into, this Part V of the 2013 Annual Report. Based on prior information provided to the State, copies of Ambac Assurance's financial statements prepared on the basis of accounting practices prescribed or permitted by the State of Wisconsin Office of the Commissioner of Insurance are available without charge from Ambac Assurance. The address of Ambac Assurance's administrative offices is One State Street Plaza, 19th Floor, New York, New York 10004, and its telephone number is (212) 668-0340. The above information has been previously provided by Ambac Assurance and no representation is made by the State as to the accuracy or completeness of the information.

No information is provided in this 2013 Annual Report about any credit rating assigned to the obligations of Ambac Assurance, nor can any representation or assurance be made about Ambac Assurance's claims-paying ability or the State's ability to draw on the Surety Bond.

Additional Bonds

The General Resolution authorizes the issuance of additional Bonds for the purpose of paying the costs of Projects and refunding Outstanding Bonds. Except in the case of additional Bonds being issued to refund Outstanding Bonds, the Series of additional Bonds may be issued only if Program Income for any 12 consecutive calendar months of the preceding 18 calendar months was at least equal to 2.25 times the maximum aggregate Principal and Interest Requirement in any Bond Year for all Outstanding Bonds, which includes the Bonds to be issued. The General Resolution defines Outstanding Bonds, as of any particular date, as all Bonds theretofore and thereupon being delivered except:

- Any Bond canceled by the Trustee, or proven to the satisfaction of the Trustee to have been canceled by the Registrar
- Any Bond deemed to have been defeased pursuant to the General Resolution
- Any Bond in lieu of or in substitution for which another Bond shall have been delivered pursuant to the requirements of the General Resolution or any Series Resolution

Statutory authority exists for the issuance of a total of $3.768 billion of transportation revenue obligations to finance a portion of major highway projects. Approximately $613 million of legislative authority remains unissued. The issuance of transportation revenue obligations for the above purposes beyond the legislative authorized amount would require additional legislative authorization.

In addition, upon the issuance of additional Bonds the amount on deposit in the Reserve Fund must at least equal the aggregate Debt Service Reserve Requirement. See "SUMMARY OF CERTAIN PROVISIONS OF THE GENERAL RESOLUTION; Additional Bonds".

Forecasted Debt Service Coverage

Table V-2 shows the forecasted coverage of annual debt service on the Outstanding Bonds as of December 15, 2013, based on the Department of Transportation's estimated total Program Income for 2014 through 2021. The estimated Program Income includes both Registration Fees and certain Other Registration-Related Fees for this period. See "REGISTRATION FEES; Estimated Future Registration Fees" and "OTHER REGISTRATION-RELATED FEES". There can be no assurance that the following estimates will be realized in the amounts shown.

In addition, Table V-2 also shows the forecasted coverage of annual debt service on both the Outstanding Bonds and the Outstanding Notes, with the latter reflecting the Subordinated Debt Service Fund Requirement for each respective series of Notes with interest calculated at an assumed interest rate of 5% per annum.

The Department of Transportation will monitor Registration Fee and Other Registration-Related Fee revenues as they relate to scheduled debt service payments on the Bonds and payments on the Notes and recommend appropriate adjustments in Registration Fees or Other Registration-Related Fees to the Governor and the Legislature. The State has covenanted in the General Resolution that as long as Bonds and Notes are Outstanding it will charge and cause to be deposited with the Trustee sufficient Program Income, including Registration Fees and Other Registration-Related Fees, to pay principal and interest on such Bonds, as the same become due, to maintain the Reserve Fund at the Debt Service Reserve Requirement, to pay Program Expenses, and to make payments into the Subordinated Debt Service Fund.

Neither the State's independent auditors nor any other independent accountants have compiled, examined, or performed any procedures with respect to the prospective financial information shown above, nor have they expressed any opinion or any other form of assurance on such information or its achievability and assume no responsibility for and disclaim any association with the prospective financial information.

Table V-2

DEBT SERVICE ON OUTSTANDING TRANSPORTATION REVENUE OBLIGATIONS AND ESTIMATED REVENUE COVERAGE

	Estimated Program Income[a]			Outstanding Bonds[d]				Outstanding Notes[c]				
Maturity (July 1)	Estimated Registration Fees	Estimated Certain Other Registration-Related Fees (Millions)	Total Program Income[b]	Total Principal	Total Interest	Total Debt Service	Coverage Ratio[a][b][d]	Total Principal-Notes	Estimated Interest - Notes	Estimated Total Debt Service - Notes	Estimated Total Debt Service - Bonds and Notes	Coverage Ratio[a][b][d]
2014	$534.21	$95.10	$629.31	$ 108,385,000	$ 85,247,450	$ 193,632,450	3.25	$19,565,000	$6,977,414	$26,542,414	$220,174,863	2.86
2015	531.14	95.10	626.24	107,365,000	79,914,075	187,279,075	3.34	26,975,000	7,205,150	34,180,150	221,459,225	2.83
2016	545.60	95.10	640.70	103,865,000	74,499,001	178,364,001	3.59	28,405,000	5,856,400	34,261,400	212,625,401	3.01
2017	542.09	95.10	637.19	100,855,000	69,357,677	170,212,677	3.74	29,915,000	4,436,150	34,351,150	204,563,827	3.11
2018	555.79	95.10	650.89	116,235,000	64,455,238	180,690,238	3.60	16,153,000	2,940,400	19,093,400	199,783,638	3.26
2019	551.55	95.10	646.65	122,120,000	58,824,577	180,944,577	3.57	7,720,000	2,132,750	9,852,750	190,797,327	3.39
2020	564.73	95.10	659.83	120,160,000	52,820,183	172,980,183	3.81	8,105,000	1,746,750	9,851,750	182,831,933	3.61
2021	560.03	95.10	655.13	122,965,000	46,930,262	169,895,262	3.86	8,510,000	1,341,500	9,851,500	179,746,762	3.64
2022				112,710,000	40,923,533	153,633,533		8,935,000	916,000	9,851,000	163,484,533	
2023				97,900,000	35,413,916	133,313,916		9,385,000	469,250	9,854,250	143,168,166	
2024				98,190,000	30,582,357	128,772,357						
2025				85,145,000	25,634,698	110,779,698						
2026				71,755,000	21,299,467	93,054,467						
2027				76,900,000	17,563,497	94,463,497						
2028				61,590,000	13,687,020	75,277,020						
2029				64,780,000	10,415,985	75,195,985						
2030				53,285,000	6,961,063	60,246,063						
2031				42,005,000	4,061,900	46,066,900						
2032				27,915,000	1,947,850	29,862,850						
2033				15,110,000	624,400	15,734,400						
				$1,709,235,000	$741,164,148	$2,450,399,148		$163,668,000	$34,021,764	$197,689,764		

(a) The estimated fees for 2014 through 2021 reflect revenue projections completed by the Department in October 2013. Excludes interest earnings.

(b) Does not reflect or include the direct payment the State is expected to receive from the United States Treasury on each interest payment date in the amount of 35% of the interest payable by the State on such date for the 2009 Series B Bonds and the 2010 Series B Bonds, each designated as qualified "build America bonds".

(c) Reflects principal component of the respective Subordinated Debt Service Fund Requirement and assumed interest rate of 5.00%.

(d) Assumes that no additional Bonds will be issued and continuation of current Registration Fees and Other Registration-Related Fees. Estimates of Program Income and coverage beyond 2021 are not currently available.

Table V-3

EXPECTED AMORTIZATION SCHEDULE
TRANSPORTATION REVENUE COMMERCIAL PAPER NOTES

Year Ending (July 1)	Principal Amount
2014	$19,565,000
2015	26,975,000
2016	28,405,000
2017	29,915,000
2018	16,153,000
2019	7,720,000
2020	8,105,000
2021	8,510,000
2022	8,935,000
2023	9,385,000
Total:	$163,668,000

REGISTRATION FEES

Current Fees and Registered Vehicles

Registration Fees as enumerated under Section 341.25 Wisconsin Statutes are highway user fees collected by the Department of Transportation from owners of most motor vehicles. Table V-4 summarizes the types of major Registration Fees and the specific fee.

Table V-4

REGISTRATION FEES
(Section 341.25, Wisconsin Statutes)

Vehicle	Annual Fee
Automobile	$75
Trucks	Weight-based fee ranging from $75 to $2,560.
Bus	Fee equal to the fee for a truck of the same weight.
Trailer 12,000 lbs. and under	Fee equal to one-half of the fee for a truck of the same weight.
Trailer over 12,000 lbs.	Fee equal to the fee for a truck of the same weight.
Motor Homes	Weight-based fee ranging from $48.50 to $119.50.
Mobile Homes and Camping Trailers	$15
Motorcycle/Moped	$23 biennial fee.

Source: Department of Transportation

Table V-5 summarizes the number of motor vehicle registrations in the State, subject to Registration Fees under Section 341.25, Wisconsin Statutes, for the past ten years.

Table V-5
ACTUAL NUMBER OF MOTOR VEHICLE REGISTRATIONS[a]
(Millions of Vehicles)

Fiscal Year (June 30)	Automobiles[b]	Trucks©	Other Vehicles [d]	Total	% Change
2004	3.32	1.08	.77	5.17	—
2005	3.36	1.11	.85	5.32	2.9%
2006	3.41	1.14	.89	5.44	2.3
2007	3.47	1.14	.97	5.58	2.5
2008	3.52	1.14	.98	5.64	1.0
2009	3.51	1.13	1.07	5.71	1.2
2010	3.52	1.11	1.07	5.70	(0.2)
2011	3.52	1.12	1.14	5.78	1.4
2012	3.53	1.12	1.12	5.77	(0.2)
2013	3.59	1.14	1.20	5.92	2.7

(a) In fiscal year 2005, the methodology for reporting vehicle registrations was changed from vehicle frame-based to vehicle registration-type. All of the information in this table reflects the use of the new vehicle registration-type methodology.

(b) "Automobiles" include autos, minivans, and sport utility vehicles.

(c) "Trucks" includes trucks and other vehicles that pay Registration Fees based on the vehicle's gross weight.

(d) "Other Vehicles" include mobile homes, motorcycles, mopeds, buses, and several other vehicle types.

Source: Department of Transportation

Table V-6 summarizes the total amount of Registration Fee revenues, under Section 341.25, Wisconsin Statutes, for the past ten years.

Table V-6

ACTUAL REGISTRATION FEE REVENUES
(Amounts in Millions)

Fiscal Year (June 30)	Non-IRP Fees	Pledged IRP Fees	Total	% Change
2004[a]	$302.1	$57.1[b]	$359.2	—
2005	314.4	60.7[b]	375.1	4.4%
2006	333.6	62.7[b]	396.3	5.7
2007	322.6	62.2	384.8	(2.9)
2008[c]	385.4	71.8	457.2	18.8
2009[c]	435.5	75.3	510.8	11.7
2010	444.4	75.3	519.7	1.7
2011	433.0	76.8	509.8	(1.9)
2012	445.0	81.1	526.1	3.2
2013	440.1	82.8	522.8	(0.6)

(a) The increase in fiscal year 2004 reflects the $10 increase in registration fees for automobiles that went into effect on October 1, 2003.

(b) The Pledged IRP fees for fiscal years 2004, 2005, and 2006 have been revised and restated to reflect a correction in the recording of revenue obtained through the IRP program.

(c) The increase in fiscal years 2008 and 2009 reflects the $20 increase in registration fees for automobiles, along with other fee increases for other vehicle types, which went into effect on January 1, 2008.

Source: Department of Transportation

Interstate truck registration revenues are collected through the International Registration Plan (**IRP**) and is a component of Registration Fees. Wisconsin is one of 48 states, the District of Columbia, and ten Canadian provinces that participate in the IRP, which is a multi-state compact for the collecting and sharing of large truck registration fees. Under the IRP, the registration fees on trucks involved in multi-state commercial activity are split between the participating states on the basis of proportionate mileage.

The total amount of Registration Fee revenues for fiscal year 2013 are generated from three broad categories of vehicles:

(1) 54.9% of total revenues generated from registration of passenger vehicles (automobiles, mini-van, conversion vans, and sport-utility vehicles).

(2) 15.8% of total revenues generated from registration of small trucks (8,000 pounds or less gross weight).

(3) 29.3% of total revenues generated from registration of large trucks (over 8,000 pounds gross weight plus IRP vehicles).

Table V-6 reflects the steady rate of growth that has occurred in non-IRP Registration Fee revenues over the past ten years. In fiscal years 2004, 2008, and 2009 the percentage change reflects an increase in Registration Fees that occurred during that specific fiscal year.

The 2007-09 biennial budget (2007 Wisconsin Act 20) increased the Registration Fees for most vehicle types effective January 1, 2008. Registration Fee increases authorized in the 2007-09 budget include:

- $20 increase in the automobile fee.
- Increase in truck fees ranging from $22.50 to $590.00.
- Increase in various truck and trailer fees ranging from $6.75 to $590.50.

The 2003-05 biennial budget increased the automobile fees from $45 to $55, effective October 1, 2003.

Finally, the pattern of Registration Fees being lower in odd-numbered fiscal years reflects, in part, some vehicle types such as motorcycles and mopeds being registered only on a biennial basis. In a period of relatively flat vehicle registrations, the effect of this biennial registration becomes more apparent.

Estimated Future Registration Fees

Future Registration Fee revenues depend on the size of the vehicle fleet in subsequent years and the level of fees imposed on the various vehicle types. The methodology for Registration Fee revenue projections consists of two components:

- Projection of registration by vehicle type by an econometric model developed by DOT, which relates the size of the vehicle fleet to anticipated changes in certain key economic variables
- Application of the relevant registration fee to the projection of registered vehicle type

The Department of Transportation’s model has two distinct components:

- Anticipated changes in the size of the State’s automobile fleet
- Anticipated changes in the size of the State’s truck fleet

The econometric model relates the size of the automobile fleet and truck fleet to the disposable income in the State, the relative price of new autos and light trucks, the level of unemployment, the size of the driving age population, historical rates of vehicle scrappage, construction, and employment in the State, and a measure of consumer sentiment. The long-range economic data used in the model are based on the projections published by IHS Global Insight, Inc., as well as the State of Wisconsin Department of Revenue.

Table V-7 summarizes projected Registration Fee revenues pursuant to Section 341.25, Wisconsin Statutes, until the 2020-21 fiscal year. These projections were completed by DOT in October 2013. The percentage change from actual registration fees for the 2012-13 fiscal year to the projected registration fees for the 2013-14 fiscal year is an increase of 2.2%.

Table V-7

PROJECTED REGISTRATION FEE REVENUES
(Amounts in Millions)

Fiscal Year (June 30)	Revenues[a]	% Change
2014	$ 534.2	—
2015	531.1	(0.6)%
2016	545.6	2.7
2017	542.1	(0.6)
2018	555.8	2.5
2019	551.6	(0.8)
2020	564.7	2.4
2021	560.0	(0.8)

[a] Includes both IRP and non-IRP Registration Fees pursuant to Section 341.25, Wisconsin Statutes. Does not include Other Registration-Related Fees, which are addressed later in this Part V of the 2013 Annual Report.

Source: Department of Transportation

Neither the State's independent auditors nor any other independent accountants have compiled, examined, or performed any procedures with respect to the prospective financial information shown above, nor have they expressed any opinion or any other form of assurance on such information or its achievability and assume no responsibility for and disclaim any association with the prospective financial information.

Registration Fee Collection Procedures

Registration Fees are collected throughout the fiscal year. In order to smooth out the Department of Transportation's vehicle registration workload, it has staggered vehicle registrations throughout the year. As a result, in fiscal year 2013 the flow of quarterly collections of annual Registration Fee revenues ranged from a low of 22.3% to a high of 27.2%. Any future adjustment of Registration Fees may change the monthly distribution of Registration Fees collected.

The Department of Transportation is the agent of the Trustee with respect to the collection of Registration Fees, pursuant to an agreement between these parties. The non-IRP Registration Fees are collected in a number of ways:

- By mail to a lock-box system operated by U.S. Bank, National Association (**Bank**)
- Over the counter in field registration stations
- By mail to the Department of Transportation's Central office in Madison (**Central Office**)
- At vehicle emission testing stations
- By State auto, light truck, and motorcycle dealers
- Via internet charge card renewal system
- By financial institutions
- By private financial service centers
- By various retailers, such as grocery stores and convenience stores
- By law enforcement agencies
- By municipal and County Clerk offices, as well as some municipal courts

Regardless of the method of collection, all Registration Fees are initially deposited with the Trustee for deposit in the Redemption Fund.

The principal method of collecting non-IRP Registration Fees is registration renewals by mail, which are sent directly to the Bank operating the lock-box system as agent for the Trustee. Under this lock-box system the vehicle owner mails the renewals to the Bank. The renewal includes a check payable to "Registration Fee Trust" and an enclosure with relevant registration information on it. The Bank is to deposit its receipts of Registration Fees daily with the Trustee for deposit in the Redemption Fund.

Over-the-counter collections take place in 30 Division of Motor Vehicle Customer Service Centers (**DMV CSC**) throughout the State. These DMV CSCs collect Registration Fees on behalf of the Trustee, as well as driver license fees, title fees, lien fees, salesman's license fees, permit fees, disabled identification card fees, and various other Department of Transportation charges. The Department of Transportation's financial system is a transaction-based computer system with the field stations linked to the DOT's Central Office by terminal. All transactions are summarized daily and reported to the Central Office. The DMV CSCs deposit their collections in an account in the Trustee's name for deposit in the Redemption Fund.

Collections at the Department of Transportation's Central Office differ from DMV CSC collections in that it is primarily IRP payments and mail applications that are processed. IRP payments consist of checks submitted by individual truck operators, as well as checks generated by other states transmitting IRP payments to the State. Mail applications handled through the Central Office are primarily associated with the registration of vehicles that involve the transfer of ownership. All checks and cash collected through the Central Office are delivered to the Trustee for deposit in the Redemption Fund.

The Department of Transportation has a contract with a vehicle emission contractor to collect Registration Fees at any of the emission testing facilities. Currently, there are around 200 independently owned facilities throughout the seven county emission program area. A registrant may choose to renew their registrations at a testing station. Under this method, the emission testing station is treated like a field registration station with a direct connection to the Central Office's terminal. The vendor retains a service fee charged to registrants who use this option.

Licensed motor vehicle dealers are required by law to process vehicle title and registration transactions for their customers, unless exempted by the Department. The Department of Transportation has a series of contracts with car, light truck, and motorcycle dealers to process vehicle title and registration and transmit such information electronically to it through an interface managed by a third-party vendor. The contracts provide an electronic interface between the Department of Transportation and the dealer's data processing systems. The dealer collects registration and other fees that are electronically transferred daily from their bank accounts to the Department of Transportation by the third-party vendor. The vendor retains a service fee charged to registrants who use this option. In addition, dealers may choose to process title and registration applications electronically through an internet-based system managed by the Department.

Internet charge card renewal is a system available to motorists who prefer to charge their vehicle registration renewals. Under this system, motorists can renew their registrations through the internet. The Department of Transportation has contracted with a banking vendor to handle the interfaces and transmission of data to a credit card processing vendor. The vendor transfers all monies collected from these transactions daily, through a wire transfer to the Department of Transportation's account and then to the Trustee for deposit in the Redemption Fund. The vendor retains a service fee charged to registrants who use this option. As of April 2013, charge cards are also accepted at DMV CSCs. The Department of Transportation has contracted with the same banking vendor and credit card processing vendor to provide the necessary interfaces. The processing vendor charges a service fee and this fee is passed onto customers who use this option.

Financial institutions are required by law to process stand-alone lien add and release transactions electronically for customers, unless exempted by the Department of Transportation. Lenders may use contracted third party vendors or a free electronic interface provided by the Department of Transportation.

In addition, the Department of Transportation runs a voluntary program for financial institutions, State agencies, and small businesses to contract in order to process titles and registrations and transmit the information through an electronic interface, provided by a separate vendor, to itself and the approved business. These contracted agents collect registration and other fees that are electronically transferred daily from the financial institution to the Trustee for deposit into the Redemption Fund. The vendor retains a service fee charged to registrants who use this option.

Registrants may renew vehicle registrations at private financial service centers. The Department of Transportation has contracted with a separate vendor to handle the electronic interface and transmission of data. The financial service centers collect Registration Fees that are electronically transferred daily from the center to the Trustee for deposit into the Redemption Fund. The vendor retains a service fee charged to registrants who use this option.

Registrants may also renew vehicle registration at participating retailers, law enforcement agencies, and municipal and County Clerk offices as well as some municipal courts. The Department of Transportation has contracted with a separate vendor to handle the electronic interface and transmission of data. The retailers, law enforcement agencies, and County Clerk offices collect Registration Fees that are electronically transferred daily from the participating agent to the Trustee for deposit into the Redemption Fund. The vendor retains a service fee charged to registrants who use this option.

OTHER REGISTRATION-RELATED FEES

General

Pursuant to provisions of 2003 Wisconsin Act 33 and the supplement to the General Resolution, adopted by the Commission on October 15, 2003, Other Registration-Related Fees are pledged as Program Income. The Other Registration-Related Fees include more than 60 types of fees that are enumerated in Wisconsin Statutes, however, many of the Other Registration-Related Fees result in insignificant or sporadic annual revenues. Given this insignificant and sporadic nature, the State is currently providing continuing disclosure on some, but not all, Other Registration-Related Fees. These specific Other Registration-Related Fees include vehicle title transaction fees, registration and title counter service fees, and personalized license plate issuance and renewal fees.

Vehicle Title Transaction Fees

The Wisconsin Statutes require all motor vehicles and trailers exceeding 3,000 pounds to be titled. Titling occurs prior to vehicle registration and the resulting Certificate of Title is evidence of vehicle ownership. The Department of Transportation issues a title when ownership of the vehicle has been confirmed. This occurs when a vehicle is purchased from a dealer, or when vehicles are transferred between individuals in a non-dealer sale. Titling occurs only when vehicle ownership changes and is not an annual reoccurring fee.

The Certificate of Title document is issued on secured paper stock and contains the following information: name and address of owner, description of vehicle (make, year, color, vehicle type, and vehicle identification number), name of the secured party or lien holder, odometer reading information, and other required information.

The title fees are enumerated in Section 342.14, Wisconsin Statutes and is currently $69.50. The title fee is comprised of two components; $62.00 title fee and $7.50 supplemental title fee. The $69.50 title fee is paid by the owner when filing an application for first Certificate of Title, and by the buyer when filing an application for Certificate of Title after transfer of ownership of the vehicle. The titling fees are paid to the Department of Transportation at the same time the vehicle is registered. The replacement, or duplicate, title fee is currently $20.00. Replacement titles are issued for lost, stolen, or mutilated titles.

From fiscal year 2009 to 2013, the Department of Transportation averaged the issuance of approximately 1.3 million titles each year, whereby a title fee was collected. In fiscal year 2013, the Department of Transportation issued 1.4 million titles.

Registration and Title Counter Service Fees

Customers have the option of processing their vehicle titling and registration transactions by mail or in person at a DMV CSC. If the transaction is processed at the DMV CSC, the customer is charged an additional fee for that service. The additional fee is intended to recover some of the cost of providing face-to-face service. Before the customer receives the various products, the counter fee, and titling and/or vehicle Registration Fees are collected.

The counter fee is enumerated in Section 341.255, Wisconsin Statutes. For transactions that renew a vehicle registration, the counter fee is $3, however a $5 counter fee is charged for transactions relating to the issuance of a Certificate of Title, issuance of temporary license plates, issuance of temporary or permanent parking permits for disabled persons, transactions involving both titling and registration for the same vehicle, or transactions relating to only vehicle registration (but not renewals).

The average volume of registration renewals for calendar years 2008 through 2012 was 413,606 transactions at the DMV CSCs. The calendar year 2012 volume at the DMV CSC for renewals was 426,597. The average volume of titling, temporary plates, hang tags, and registrations for calendar years 2008 through 2012 was 714,914 transactions at the DMV CSCs. The calendar year 2012 volume at the DMV CSCs for titling, temporary plates, hang tags, and registrations was 738,373.

Personalized License Plate Fees

Personalized license plates are license plates whereby the registration number is composed of a maximum set of numbers or letters or both specifically requested by the customer. The personalized license plate is only available for certain vehicle types: automobiles, motorcycles, motor homes, motor trucks with a gross weight of no more than 8,000 pounds, and farm trucks with a gross weight of no more than 12,000 pounds.

During the initial vehicle registration process or any time a registrant desires to change a license plate message, an applicant must complete and return to the Department of Transportation a special application form specifying the desired personalized message and provide two alternate messages. Subject to approval by the Department of Transportation, the customized license plate is then manufactured and sent to the customer.

The personalized license plate fee is enumerated in Section 341.145, Wisconsin Statutes. The $15 annual fee must be submitted with the application and is also due annually at the time of vehicle registration renewals. This fee is in addition to the regular Registration Fees. For motorcycles and farm trucks that receive biennial license plates, the personalized license plate fee is also $15 a year, due with the initial application. The fee to maintain a personalized plate issued on a biennial basis is $30, payable during registration renewal and is in addition to the regular biennial Registration Fee.

The average number of requests for new personalized license plates processed for calendar years 2008 through 2012 was 15,113. The average number of annual personalized license plate registrations during calendar years 2008 through 2012 was 237,779. At the end of calendar year 2012, the State had 228,091 registered personalized license plates.

Actual and Estimated Other Registration-Related Fees

Table V-8 provides further information on the amount of Other Registration–Related Fees described above in "OTHER REGISTRATION-RELATED FEES; General". These amounts include actual collections for the past ten years and projections for the upcoming nine years; the projected Other Registration-Related Fees are for 2014 through 2021.

The Other Registration-Related Fees include many types of fees that are enumerated in the Wisconsin Statutes; while all are Program Income, the certain Other Registration-Related Fees outlined by the box in Table V-8 are those fees for which the State is currently providing continuing disclosure. See Table V-2 for the total of Registration Fees and the Other Registration-Related Fees being used for ratings and continuing disclosure.

Table V-8

ACTUAL AND PROJECTED OTHER REGISTRATION-RELATED FEES

Fiscal Year (June 30)	Title Transaction Fees	Counter Service Fees and Personalized License Plates	Subtotal	Other Miscellaneous Vehicle Registration-Related Fees	Total Registration-Related Fees
2004[a]	$ 35,178,866	$ 10,394,684	$ 45,573,550	$ 19,833,030	$ 65,406,580
2005	37,703,381	9,080,116	46,783,497	11,249,762	58,033,259
2006[a]	48,026,267	9,129,613	57,155,880	8,494,960	65,650,840
2007	50,470,381	8,487,460	58,957,841	8,457,789	67,415,630
2008[a]	63,825,116	8,504,542	72,329,658	8,690,501	81,020,159
2009[a]	73,326,881	8,065,590	81,392,471	8,300,302	89,692,773
2010	72,424,499	8,356,113	80,780,612	9,873,154	90,653,766
2011	73,817,627	7,736,294	81,553,921	12,201,959	93,755,880
2012[a]	86,902,864	8,082,787	94,985,651	13,046,048	108,031,699
2013	88,495,799	7,650,431	96,146,230	13,240,815	109,387,045
2014	87,120,800	7,978,200	95,099,000	11,751,400	106,850,400
2015	87,120,800	7,978,200	95,099,000	11,751,400	106,850,400
2016	87,120,800	7,978,200	95,099,000	11,751,400	106,850,400
2017	87,120,800	7,978,200	95,099,000	11,751,400	106,850,400
2018	87,120,800	7,978,200	95,099,000	11,751,400	106,850,400
2019	87,120,800	7,978,200	95,099,000	11,751,400	106,850,400
2020	87,120,800	7,978,200	95,099,000	11,751,400	106,850,400
2021	87,120,800	7,978,200	95,099,000	11,751,400	106,850,400

[a] Reflects (i) effective date of October 1, 2003 for $10 increase in title transaction fees, (ii) effective date of October 1, 2005 for additional $10 increase in title transaction fees and $12 increase in duplicate title fee, (iii) effective date of January 1, 2008 for additional $24.50 increase in title transaction fees, and (iv) effective date of July 1, 2011 for no increase in the actual title transaction fee, but a $9 increase in the portion of the title transaction fee that is now considered to be Program Income.

Source: Wisconsin Department of Transportation.

Neither the State's independent auditors nor any other independent accountants have compiled, examined, or performed any procedures with respect to the prospective financial information shown above, nor have they expressed any opinion or any other form of assurance on such information or its achievability and assume no responsibility for and disclaim any association with the prospective financial information.

PROJECTS

Security on the Bonds or Notes is not dependent upon projects built with Bond or Note proceeds.

Bond and Note proceeds are used to finance a portion of major highway projects enumerated in the Wisconsin Statutes for construction. A major highway project is defined as a project which has a total cost of more than $30 million and which involves one or more of the following:

- Constructing a new highway 2.5 miles or more in length
- Relocating 2.5 miles or more of an existing highway
- Adding one or more lanes, 5 miles or more to an existing highway
- Improving 10 miles or more of existing multi-lane divided highway to freeway standards

- Total cost of $75 million, has been approved for construction by the Transportation Projects Commission, but does not address any of the above specific mileage threshold requirements.

All state highway improvement projects, including authorized major highway projects, are scheduled in the Department of Transportation's six-year highway improvement program. The six-year program, updated on a biennial basis, serves as a basic tool for the Department of Transportation's long-term improvement plans and construction programs.

Construction of major highway projects uses moneys from the following sources:

- Bond or Note proceeds
- Federal aid
- Moneys in the Transportation Fund which may be appropriated for such purposes

The Transportation Projects Commission approves major construction projects for enumeration. Major highway projects must be enumerated prior to construction. The Department of Transportation is actively working on 21 major highway projects with an estimated cost to complete of at least $2.989 billion in 2013 dollars. See "SECURITY; Additional Bonds".

Requests for additional information about the major highway projects funded or to be funded with proceeds of transportation revenue obligations may be directed as follows:

Contact:	Wisconsin Department of Transportation Attn: Office of Policy, Budget, and Finance
Phone:	(608) 261-8628
Mail:	4802 Sheboygan Avenue P.O. Box 7910 Madison, WI 53707-7910
E-mail:	katherine.miller@wisconsin.gov
Web site:	www.dot.wi.gov

VARIABLE RATE OBLIGATIONS

The State has issued, and there currently remains outstanding, transportation revenue commercial paper notes, or Notes.

General

The State has appointed Goldman, Sachs & Co., J.P. Morgan Securities LLC, and Morgan Stanley & Co. LLC to serve as **Dealers** and U.S. Bank National Association, as successor to Deutsche Bank Trust Company Americas, to serve as **Issuing and Paying Agent** for the Notes. The Depository Trust Company (**DTC**) serves as **Depository** for the Notes.

The State has obtained a **Liquidity Facility** in the form of a line of credit, which is provided for in the Amended and Restated Credit Agreement, dated as of April 15, 2013 (**Credit Agreement)** between the State and two **Liquidity Facility Providers—**State Street Bank and Trust Company (**State Street**)and California State Teachers' Retirement System (**CalSTRS**) and which provides a current commitment of $175 million. Table V-9 summarizes, for each authorized and outstanding series of Notes, the principal amount initially issued, the date of initial issuance, and the principal amount outstanding as of December 15, 2013.

Table V-9

SUMMARY OF OUTSTANDING TRANSPORTATION REVENUE NOTES
(December 15, 2013)

Series Designation	Initial Principal Amount	Outstanding Principal Amount	Date of Initial Issuance
1997 Series A	$157,763,000	$ 51,718,000	May 7, 1997
2006 Series A	91,290,000	41,925,000	October 2, 2006
2013 Series A	70,025,000	70,025,000	November 5, 2013
	Total	$ 163,668,000	

Additional Notes may be issued pursuant to action of the Commission subject to meeting certain conditions, such as an additional bonds test. In addition, the aggregate principal amount of Notes outstanding, plus the interest to accrue on such Notes to maturity, plus the aggregate principal amount of all outstanding Advances made by the Liquidity Facility Providers, may not exceed the commitment amount of the Liquidity Facility.

Description of the Notes

Each Note will be dated the date it is issued. It will be issued as an interest-bearing obligation in a denomination of $100,000 or increments of $1,000 above $100,000.

The Notes are not callable prior to maturity.

Each Note will mature from 1 to 270 days from its issue date but no Note may be issued with a maturity date later than two (2) business days prior to the expiration date of the Liquidity Facility.

Each Note will bear interest from its date of issuance, at the rate determined at the date of issuance, payable at maturity. Interest is computed on the basis of a year having 365 or 366 days and the actual number of days elapsed. The interest rate on the Notes cannot exceed 12% per annum. Payment of each Note will be made to the Depository and then distributed by the Depository.

Liquidity Facility

In order to provide liquidity for the payment of the principal of and interest on maturing Notes, the State has entered into the Credit Agreement with the Liquidity Facility Providers.

Pursuant to the Credit Agreement, the Liquidity Facility Providers are severally and not jointly obligated, subject to certain conditions, to make **Advances** in amounts equal to their respective percentages of the line of credit from time to time on any business day during the term of the Credit Agreement, only for providing funds to pay the principal of and interest on the Notes on the maturity date thereof to the extent that proceeds of other Notes, or other moneys on deposit in the **Note Fund** held by the Issuing and Paying Agent for the Notes, are not available. The respective percentages are currently 60% for State Street and 40% for CalSTRS. The aggregate principal amount of all Advances made on any date may not exceed the outstanding commitment amount under the Credit Agreement (currently $175 million), as such amount may be increased or decreased from time to time. The program resolution for the Notes requires that the commitment amount cannot be less than the sum of the outstanding Notes, plus the interest to accrue on such Notes to maturity, plus the aggregate principal amount of all outstanding Advances provided by the Liquidity Facility Providers.

If the amounts on deposit in the Note Fund are insufficient for payment of principal or interest on the Notes when due, then the Issuing and Paying Agent shall make a draw on the line of credit under the Credit Agreement to provide money for such payment. The obligation of the Liquidity Facility Providers to make pro rata advances when a draw is made is subject to certain conditions and may terminate or be suspended immediately without notice or demand and without payment of Notes outstanding upon the occurrence of certain events.

The Credit Agreement currently terminates on April 25, 2016. The Credit Agreement provides that the termination date may be extended, if the parties agree. Alternatively, the State is permitted to replace the Credit Agreement with another comparable agreement or agreements with any other liquidity facility provider provided that such substitution meets all required qualifications, including, but not limited to, written evidence from each rating agency which, at the request of the State, is then rating the Notes and which is then also rating the provider (or its guarantor) of the proposed substitute liquidity facility to the effect that the substitution of the Liquidity Facility will not by itself result in a withdrawal, suspension, or reduction of its ratings of the Notes from those which then prevail.

The State has delivered a promissory note **(Promissory Notes)** to each Liquidity Facility Provider, evidencing its obligation to repay all Advances. Each Promissory Note ranks equally with the Notes and is payable solely from Program Income deposited into the Subordinated Debt Service Fund, as provided for in the resolutions authorizing the Notes. Likewise, new Promissory Notes would be issued to the providers of any substituted Liquidity Facility. Any such substituted Liquidity Facility Agreement may have covenants, conditions to borrowing and other provisions different from those referred to above for the existing Liquidity Facility.

The State will notify the Dealers of any change in the Liquidity Facility. The State will also notify the Municipal Securities Rulemaking Board (**MSRB**) through its Electronic Municipal Market Access (**EMMA**) system of any change in the Liquidity Facility.

Investors should obtain and review a copy of the Credit Agreement in order to understand all of the terms and provisions of the document. A copy of the Credit Agreement can be obtained from the State at the address included on the first page of this Part V of the 2013 Annual Report.

Description of the Liquidity Facility Providers

The following information concerning State Street and CalSTRS has been provided by respective representatives of State Street and CalSTRS, respectively, and has not been independently confirmed or verified by the State. No representation is made herein as to the accuracy or adequacy of such information or as to the absence of material adverse changes in such information subsequent to the date hereof, or that the information given below or incorporated herein by reference is correct as of any time subsequent to its date. The following information is not intended to serve as a representation, warranty, or contract modification of any kind.

State Street Bank and Trust Company

State Street Bank and Trust Company is a wholly-owned subsidiary of State Street Corporation (**Corporation**). The Corporation (NYSE: STT) is the world's leading provider of financial services to institutional investors including investment servicing, investment management and investment research and trading. With $24.37 trillion in assets under custody and administration and $2.09 trillion in assets under management, the Corporation operates in more than 100 geographic markets worldwide. The consolidated total assets of the State Street as of December 31, 2012 accounted for approximately 98% of the consolidated total assets of the Corporation as of the same date. As of December 31, 2012, the Corporation had consolidated total assets of $222.23 billion, total deposits (including deposits in non-U.S. offices) of $164.18 billion, total investment securities of $121.22 billion, total loans and leases, net of unearned income and allowance for loan losses, of $12.29 billion and total shareholders' equity of $20.87 billion.

State Street's *Consolidated Reports of Condition and Income for A Bank With Domestic and Foreign Offices Only -- FFIEC 031* (**Call Reports**) through December 31, 2012, as submitted through the Federal Financial Institutions Examination Council and provided to the Federal Reserve, are incorporated by reference herein and shall be deemed to be a part hereof.

In addition, all reports filed by State Street pursuant to 12 U.S.C. §324 after the date of Part V to the 2013 Annual Report shall be deemed to be incorporated herein by reference and shall be deemed to be a part hereof from the date of filing of any such report.

Additional information, including financial information relating to the Corporation and the State Street, is set forth in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2012. The Form 10-K can be found on the Corporation's web site, www.statestreet.com, which web site is not incorporated by reference into this Part V of the 2013 Annual Report. Such report and all reports filed by the Corporation pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this Part V of the 2013 Annual Report are incorporated herein by reference and shall be deemed a part hereof from the date of filing of any such report. The Credit Agreement is an obligation of the State Street and not of the Corporation.

Any statement contained in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of Part V of the 2013 Annual Report to the extent that a statement contained herein or in any subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of Part V of the 2013 Annual Report.

State Street hereby undertakes to provide, without charge to each person to whom a copy of Part V of the 2013 Annual Report has been delivered, on the written request of any such person, a copy of any or all of the documents referred to above which have been or may be incorporated into Part V of the 2013 Annual Report by reference, other than exhibits to such documents. Written requests for such copies should be directed to Investor Relations, State Street Corporation, One Lincoln Street, Boston, Massachusetts 02111, telephone number 617-786-3000.

Neither State Street nor its affiliates make any representation as to the contents of Part V of the 2013 Annual Report (except as to this section), the suitability of the Notes for any investor, the feasibility or performance of any project, or compliance with any securities or tax laws or regulations.

California State Teachers' Retirement System

The California State Teachers' Retirement System provides defined retirement, survivor and disability benefits to its members. California public school teachers from preschool through community college and certain other employees of the public school system are required by law to be members of CalSTRS. Contributions to the Teachers' Retirement Fund (Fund) are as follows: members 8%, school districts and other agencies employing members of CalSTRS 8.25%, and State of California 3.041% of the members' creditable earnings from the fiscal year ending in the prior calendar year.

CalSTRS is a component unit of the State of California, organized and operating under the laws of the State of California, including the Teachers' Retirement Law, constituting Part 13 of Division 1 of Title 1 of the Education Code of the State of California, commencing at Section 22000 (Law), as amended. The Law establishes the Teachers' Retirement Board, which has the sole and exclusive fiduciary responsibility over the administration and investment of funds held in the Fund, in which the bulk of the CalSTRS assets are held.

Financial data is taken from the audited CalSTRS financial statements for fiscal year ended June 30, 2013. Financial data for fiscal years ended after 2013 are incorporated by reference in this section and shall be deemed to be a part hereof.

As of June 30, 2013, the Fund had net assets held in trust for pension benefits with a market value of approximately $166.3 billion, compared to approximately $151.3 billion as of June 30, 2012. As of November 30, 2013, total investment assets had a market value of approximately $176.4 billion (unaudited).

The CalSTRS Credit Enhancement Program (**CEP**) is rated AA+/F1+ and Aa3/P-1 by Fitch Ratings and Moody's Investors Service, respectively. CalSTRS, the sponsor of the CEP, is rated AA-/A-1+ by Standard and Poor's.

CalSTRS will provide, without charge and upon request, a copy of its financial statements. Requests to CalSTRS for the financial statements should be directed by mail to California State Teachers' Retirement

System, P.O. Box 163749, MS-04, Sacramento, California 95816-3749, Attention: Credit Enhancement Program, or by email to cepinquiries@calstrs.com. The most recent financial statements, CAFR and other information regarding CalSTRS can be viewed at www.calstrs.com/actuarial-financial-and-investor-information. CalSTRS investments and the CEP information can be viewed at www.calstrs.com/investments.

The foregoing information has been provided by CalSTRS and is not intended to serve as a representation, warranty, or contract modification of any kind.

SUMMARY OF CERTAIN PROVISIONS OF THE GENERAL RESOLUTION

The General Resolution contains various covenants and security provisions, certain of which are summarized below. In general, this Section does not summarize any provisions of the Series Resolutions. Reference should be made to the General Resolution for a full and complete statement of its provisions. A copy of the General Resolution or any Series Resolution may be obtained by contacting the State at the address provided in the introduction to this Part V of the 2013 Annual Report.

Resolution to Constitute Contract

The provisions of the General Resolution shall be a part of the contract of the State with the holders of Bonds and shall be deemed to be and shall constitute a contract among the State, the Trustee and the holders from time to time of the Bonds and shall be for the equal benefit, protection and security of the holders of any and all of such Bonds.

Provisions for Issuance of Bonds

The General Resolution authorizes Bonds of a Series to be issued from time to time in accordance with the terms of the General Resolution without limitation as to amount except as provided by law. Bonds shall be issued pursuant to authorization by a Series Resolution containing the provisions specified by the General Resolution. Following issuance of the initial Series of Bonds, the Commission must determine that the additional obligations test set forth in the General Resolution is met prior to adopting any Series Resolution for other than refunding purposes. The Bonds of a Series may be authenticated and delivered only upon receipt by the Trustee of, among other things:

- A Bond Counsel's opinion to the effect, among other things, that the Bonds of such Series have been duly and validly authorized and issued in accordance with the Wisconsin Constitution and the Wisconsin Statutes and in accordance with the General Resolution; and,
- The proceeds of the Bonds of such Series to be deposited with the Trustee pursuant to the General Resolution.

Additional Bonds

Following the initial issuance of Bonds, the State will not create or permit the creation of, or issue any obligations or create any indebtedness which shall be secured by a superior or equal charge and lien on the Program Income, except that additional Series of Bonds may be issued from time to time subsequent to the issuance of the initial Series of Bonds on a parity with the Bonds of such initial Series of Bonds and secured by an equal charge and lien on the Program Income. However, no additional Series of Bonds shall be issued subsequent to the initial Series of Bonds unless:

- The principal amount of the additional Bonds together with the principal amount of the Outstanding Bonds will not exceed in aggregate principal amount any limitation thereon imposed by law;
- Except in the case of refunding Bonds, there shall be filed with the Trustee a Certificate of an Authorized Officer of the Commission and the Department of Transportation stating that Program Income, including interest earnings on amounts deposited in the Funds or Accounts held by the Trustee and available for debt service, for any twelve (12) consecutive calendar months of the preceding eighteen (18) calendar months, was equal to at least 2.25 times the maximum aggregate

Principal Requirement and Interest Requirement for any Fiscal Year for all Outstanding Bonds (the General Resolution defines Outstanding Bonds to include the Bonds being issued upon the delivery of such Certificate);

- Upon the issuance and delivery of the additional Bonds, the amount credited to the Reserve Fund shall be at least equal to the Debt Service Reserve Requirement immediately after issuance; and
- All requirements with respect to adoption of Series Resolutions have been complied with.

Refunding Bonds

The State may issue refunding Bonds of one or more Series to refund any Outstanding Bonds of one or more Series whether by payment at maturity or by redemption. Refunding Bonds shall be issued pursuant to and in accordance with the provisions of a Series Resolution authorizing such refunding Bonds.

Application of Bond Proceeds

The proceeds of sale of a Series of Bonds shall be deposited as follows:

- To the Principal and Interest Account of the Redemption Fund, the amount of any accrued interest on the Series of Bonds to their date of delivery;
- To the Principal and Interest Account of the Redemption Fund, the amount of any premium determined by the applicable Series Resolution, or specified in a certificate of an authorized officer of the Commission;
- To the Principal and Interest Account of the Redemption Fund, the proceeds of any Series of refunding Bonds to the extent provided in the applicable Series Resolution;
- To the Reserve Fund, the amount specified in the Series Resolution as necessary to establish or increase the amount set aside therein to the Debt Service Reserve Requirement;
- To any other Fund or Account to the extent permitted by the Revenue Obligations Act provided for by Series Resolution; and
- To the Program Capital Fund, the balance of the proceeds of any Series of Bonds, which shall be allocated:
  (a) to the Capitalized Interest Account, the amount of capitalized interest, if any, determined by the applicable Series Resolution to be deposited; and
  (b) to the Program Account, the balance of the proceeds of any Series of Bonds.

Establishment of Funds

All Program Income and other moneys or securities held by the Trustee pursuant to the General Resolution are revenues of the Trustee and are revenues outside of the State Treasury which shall be held in trust and applied only in accordance with the provisions of the General Resolution. The General Resolution establishes and creates the following trust funds that are to be held by the Trustee:

- Program Capital Fund, which consists of a Capitalized Interest Account and a Program Account;
- Redemption Fund, which consists of a Principal and Interest Account and a Program Income Account;
- Reserve Fund; and
- Program Expense Fund.

The General Resolution authorizes the creation of other Funds and Accounts for a particular Series of Bonds by the applicable Series Resolution.

Capitalized Interest Account

Amounts in the Capitalized Interest Account, if any, shall be transferred to the Principal and Interest Account of the Redemption Fund to be used for payment of capitalized interest on the Bonds in accordance with the schedule set forth in a Series Resolution or in a Certificate of an Authorized Officer of the Building Commission delivered to the Trustee. Amounts in the Capitalized Interest Account shall also be transferred to the Principal and Interest Account of the Redemption Fund for redemption of Bonds (1) upon receipt by the Trustee of a Certificate of an Authorized Officer of the Building Commission stating that such redemption is necessary for compliance with the covenants contained in the General Resolution concerning tax exemption of the interest on certain of the Bonds, and (2) in accordance with the provisions of the terms of a Series Resolution with respect to the Series of Bonds authorized by such Series Resolution.

Program Account

Amounts in the Program Account shall be used solely for the following purposes:

- Paying the Costs of Issuance;
- Financing Projects in accordance with the Act and the General Resolution; and
- Transfers to the Principal and Interest Account of the Redemption Fund to pay interest on the principal of or Redemption Price of Outstanding Bonds (a) upon receipt by the Trustee of a Certificate of an Authorized Officer of the Building Commission stating that such redemption is necessary for compliance with the covenants contained in the General Resolution concerning tax exemption of the interest on certain of the Bonds, (b) in accordance with the provisions of the terms of a Series Resolution, and (c) upon receipt by the Trustee of a Certificate of an Authorized Officer of the Building Commission stating that there are no further Projects to be funded from the Program Account.

Redemption Fund

There shall be deposited into the Principal and Interest Account of the Redemption Fund from the proceeds of the sale of the Bonds, immediately upon receipt thereof, an amount equal to the accrued interest and any premium (if so specified in a certificate of an authorized officer of the Commission) paid upon the sale of the Bonds and the proceeds of any Series of refunding Bonds. All Program Income shall be deposited promptly with the Trustee (or with national banking associations, state banks or trust companies acting as agents of the Trustee for transfer daily to the Trustee) and such amounts shall be deposited in the Program Income Account of the Redemption Fund. There shall also be deposited in the Program Income Account of the Redemption Fund any other amounts required or permitted to be deposited therein pursuant to the General Resolution.

The amounts deposited in the Principal and Interest Account of the Redemption Fund from the proceeds of a Series of Bonds representing accrued interest and any specified premium shall be set aside and applied to the payment of interest on the next succeeding Interest Payment Date and any additional Interest Payment Dates specified in the Series Resolution or a Certificate of an Authorized Officer of the Building Commission.

The amounts deposited in the Principal and Interest Account of the Redemption Fund from the proceeds of a Series of refunding Bonds shall be applied to the payment or redemption of Bonds as provided in the Series Resolution.

Commencing on the date of issuance of the Bonds and continuing each succeeding business day until the amounts required in (1) through (5) of this paragraph are deposited and thereafter on each Redemption Fund Deposit Day (the 1st day of January, April, July, and October), and continuing each succeeding business day until the amounts required in (1) through (5) of this paragraph are deposited, the Trustee shall immediately transfer aside from the amounts deposited in the Program Income Account, in the following order of priority:

(1) To the Principal and Interest Account, after giving effect to:

  (a) amounts to be available from accrued interest and in the Capitalized Interest Account, and

  (b) any balance in the Principal and Interest Account on each Redemption Fund Deposit Day, and

  (c) amounts transferred from the Reserve Fund, and

(d) amounts transferred from the Program Expense Fund, an amount equal to the Interest Requirement with respect to Outstanding Bonds;

(2) To the Principal and Interest Account, after giving effect to any balance in the Principal and Interest Account in excess of the Interest Requirement an amount equal to the Principal Requirement on the Outstanding Bond;

(3) To the Reserve Fund, an amount equal to any deficiency in the Reserve Fund;

(4) To the Program Expense Fund created in the General Resolution, an amount equal to any unfunded portion of the Program Expenses payable over the next three months according to the General Resolution; and

(5) To the Subordinated Debt Service Fund created for the Notes, an amount equal to the Subordinated Debt Service Fund Requirement.

Immediately upon meeting the requirements set forth above, amounts in the Program Income Account of the Redemption Fund, including any interest earned thereon, in excess of the amounts required to be set aside above, shall be paid by the Trustee to the State Treasury for deposit into the Transportation Fund free and clear of the lien of the General Resolution in accordance with the Revenue Obligations Act and the Act.

To the extent not otherwise provided for in the Series Resolution applicable to any Series of Bonds, on the first day of each Fiscal Year and prior to any of the transfers by the Trustee that day specified above, all amounts in the Principal and Interest Account shall be paid by the Trustee to the State Treasury for deposit into the Transportation Fund free and clear of the lien of the General Resolution in accordance with the Revenue Obligations Act and the Act.

Payment of Bonds

The Trustee is required to pay to the Registrar and Paying Agent for the Bonds on or before each Interest Payment Date, (1) the amount equal to interest due on the Outstanding Bonds on such date, (2) the amount equal to the principal amount of Outstanding Bonds maturing on such date and (3) the amount equal to the Redemption Price of any Outstanding Bonds to be redeemed on such date, and in each such case, such amounts shall be applied by such Registrar and Paying Agent to such payments.

There shall be deposited in the Principal and Interest Account of the Redemption Fund any amounts which are required to be deposited therein pursuant to the General Resolution, a Series Resolution and any other amounts available therefor and determined by the State to be deposited therein for the purpose of redeeming Bonds. Subject to the provisions of the respective Series of Bonds and to the provisions of the respective resolutions authorizing the issuance thereof and authorizing the issuance of refunding Bonds, all amounts deposited in the Principal and Interest Account of the Redemption Fund in accordance with the provisions described in this paragraph shall be set aside and applied to the payment, purchase or redemption of Bonds.

Purchase of Bonds

Except as may be otherwise provided in connection with the issuance of refunding Bonds, at any time prior to the 45th day upon which Bonds are to be paid or redeemed from the amounts described in the preceding paragraph, the Trustee may upon receipt of written instructions signed by an Authorized Officer of the Building Commission apply such amounts to the purchase of any of the Bonds which may be paid or redeemed by application of amounts on deposit in the Principal and Interest Account of the Redemption Fund. The Trustee shall purchase Bonds at such times, for such prices, in such amounts and in such manner as the Building Commission shall direct. The purchase price paid by the Trustee (excluding accrued interest but including any brokerage and other charges) for any Bond purchased shall not exceed the principal amount of such Bond or the Redemption Price of such Bond on the next Redemption Date for such Bonds.

Program Expense Fund

On the 1st day of January, April, July, and October, the Trustee shall immediately transfer amounts on deposit in the Program Income Account to the Program Expense Fund for the purpose of paying Program Expenses for the succeeding three months as set forth in the annual budget prepared by the Department of Transportation, but only upon a Certificate of an Authorized Officer of the Department of Transportation, stating that the amounts are required and have been or will be expended for purposes for and to which the Program Expense Fund may be used and applied.

Reserve Fund

If on any Interest Payment Date, Principal Installment Date, or Redemption Date for the Bonds, the amount in the Principal and Interest Account of the Redemption Fund shall be less than the amount required for the payment of interest, principal or Redemption Price on Outstanding Bonds on such date, the Trustee shall apply assets in the Reserve Fund to the extent necessary to make good the deficiency.

In the event there is a deficiency in the Reserve Fund, it shall be made up from the Redemption Fund after both the Interest Requirement and the Principal Requirement with respect to Outstanding Bonds have been met. Monies flow to the Redemption Fund commencing on the date of issuance of a Series of Bonds or on a Redemption Fund Deposit Day, whichever is earlier.

On the first day of each Fiscal Year, income and earnings from Investment Obligations in the Reserve Fund shall be transferred to the Principal and Interest Account to the extent such transfer will not reduce the amount in the Reserve Fund below an amount equal to the Debt Service Reserve Requirement.

Investments and Deposits

Subject to instructions from time to time received from an Authorized Officer of the Building Commission and to the provisions of the General Resolution, moneys in any Fund or Account shall be continuously invested and reinvested or deposited and redeposited by the Trustee in the highest yield Investment Obligations that may be reasonably known to the Trustee to the extent the same are authorized by the applicable Series Resolution and at the time legal for investment of funds under the Act, the Revenue Obligations Act and other applicable law. Investments shall be made with a view toward maximizing yield (with proper preservation of principal) and minimizing the instances of uninvested funds.

Investment Obligations purchased as an investment of moneys in any Fund or Account held by the Trustee under the provisions of the General Resolution shall be deemed at all times to be part of such Fund or Account but the income or interest earned and gains realized from Investment Obligations held by the Reserve Fund and Program Expense Fund in excess of the requirements of said Funds shall be transferred to the Principal and Interest Account on the first day of each Fiscal Year.

The Trustee shall sell at the best price obtainable, or present for redemption or exchange, any Investment Obligations purchased by it pursuant to the General Resolution whenever it shall be necessary in order to provide moneys to meet any payments or transfers from the Fund or Account for which such investment was made.

In computing the amount in the Reserve Fund, obligations purchased as an investment of moneys therein shall be valued at par if purchased at par value or at amortized value if purchased at other than par value. Valuation shall be made on the 20th day of each March, June, September and December and as otherwise required under the General Resolution and on any particular date shall not include the amount of interest then earned or accrued to such date on any deposit or investment.

The Trustee shall invest and reinvest the moneys in any Fund or Account in available Investment Obligations so that the maturity date or date of redemption at the option of the holder thereof shall coincide as nearly as practicable with the times at which monies are needed to be so expended.

Investment Obligations means any of the investments described under "GLOSSARY".

Powers as to Bonds and Pledge

The State covenants that it is duly authorized pursuant to law to authorize and issue the Bonds and to adopt the General Resolution and to pledge the Program Income purported to be pledged by the General Resolution in the manner and to the extent provided in the General Resolution.

Payment Covenant

The State covenants that it will duly and punctually pay or cause to be paid, but solely from sources as provided in the General Resolution, the principal and Redemption Price of every Bond and the interest thereon, on the dates and at the places and in the manner stated in the Bonds according to the true intent and meaning thereof.

Tax Covenants

The State and the Trustee shall at all times do and perform all acts and things necessary or desirable in order to assure that interest paid on the Bonds shall, for the purposes of federal income taxation, be excludable from the gross income of the recipients thereof and exempt from such taxation.

The State and the Trustee shall not permit at any time or times any of the proceeds of the Bonds or any other funds of the State to be used directly or indirectly to acquire any securities or obligations, the acquisition of which would cause any Bond to be an "arbitrage bond" as defined in Section 148 of Code.

The State and the Trustee shall not permit at any time or times any proceeds of any Bonds or any other funds of the State to be used, directly or indirectly, in a manner which would result in the exclusion of any Bond from the treatment afforded by Section 103 of the Code, as from time to time amended, by reason of the classification of such Bond as a "private activity bond" within the meaning of Section 141 of the Code.

The State reserves the right to elect to issue Bonds, the interest on which is not exempt from federal income taxation, if such election is made prior to the issuance of such Bonds, and the covenants as to tax exemption shall not apply to such Bonds.

Funds and Reports

The Department of Transportation covenants that it will keep, or cause to be kept and maintained proper books of account relating to the Program and within 120 days after the end of each Fiscal Year shall cause such books of account to be audited by an Accountant. A copy of each audit report, annual balance sheet and income and expense statement showing in reasonable detail the financial condition of the Program (including a schedule of monthly Program Income) as of the close of each Fiscal Year, and summarizing in reasonable detail the income and expenses for such year, including the transaction relating to the Funds, shall be filed promptly with the Trustee and shall be available for inspection by any Bondholder. See "AUDITED FINANCIAL STATEMENTS" in APPENDIX A.

Budgets

The Department of Transportation must file an annual budget broken down on a quarterly basis covering the fiscal operations of the Program for the succeeding Fiscal Year not later than the first day of each Fiscal Year with the Trustee. The annual budget shall at least set forth for such Fiscal Year the estimated Program Income, the debt service due and payable or estimated to become due and payable during such Fiscal Year and estimated Program Expenses. The Department of Transportation may at any time file with the Trustee an amended annual budget for the remainder of the then current Fiscal Year in the manner provided for the filing of the annual budget. Copies of the annual budget as then amended and in effect shall be made available by the Trustee during normal business hours in the Trustee's office for inspection by any Bondholder.

The Program

The State covenants from time to time, with all practical dispatch and in a sound and economical manner consistent in all respects with the Act, the Revenue Obligations Act, the provisions of the General Resolution and sound banking practices and principles to:

- Use and apply the proceeds of the Bonds, to the extent not reasonably or otherwise required for other purposes of the Program, to finance Projects, pursuant to the Act, the Revenue Obligations Act and the General Resolution;
- Do all such acts and things as shall be necessary to charge and cause to be deposited with the Trustee Program Income sufficient to pay interest and principal and redemption premium on all Outstanding Bonds, to maintain the Debt Service Reserve Requirement in the Reserve Fund, to maintain any Credit Support and Liquidity Fund Requirement provided for in a Series Resolution, to pay Program Expenses; and
- Maintain any Subordinated Debt Service Fund Requirement provided for in a Series Resolution.

Power of Amendment

The Building Commission may, from time to time and without the consent and concurrence of any holder of any Bond, adopt a Supplemental Resolution modifying or amending the General Resolution if the modification or amendment does not adversely affect the holders of the Outstanding Bonds.

Any modification of or amendment to the General Resolution which does affect the rights and obligations of the State and of the holders of the Bonds, in any particular, may be made by a Supplemental Resolution with the written consent given as provided in the General Resolution, (1) of the holders of at least two-thirds in principal amount of the Outstanding Bonds at the time such consent is given, (2) in case less than all of the several Series of Bonds then Outstanding are affected by the modification or amendment, of the holders of at least two-thirds in principal amount of the Bonds of each Series so affected and Outstanding at the time such consent is given, and (3) in case the modification or amendment changes the terms of any Sinking Fund Installment, of the holders of at least two-thirds in principal amount of the Bonds of the particular Series and maturity entitled to such Sinking Fund Installment and Outstanding at the time such consent is given. If any such modification or amendment will not take effect so long as any Bonds of any specified maturity remain Outstanding, however, the consent of the holders of such Bonds shall not be required and such Bonds shall not be deemed to be Outstanding for the purpose of any calculation of Outstanding Bonds under the General Resolution or Series Resolution. No such modification or amendment shall permit a change in the terms of redemption or maturity of the principal of any Outstanding Bond or of any installment of interest thereon or a reduction in the principal amount or the Redemption Price thereof or in the rate of interest without the consent of the holder of such Bond, or shall reduce the percentages or otherwise affect the classes of Bonds, the consent of the holders of which is required to effect any such modification or amendment.

Events of Default

It is an Event of Default if:

(1) Payment of any installment of interest on the Outstanding Bonds shall not be made after the same shall become due;

(2) Payment of the principal of, Redemption Price or any Sinking Fund Installment on any Bond when and as the same shall become due and payable, whether at maturity or upon call for redemption or otherwise, shall not be made when and as the same shall become due; or

(3) The State shall fail or refuse to comply with the provisions of the General Resolution including replenishment of the Reserve Fund, or shall default in the performance or observance of any of the covenants, agreements or conditions on its part contained in the General Resolution or in any Supplemental or Series Resolution or the Bonds, and such failure, refusal or default shall continue for a period of thirty (30) days after written notice thereof by the Trustee or the holders of not less than 25% in principal amount of the Outstanding Bonds.

Remedies

Upon the happening and continuance of any Event of Default specified in clauses (1) and (2) under Events of Default above, the Trustee shall proceed, or upon the happening and continuance of any Event of Default specified in clause (3) under Events of Default above, the Trustee may proceed and, upon the written request of the holders of not less than 25% in principal amount of the Outstanding Bonds, shall proceed, in its own name, subject to the General Resolution, to protect and enforce the rights of the Bondholders by such of the following remedies as the Trustee, being advised by counsel shall deem most effectual to protect and enforce such rights: (a) by mandamus or other suit, action, or proceeding at law or in equity, to enforce all rights of the Bondholders, including the right to require the State to charge and cause to be deposited with the Trustee sufficient Program Income and to require the State to carry out the covenants and agreements with Bondholders and to perform its duties under the Act, the Revenue Obligations Act and the General Resolution; (b) by bringing suit upon the Bonds; (c) by action or suit in equity, to require the State to account as if it were the trustee of an express trust for the holders of the Bonds; (d) by action or suit in equity, to enjoin any acts or things which may be unlawful or in violation of the rights of the holders of the Bonds; (e) by declaring all Bonds due and payable, and if all defaults shall be cured, then, with written consent of the holders of not less than 25% in principal amount of the Outstanding Bonds, by annulling such declaration and its consequences; or (f) in the event that all Bonds are declared due and payable, by selling Investment Obligations.

Before declaring the principal of Bonds due and payable upon an Event of Default, the Trustee shall first give thirty (30) days notice in writing to the Governor and Attorney General of the State.

Priority of Bonds After Default

In the event that upon the happening and continuance of an Event of Default, the Funds or Accounts held by the Trustee, Registrar and Paying Agent are insufficient for the payment of interest, principal or Redemption Price then due on the Bonds, such Funds or Accounts (other than portions of Funds held for the payment or redemption of particular Bonds which have theretofore become due at maturity or by call for redemption) and any other monies received or collected by the Trustee acting pursuant to the Act, the Revenue Obligations Act and the General Resolution, after making provisions for the payment of any expenses necessary in the opinion of the Trustee to protect the interests of the holders of the Bonds and for the payment of the charges and expenses and liabilities incurred and advances made by the Trustee or the Registrar and Paying Agent in the performance of their respective duties under the General Resolution, are to be applied as follows:

(1) If the principal of all of the Bonds has not become or been declared due and payable:

First: To the payment to the persons entitled thereto of all installments of interest then due in the order or maturity of such installments, and, if the amount available is not sufficient to pay in full any installment, then to the payment thereof ratably, according to the amounts due on such installment, to the persons entitled thereto, without any discrimination or preference.

Second: To the payment to the persons entitled thereto of the unpaid principal or Redemption Price of any Bonds which shall have become due, whether at maturity or by call for redemption, in the order of their due dates, and, if the amounts available shall not be sufficient to pay in full all the Bonds due on any date, then to the payment thereof ratably, according to the amounts of principal or Redemption Price due on such date, to the persons entitled thereto, without any discrimination or preference.

(2) If the principal of all of the Bonds has become or been declared due and payable, to the payment of the principal and interest then due and unpaid upon the Bonds without preference or priority of principal over interest or of interest over principal, or of any installment of interest over any other installment of interest, or of any Bond over any other Bond, ratably, according to the amounts due respectively for principal and interest, to the persons entitled thereto without any discrimination or preference except as to any difference in the respective rates of interest specified in the Bonds.

Limitation on Rights of Bondholders

No individual Bondholder shall have any right to initiate legal proceedings to enforce rights under the General Resolution unless such holder shall have given to the Trustee written notice of the Event of Default or breach of duty on account of which such proceeding is to be taken, and unless the holders of not less than 25% in principal amount of the Outstanding Bonds have made written request of the Trustee after the right to exercise such right of action has occurred, and shall have afforded the Trustee a reasonable opportunity either to exercise the powers granted to it under the General Resolution or to institute such proceedings in its name and unless, also, there has been offered to the Trustee reasonable security and indemnity against costs, expenses and liabilities and the Trustee has refused or neglected to comply with such request within a reasonable time. No provision in the General Resolution on defaults and remedies affects or impairs the right of any Bondholder to enforce the payment of the principal of and interest on his Bonds, or the obligation of the State to pay the same from the source, at the time and place specified in said Bond.

Compensation of Fiduciaries

Each Fiduciary is entitled to such fees and reimbursement as shall be established in an agreement between the Commission and such Fiduciary by the Trustee from the Program Expense Fund (except that the agreement for Registrar shall be between the Secretary of Administration and the Registrar). Each Fiduciary shall have a lien for such fees and reimbursement on any and all Funds at any time held by it under the General Resolution.

Removal of Trustee

The Trustee is required to be removed if so requested by the holders of a majority in principal amount of the Outstanding Bonds excluding any Bonds held by or for the account of the State. The State may remove the Trustee at any time, except during the existence of an Event of Default, for such cause as the State may determine in its sole discretion. In either such event, a successor is required to be appointed.

Defeasance

If the State shall pay or cause to be paid to the holders of the Bonds, the principal and interest and Redemption Price to become due thereon, at the times and in the manner stipulated therein and in the General Resolution, then the pledge of Program Income and other monies, securities and funds thereby pledged and all other rights granted thereby shall be discharged and satisfied.

Bonds or interest installments for the payment or redemption of which monies have been set aside and shall be held in trust by Fiduciaries (through deposit by the State of funds for such payment or redemption or otherwise) shall, at the maturity or Redemption Date thereof, be deemed to have been paid within the meaning and with the effect expressed in the above paragraph. Any Bonds shall, prior to maturity or Redemption Date thereof, be deemed to have been paid within the meaning and with the effect so expressed if:

- In case any of the Bonds to be redeemed on any date prior to their maturity, the State has given to the Trustee in form satisfactory to it, irrevocable instructions to publish, as provided in the General Resolution, notice of redemption on said date of such Bonds;

- There has been deposited with the Trustee either monies in an amount which are sufficient, or Investment Obligations which are direct obligations of or obligations guaranteed by the United States of America or other obligations, the payment of which is provided for by an irrevocable escrow deposit invested in direct obligations of the United States of America, the principal of and the interest on which when due will provide monies which, together with the monies, if any, deposited with the Trustee at the same time, will be sufficient to pay when due the principal or Redemption Price and interest due and to become due on said Bonds on and prior to the Redemption Date or maturity date thereof, as the case may be; or

- In the event said Bonds are not by their terms subject to redemption within the next succeeding 60 days, the State has given the Trustee, in form satisfactory to it, irrevocable instructions to publish, as soon as practicable, at least once in an Authorized Newspaper a notice to the holders of such Bonds that the deposit required above has been made with the Trustee and that said Bonds are deemed to have been paid and stating such maturity or Redemption Date upon which monies are to be available for the payment of the principal of and Redemption Price on said Bonds.

Neither the Investment Obligations nor the monies so deposited with the Trustee nor principal or interest payments on any such Investment Obligations shall be withdrawn or used for any purpose other than (and shall be held in trust for) the payment of the principal of, Redemption Price and interest on said Bonds, but any cash received from such principal or interest payments on such Investment Obligations deposited with the Trustee, if not then needed for such purpose may, to the extent practicable and legally permitted, be reinvested in Investment Obligations maturing at times and in amounts sufficient to pay when due the principal of, Redemption Price and interest to become due on said Bonds on and prior to such Redemption Date or maturity date thereof, as the case may be, and interest earned from such reinvestments may be paid over to the State, as received by the Trustee, free and clear of any trust, lien or pledge.

GLOSSARY

This Glossary includes definitions from the General Resolution and the Series Resolutions that apply to capitalized terms used in Part V of the 2013 Annual Report.

Accountant means such reputable and experienced independent certified public accountant or firm of independent certified public accountants of nationally recognized standing as may be selected by the Department of Transportation and be satisfactory to the Trustee which may be the accountant or firm of accountants who regularly audit the books and accounts of the Department.

Act means Section 84.59, Wisconsin Statutes.

Authorized Newspaper means either The Wall Street Journal or The Bond Buyer, or such other financial newspaper or financial journal of general circulation, printed in the English language and customarily published (except in the case of legal holidays) at least once a day for at least five days in each calendar week, in the Borough of Manhattan, City and State of New York.

Authorized Officer when used with reference to the Department of Transportation means the Secretary or other person designated from time to time by the Secretary, and when used with reference to the Commission, means the Chairperson of the Commission or other person designated from time to time by the Chairperson of the Commission and, in the case of any act to be performed or duty to be discharged, any other member, staff, officer or employee of the foregoing Department of Transportation or Commission then authorized to perform such act or discharge such duty.

Bond or **Bonds** means any bond or any other evidence of revenue obligation authorized under the General Resolution and issued pursuant to a Series Resolution.

Bond Counsel's Opinion means an opinion executed by the Attorney General of Wisconsin or an attorney or firm of attorneys of nationally recognized standing in the field of law relating to municipal, state and public agency financing, selected by the State.

Bondholder and the term **Holder** or **holder** means the registered owner of any Outstanding Bond or Bonds, if registered to a particular person or persons, or the holder of any Outstanding Bond or Bonds in bearer form or registered as to principal only, or his duly authorized attorney in fact, representative or assigns.

1998 Series A Bonds means the State of Wisconsin Transportation Revenue Bonds, 1998 Series A, issued on August 15, 1998.

2003 Bonds means the State of Wisconsin Transportation Revenue Bonds, 2003 Series A, issued on November 25, 2003.

2004 Bonds means the State of Wisconsin Transportation Revenue Refunding Bonds, 2004 Series 1, issued on September 30, 2004.

2005 Series A Bonds means the State of Wisconsin Transportation Revenue Bonds, 2005 Series A, issued on March 10, 2005.

2005 Series B Bonds means the State of Wisconsin Transportation Revenue Bonds, 2005 Series B, issued on September 29, 2005.

2007 Series A Bonds means the State of Wisconsin Transportation Revenue Bonds, 2007 Series A, issued on March 8, 2007.

2007 Series 1 Bonds means the State of Wisconsin Transportation Revenue Refunding Bonds, 2007 Series 1, issued on March 8, 2007.

2008 Bonds means the State of Wisconsin Transportation Revenue Bonds, 2008 Series A, issued on August 27, 2008.

2009 Series A Bonds means the State of Wisconsin Transportation Revenue Bonds, 2009 Series A, issued on October 1, 2009.

2009 Series B Bonds means the State of Wisconsin Transportation Revenue Bonds, 2009 Series B (Taxable), issued on October 1, 2009.

2010 Series A Bonds means the State of Wisconsin Transportation Revenue Bonds, 2010 Series A, issued on December 9, 2010.

2010 Series B Bonds means the State of Wisconsin Transportation Revenue Bonds, 2010 Series B (Taxable), issued on December 9, 2010.

2012 Series 1 Bonds means the State of Wisconsin Transportation Revenue Bonds, 2012 Series 1, issued on April 25, 2012.

2012 Series 2 Bonds means the State of Wisconsin Transportation Revenue Bonds, 2012 Series 2, issued on June 28, 2012.

2013 Bonds means the State of Wisconsin Transportation Revenue Bonds, 2013 Series 1, issued on March 6, 2013.

Capitalized Interest Account shall mean the account established by Section 402 of the General Resolution.

Certificate means (i) a signed document either attesting to or acknowledging the circumstances, representations or other matters therein stated or set forth or setting forth matters to be determined pursuant to the General Resolution, or (ii) the report of an Accountant as to audit or other procedures called for by the General Resolution.

Commercial Paper Notes or **Notes** means, in aggregate, the State of Wisconsin Transportation Revenue Commercial Paper Notes of 1997, Series A, the State of Wisconsin Transportation Revenue Commercial Paper Notes of 2006, Series A, and the State of Wisconsin Transportation Revenue Commercial Paper Notes of 2013, Series A.

Commission means the State of Wisconsin Building Commission established and existing pursuant to Section 13.48, Wisconsin Statutes, and any successor thereto to whom the powers and duties granted to or imposed by the General Resolution shall be given by law.

Costs of Issuance means all items of expense, directly or indirectly payable or reimbursable by or to the State which are related to the authorization, sale, credit support, liquidity or issuance of Bonds.

Credit Support and Liquidity Fund Requirement means as of any date of calculation, an amount equal to the aggregate Credit Support and Liquidity Fund Requirements for each Series of Outstanding Bonds as specified with respect to each such Series in the applicable Series Resolution.

Debt Service Requirement means as of any particular date of calculation, the aggregate Interest Requirement and Principal Requirement for Outstanding Bonds as specified in each Series Resolution authorizing the issuance of a Series of Bonds.

Debt Service Reserve Requirement means, as of any particular date of computation, an amount equal to the aggregate of the amounts specified in each Series Resolution authorizing the issuance of a Series of Bonds (any of which are Outstanding on the date of computation) as the amount to be the Debt Service Reserve Requirement, provided that, with respect to any Series of Bonds, in lieu of a deposit to the Reserve Fund of an amount equal to the applicable Series Debt Service Reserve Requirement, the State may provide for a letter of credit, municipal bond insurance policy, surety bond or other type of agreement or arrangement with an entity having, at the time of entering into such agreement or arrangement, a credit rating equal to or greater than the Bonds which provides for the availability, at the times required pursuant to the provisions of any Series Resolution, of an amount at least equal to such Series Debt Service Reserve Requirement and such method of funding shall be deemed to satisfy all provisions of the Series Resolution with respect to the Debt Service Reserve Requirement and the amount required to be on deposit in the Reserve Fund with respect to such Series of Bonds.

Department of Transportation or **Department** or **DOT** means the State of Wisconsin Department of Transportation established and existing pursuant to Section 15.46, Wisconsin Statutes, and any successor thereto to which the powers and duties granted to or imposed by the General Resolution shall be given by law.

Fiduciary means the Trustee, the Registrar and any Paying Agent, or any or all of them as may be appropriate.

Fiscal Year means the fiscal year of the State as established from time to time.

Fund means one or more, as the case may be, of the funds or accounts created and established pursuant to the General Resolution.

General Resolution means the General Resolution as the same may from time to time be amended, modified or supplemented by a Supplemental Resolution.

Interest Payment Dates means any date on which is due the payment of interest on any Series of Bonds as specified in each Series Resolution authorizing the issuance of the Series of Bonds.

Interest Requirement means as of any particular date of calculation, the amount equal to any unpaid interest then due, plus an amount to the interest accruing or payable during the period between the date of calculation and the next Redemption Fund Deposit Day with respect to each Series of Outstanding Bonds.

Investment Obligations means and includes any of the following obligations to the extent the same are at the time legal for investment of funds of the State under the Act, the Revenue Obligations Act, or under other applicable law:

1. Direct obligations of or obligations guaranteed by the United States of America;
2. Obligations the payment of principal and interest on which, by act of Congress or in the opinion of the Attorney General of the United States in office at the time such obligations were issued, are unconditionally guaranteed by the United States of America;
3. Bonds, debentures, notes, participation certificates or other similar evidences of indebtedness issued by any of the following: Federal Land Banks, Federal Home Loan Banks, Federal Intermediate Credit Banks, Banks for Cooperatives, the Federal Financing Bank, the Federal Home Loan Mortgage Corporation, Federal National Mortgage Association, Export Import Bank of the United States, Student Loan Marketing Association, Farmer’s Home Administration, Government National Mortgage Association, Small Business Administration, or any other agency or corporation which has been or may hereafter be created by or pursuant to an Act of Congress of the United States as an agency or instrumentality thereof or sponsored thereby (including but not limited to the fully guaranteed portion of an obligation partially guaranteed by any of the

foregoing, if the State's ownership of such portion is acknowledged in writing by an officer of the guaranteeing agency or instrumentality);

4. Public Housing Bonds issued by public agencies or municipalities and fully secured as to the payment of both principal and interest by a pledge of annual contributions under an annual contributions contract or contracts with the United States of America or temporary notes, preliminary loan notes or project notes issued by public agencies or municipalities, in each case, fully secured as to the payment of both principal and interest by a requisition or payment agreement with the United States of America;
5. Obligations of any state within the United States or of any political subdivision of any state, provided that at the time of purchase such obligations are rated in either of the two highest rating categories by a nationally recognized bond rating agency;
6. Bankers acceptances drawn on and accepted by banks (including the Trustee and Paying Agent) and certificates of deposit by banks (including the Trustee and Paying Agent), with a combined capital and surplus aggregating at least $100,000,000 and securities of which are currently rated within the two highest rating categories assigned by a nationally recognized rating agency, or the international branches or banking subsidiaries thereof;
7. Interest-bearing time deposits, or certificates of deposit of a bank (including the Trustee and Paying Agent) or trust company, continuously secured and collateralized by obligations of the type described in clauses (1), (2), (3) and (4) hereof, having a market value at least equal at all times to the amount of such deposit or certificate, to the extent such deposit or certificate is not insured by the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation, or any successors thereto;
8. Commercial paper given the highest rating by Standard & Poor's Corporation and Moody's Investors Service at the time of such investments;
9. Investment agreements with banks or bank holding companies the senior long-term debt securities of which are rated within the two highest categories by a nationally recognized rating agency and which have a capital and surplus of at least $100,000,000;
10. Repurchase agreements, with banks or other financial institutions (including the Trustee and Paying Agent) (**Repurchaser**) provided that each such repurchase agreement (a) is in a commercially reasonable form and is for a commercially reasonable period, and (b) result in transfer to the Trustee of legal and equitable title to, or the granting to the Trustee of a prior perfected security interest in, identified obligations referred to in clauses (1), (2), (3) and (4) above which are free and clear of any claims by third parties and are segregated in a custodial or trust account held either by the Trustee or by a third party (other than the Repurchaser) as the agency solely of, or in trust solely for the benefit of the Trustee, provided that obligations acquired pursuant to such repurchase agreements shall be valued at the lower of the then current market value of such obligations or the repurchase prices thereof set forth in the applicable repurchase agreement, such investments shall be made so as to mature on or prior to the date or dates that the Trustee anticipates that moneys therefrom be required;
11. Shares of beneficial interests in an investment fund or trust substantially all of whose assets consist of those identified obligations referred to in clauses (1) and (2) above; and
12. Any short term government fund whose assets consist of those identified obligations referred to in clauses (1), (2), (3), (4) and (10) above.

Notes or Commercial Paper Notes means, in aggregate, the State of Wisconsin Transportation Revenue Commercial Paper Notes of 1997, Series A, the State of Wisconsin Transportation Revenue Commercial Paper Notes of 2006, Series A, and the State of Wisconsin Transportation Revenue Commercial Paper Notes of 2013, Series A.

Outstanding, when used with reference to Bonds and as of any particular date, describes all Bonds that have been delivered and are expected to be delivered except (a) any Bond cancelled by the Trustee, or proven to the satisfaction of the Trustee to have been cancelled by the Registrar, at or before said date, (b) any Bond deemed to have been paid in accordance with the provisions of Section 1201 of the General Resolution, and (c) any Bond in lieu of or in substitution for which another Bond shall have been delivered pursuant to the requirements of the General Resolution or any Series Resolution.

Paying Agent for the payment of the principal of, Redemption Price and interest on the Bonds of a particular Series means the Treasurer or any bank or trust company designated as paying agent for the Bonds, and its successor or successors hereafter appointed in the manner provided in the General Resolution.

Principal and Interest Account means the account established by Section 502 of the General Resolution.

Principal Installment means (a) the principal amount of Outstanding Bonds that mature on a single future date, and (b) the amount of any Sinking Fund Installment required to be paid on a single future date.

Principal Installment Dates means any dates designated in a Series Resolution as a day a Principal Installment is to be paid.

Principal Requirement means, as of any particular date of calculation, the amount of money equal to any unpaid Principal Installment then due with respect to each Series of Outstanding Bonds and the amount of the next succeeding Principal Installment divided by the number of Redemption Fund Deposit Days prior to the next Principal Installment Date with respect to each Series of Outstanding Bonds.

Program means the State of Wisconsin Transportation Facilities and Highway Projects Revenue Obligations Program financed under the Act, the Revenue Obligations Act and the General Resolution in accordance with any other enactment of the State which may hereafter specify an extension, expansion, addition or improvement of and for said Program pursuant to the Act, the Revenue Obligations Act and the General Resolution but not financed under the provisions of any other bond resolution or indenture of trust.

Program Account means the account so designated by Section 402 of the General Resolution.

Program Capital Fund means the Fund that is established and created by Section 402 of the General Resolution and pursuant to Section 18.57 of the Revenue Obligations Act.

Program Expense Fund means the Fund that is established and created by Section 514 of the General Resolution.

Program Expenses means the reasonable and proper costs and expenses of the Department of Transportation for the operation and maintenance of the Program, including, without limitation, the administrative expenses allocable to the Program and the fees and expenses of the Trustee and the Paying Agents and Registrars of the Bonds.

Program Income means moneys derived under Sections 341.25, 341.09(2)(d), (2m)(a)1., (4), and (7), 341.14(2), (2m), (6)(d), (6m)(a), (6r)(b)2., (6w), and (8), 341.145(3), 341.16(1)(a) and (b), (2), and (2m), 341.17(8), 341.19(1)(a), 341.255(1), (2)(a), (b), and (c), (4), and (5), 341.26(1), (2), (2m)(am)and(b), (3), (3m), (4), (5), and (7), 341.264(1), 341.265(1), 341.266(2)(b) and (3), 341.268(2)(b) and (3), 341.30(3), 341.305(3), 341.308(3), 341.36(1) and (1m), 341.51(2), and 342.14, except Section 342.14(lr), of the Wisconsin Statutes or any other moneys that the State is authorized to pledge, which is to be deposited by the Department of Transportation under Section 18.562(3) and (5) of the Revenue Obligations Act in a separate and distinct fund outside of the State Treasury in an account maintained by the Trustee as the Redemption Fund and all interest earned or gain realized from the investment of amounts in said fund.

Program Income Account means the account established by Section 502 of the General Resolution.

Projects means the projects authorized under the Act and funded with proceeds of Bonds authorized by one or more Series Resolutions.

Redemption Date means the date upon which Bonds are to be called for redemption.

Redemption Fund means the Fund that is established and created by Section 502 of the General Resolution pursuant to Section 18.562(3) of the Revenue Obligations Act.

Redemption Fund Deposit Day means January 1st, April 1st, July 1st, and October 1st of each Fiscal Year.

Redemption Price when used with respect to a Bond or portion thereof, means the principal amount of such Bond or portion plus the applicable premium, if any, payable upon redemption thereof in the manner contemplated in accordance with its terms pursuant to the General Resolution and to the Series Resolution.

Registrar means, with respect to Bonds of a particular Series, the Treasurer or any person with whom he has contracted with for the performance of any of his functions under Section 18.10(5) and (7), Wisconsin Statutes.

Reserve Fund means the Fund that is established and created by Section 508 of the General Resolution pursuant to Section 18.562 of the Revenue Obligations Act.

Revenue Obligations Act means Subchapter II of Chapter 18 of the Wisconsin Statutes, as amended.

Secretary means the Secretary of the Department of Transportation or any other officer, board, body, commission or agency succeeding to the powers, duties and functions thereof.

Serial Bonds means the Bonds so designated in a Series Resolution.

Series, when used with respect to less than all of the Bonds, means and refers to all of the Bonds delivered on original issuance in a simultaneous transaction, regardless of variations in maturity, interest rate or other provisions, and any Bond thereafter delivered in lieu of or substitution for any of such Bonds pursuant to the General Resolution or a Series Resolution.

Series Resolution means any resolution adopted by the Commission pursuant to and in accordance with the terms of Article II of the General Resolution, providing for the issuance of a particular Series of Bonds.

Sinking Fund Installment means the amount of money unconditionally required by or pursuant to a Series Resolution to be paid toward the retirement of any particular Term Bonds prior to their respective stated maturities.

State means the State of Wisconsin, including the Commission, or Department of Transportation, as the case may be, acting on behalf of the State pursuant to the Act or the Revenue Obligations Act, or any body, agency or instrumentality of the State which shall hereafter succeed to the powers, duties and functions of any of the foregoing.

Statutes means the Wisconsin Statutes.

Subordinated Debt Service Fund means an account established in Section 5.1 of 1997 State of Wisconsin Building Commission Resolution 7, adopted by the Commission on April 23, 1997, as amended, pursuant to Section 714(C) of the General Resolution, and pledged to the payment of the Commercial Paper Notes.

Subordinated Debt Service Fund Requirement means, as of any date of calculation, an amount equal to the aggregate Subordinated Debt Service Fund Requirements for each Subordinated Indebtedness Series of Outstanding Bonds (or Commercial Paper Notes) as specified with respect to each such Series in the applicable Series Resolution.

Subordinated Indebtedness means a Series of Bonds issued pursuant to Section 714 of the General Resolution, and includes the Commercial Paper Notes.

Supplemental Resolution means any resolution adopted by the Commission pursuant to and in accordance with the terms of Article VIII of the General Resolution amending or supplementing the provisions of the General Resolution as originally adopted or as amended or supplemented prior to the amending or supplementing affected by the particular Supplemental Resolution.

Term Bonds means the Bonds so designated in a Series Resolution.

Transportation Fund means the fund established in Section 25.40, Wisconsin Statutes.

Treasurer means the State Treasurer or any other officer, board, body, commission or agency succeeding to any of the powers, duties and functions thereof.

Trustee means The Bank of New York Mellon Trust Company, N.A., as trustee appointed by or pursuant to Section 1101 of the General Resolution, and its successor or successors and any other corporation or association that may at any time be substituted in its place pursuant to the General Resolution.

APPENDIX A

AUDITED FINANCIAL STATEMENTS

The following are the independent auditor's report and audited statements of cash receipts and disbursements for the years ended June 30, 2013 and June 30, 2012, and include (1) for the Transportation Revenue Bond Program, the Independent Auditors' Report, dated October 21, 2013, together with unaudited information pertaining to the Program Income, and (2) for the Transportation Revenue Commercial Paper Program, the Independent Auditors' Report, dated October 21, 2013, together with unaudited information pertaining to the Program Income.

{This page number is the last sequential page number of the 2013 Annual Report to be used in Part V of the 2013 Annual Report. The following uses page numbers from the independent auditor's reports, audited statements of cash receipts and disbursements, and unaudited supplementary information pertaining to Program Income. The sequential page numbers for the 2013 Annual Report continue in Part VI.}

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

1993 SERIES A, 1998 SERIES A, 2001 SERIES A, 2002 SERIES A, 2002 SERIES 1, 2002 SERIES 2, 2003 SERIES A, 2004 SERIES 1, 2005 SERIES A, 2005 SERIES B, 2007 SERIES A, 2007 SERIES 1, 2008 SERIES A, 2009 SERIES A, 2009 SERIES B (TAXABLE), 2010 SERIES A, 2010 SERIES B (TAXABLE), 2012 SERIES 1, 2012 SERIES 2, AND 2013 SERIES 1

Statements of Cash Receipts and Disbursements
for the Years Ended June 30, 2013 and 2012
with Independent Auditors' Report

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

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CPAs AND SO MUCH MORE.

INDEPENDENT AUDITORS' REPORT

To the Wisconsin Department of Transportation
State of Wisconsin

We have audited the accompanying statements of cash receipts and disbursements of the 1993 Series A, 1998 Series A, 2001 Series A, 2002 Series A, 2002 Series 1, 2002 Series 2, 2003 Series A, 2004 Series 1, 2005 Series A, 2005 Series B, 2007 Series A, 2007 Series 1, 2008 Series A, 2009 Series A, 2009 Series B (Taxable), 2010 Series A, 2010 Series B (Taxable), 2012 Series 1, 2012 Series 2 and 2013 Series 1 bonds of the Wisconsin Department of Transportation Revenue Bond Program (the "Program") for the years ended June 30, 2013 and 2012 and the related notes to the statements of cash receipts and disbursements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of this financial statement in accordance with the cash basis of accounting described in Note 2; this includes determining that the cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on this financial statement based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statement. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Program's preparation and fair presentation of the financial statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Program's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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Opinion

In our opinion, the financial statements referred to in the first paragraph present fairly, in all material respects, the statements of cash receipts and disbursements of the 1993 Series A, 1998 Series A, 2001 Series A, 2002 Series A, 2002 Series 1, 2002 Series 2, 2003 Series A, 2004 Series 1, 2005 Series A, 2005 Series B, 2007 Series A, 2007 Series 1, 2008 Series A, 2009 Series A, 2009 Series B (Taxable), 2010 Series A, 2010 Series B (Taxable), 2012 Series 1, 2012 Series 2 and 2013 Series 1 bonds of the Wisconsin Department of Transportation Revenue Bond Program for the years ended June 30, 2013 and 2012, in accordance with the cash basis of accounting described in Note 2.

Basis of Accounting

We draw attention to Note 2 of the notes to the statements of cash receipts and disbursements, which describes the basis of accounting. This financial statement is prepared on the cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to that matter.

Other Matters

Management has omitted the management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the financial statements. Such missing information, although not a part of the financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the financial statements in an appropriate operational, economic, or historical context. Our opinion on the financial statements is not affected by this missing information.

Our audit was conducted for the purpose of forming an opinion on the statements of cash receipts and disbursements of the Program as a whole. The financial information listed in the table of contents as supplementary information on pages 14 through 30 are presented for purposes of additional analysis and are not a required part of the financial statements. The supplementary information is the responsibility of management and was derived from and relate directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

The schedule of program revenue and schedule of motor vehicle registration and registration-related fees – cash basis on pages 31 and 32 have not been subject to the auditing procedures applied in the audits of the statements of cash receipts and disbursements and, accordingly, we do not express an opinion or provide any assurance on them.

Report Issued in Accordance with *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated October 21, 2013 on our consideration of the Program's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Program's internal control over financial reporting and compliance.

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Certified Public Accountants
Green Bay, Wisconsin
October 21, 2103

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

STATEMENTS OF CASH RECEIPTS AND DISBURSEMENTS
YEARS ENDED JUNE 30, 2013 AND 2012

	2013	2012
CASH AND INVESTMENTS, BEGINNING OF YEAR	$ 253,293,642	$ 219,985,372
RECEIPTS:		
Motor vehicle registration fees retained by Trustee	182,236,197	176,858,962
Investment income	458,091	217,245
Revenue bond proceeds - par value	123,925,000	175,000,000
Revenue bond proceeds - accrued interest and original issuance premium, net of underwriter's discount	22,469,857	25,944,168
Revenue refunding bond proceeds - par value	135,755,000	285,125,000
Revenue refunding bond proceeds - accrued interest and original issuance premium, net of underwriter's discount	29,364,255	48,943,750
Total receipts	494,208,400	712,089,125
DISBURSEMENTS:		
Debt service - principal	94,715,000	81,200,000
Debt service - interest	85,651,391	84,622,709
Highway program expenditures	165,313,599	178,639,934
Program expenses - revenue bond program	41,131	43,934
Program expenses - commercial paper program	259,596	302,911
Bond issuance costs	493,612	241,882
Defeasance of debt - purchase of securities for escrow account	164,969,765	333,729,485
Total disbursements	511,444,094	678,780,855
CASH AND INVESTMENTS, END OF YEAR	$ 236,057,948	$ 253,293,642
Cash and investments reserved for debt service	$ 137,522,857	$ 135,710,500
Cash and investments reserved for program expenses	179,534	100,261
Cash and investments reserved for highway expenditures	88,002,032	107,243,651
Cash and investments in the reserve fund	10,353,525	10,239,230
	$ 236,057,948	$ 253,293,642

See notes to statements of cash receipts and disbursements.

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

NOTES TO STATEMENTS OF CASH RECEIPTS AND DISBURSEMENTS FOR THE YEARS ENDED JUNE 30, 2013 AND 2012

1. NATURE OF PROGRAM

The Wisconsin Department of Transportation ("Department") Revenue Bond Program (the "Program") originated in April 1984 pursuant to the adoption of the General Resolution, as amended, by the State of Wisconsin Building Commission. The purpose of the Program is to provide financing for the construction, maintenance and repair of certain major highway projects and administrative facilities. Receipts provided from motor vehicle registration fees and certain other vehicle registration-related fees are used to service the Program's borrowing obligations. The Department is responsible for managing the construction projects and the collection of motor vehicle registration fees and certain other vehicle registration-related fees.

The Department has statutory authority (as amended) as of June 30, 2013, to issue a total of $3,351,547,300 of revenue obligations (excluding refunded bonds), in order to partially finance the costs of the authorized projects, in addition to proceeds from State of Wisconsin ("State") general obligation debt, federal aid and other money in the State Transportation Fund. Effective July 2, 2013, 2013 Wisconsin Act 20 (2013-2015 Biennial Budget) increased the Department's statutory authority to issue revenue obligations to $3,768,059,300 (excluding refunded bonds). As of June 30, 2013, the Department has remaining authority to issue $196,095,791 of additional obligations. As of July 2, 2013, with the increase in statutory authority, the Department's remaining authority increased to $612,607,791.

As part of the State's reporting entity, the Program's financial information is included in the State of Wisconsin Comprehensive Annual Financial Report.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Cash Receipts and Disbursements Basis of Accounting—The statements of cash receipts and disbursements present the Program's cash receipts and disbursements, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. Under this basis of accounting, cash receipts are recorded when received and disbursements are recorded when paid. The Program's cash and investments balance is presented at cost.

The Department has entered into trust agreements, as amended, with The Bank of New York Mellon Trust Company, N.A. (the "Trustee"), relating to the creation and administration of the State of Wisconsin Transportation Revenue Bonds, 1993 Series A, 1998 Series A, 2001 Series A, 2002 Series A, 2002 Series 1, 2002 Series 2, 2003 Series A, 2004 Series 1, 2005 Series A, 2005 Series B, 2007 Series A, 2007 Series 1, 2008 Series A, 2009 Series A, 2009 Series B (Taxable), 2010 Series A, 2010 Series B (Taxable), 2012 Series 1, 2012 Series 2, and 2013 Series 1. Among other provisions, the trust agreements, in conjunction with the General Resolution, specify those funds to be created and maintained, the timing and flow of monies through the funds, the determination of the debt service reserve requirements (see Note 6) and the procedure to be followed for the redemption of the bonds. It is the Program directors' view that the statements of cash receipts and disbursements along with the related notes meet the reporting requirements of the trust agreements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

***Receipts and Disbursements*:**

Motor Vehicle Registration Fees Retained by Trustee—Motor vehicle registration fees and certain other vehicle registration-related fees retained by the Trustee are recorded at time of impounding, when transfer of possession occurs.

Investment Income—Investment income is recorded when received and includes realized gains and losses on sales or maturities of investments.

Bond Proceeds—Bond proceeds are recorded as receipts on the date of closing at gross value of the issuance. All related fees are reported as bond issuance costs within disbursements.

Debt Service—Principal and Interest—Debt service payments are recorded when paid.

Highway Program Expenditures—Highway program expenditures are recorded when paid by the Program to the Transportation Fund of the State of Wisconsin.

Program Expenses – Revenue Bond Program—Program expenses are recorded when paid.

Program Expenses - Commercial Paper Program—Represents payments for expenses made by the Revenue Bond Program on behalf of the Commercial Paper Program.

Bond Issuance Costs – Costs associated with issuing bonds, such as legal, financial advisor and accounting fees, are recorded when paid. For bonds issued late in the fiscal year, subsequent payment of the related issuance costs may occur and be reported in the fiscal year following issuance of the bonds and recording of the bond proceeds.

3. CASH AND INVESTMENTS

The Program's investment policies are governed by the General Resolution and Wisconsin Statutes. The Program is authorized to invest in direct obligations of or obligations guaranteed by the United States, obligations of agencies created or sponsored by an Act of Congress, obligations of any state or municipality that are rated in either of the two highest rating categories by a nationally recognized bond rating agency, bankers acceptances and certificates of deposit from banks with combined capital and surplus aggregating at least $100 million whose securities are rated within the two highest rating categories assigned by a nationally recognized rating agency, corporate commercial paper given the highest rating by Standard & Poor's Ratings Services and Moody's Investors Service, Inc., and a fund whose assets consist of direct obligations or obligations guaranteed by the United States or obligations of agencies created or sponsored by Congress. Program assets are to be invested in the highest yielding authorized securities, with maturity or redemption dates coinciding as closely as possible with cash flow and liquidity needs of Program operations.

3. CASH AND INVESTMENTS (Continued)

During fiscal years 2013 and 2012, the Program's assets were held in deposit accounts or invested in a money market fund, U.S. government securities, and federal agency securities by the Trustee. The money market fund invests exclusively in obligations of the U.S. Treasury, including Treasury bills, bonds and notes. Program assets are reported at cost. The following table summarizes the cost and fair market value for each of the investments:

	June 30, 2013		June 30, 2012	
Cash/Investment	**Cost**	**Fair Value**	**Cost**	**Fair Value**
Bank of New York Cash Reserve (deposit account)	$ 33,545,792	$ 33,545,792	$ 60,788,181	$ 60,788,181
Dreyfus Treasury Cash Management Money Market	25,416,344	25,416,344	105,489,978	105,489,978
U.S. Treasury Notes	84,411,746	82,884,000	19,233,782	19,113,000
Federal Home Loan Mortgage Corp Disc Notes	14,361,920	14,367,000	43,487,588	43,489,521
Federal Home Loan Bank Discount Notes	56,405,273	56,426,491	-	-
Federal National Mortgage Association Discount Notes	21,916,873	21,919,400	24,294,113	24,296,056
Total	$236,057,948	$234,559,027	$253,293,642	$253,176,736

Investments of the Program are subject to various risks:

- Custodial credit risk is the risk that, in the event of failure of the counterparty (e.g., broker-dealer) to a transaction, the Program will not be able to recover the value of investments or collateral securities that are in the possession of another party. Securities of the U.S. government and its agency were registered and held by the Program's agent in the Program's name. The deposit account is FDIC-insured up to $250,000 but is not collateralized. Money market funds are not insured or collateralized.

- Credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This risk is measured by the assignment of a rating by a nationally recognized statistical rating organization, such as Standard & Poor's Ratings Services, Moody's Investors Service, Inc., and Fitch Ratings. As of June 30, 2013, the deposit account was rated AA-. Standard & Poor's rating for U.S. government and federal agencies securities was AA+. All remaining investments were rated AAA.

- Concentration of credit risk may be a concern if investments in any one issuer represent 5 percent or more of net Program assets, excluding investments issued or explicitly guaranteed by the U.S. government and investments in mutual funds, external investment pools, and other pooled investments. Concentration of credit risk is not addressed in the Program's investment requirements. As of June 30, 2013, 14 percent of the Program's assets were held in a deposit account. Thirty-six percent of the Program's assets were invested in U.S. government securities, 39 percent in federal agency securities, and 11 percent in a money market fund; however, this fund solely invests in U.S. government securities.

3. CASH AND INVESTMENTS (Continued)

- Interest rate risk is the risk that changes in market interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment, the greater the sensitivity of its fair value to changes in market interest rates. Money market funds are liquid, having no future maturity dates. The U.S Treasury Notes matured on Sunday, June 30, 2013, and were redeemed on Monday, July 1, 2013. The Federal Home Loan Mortgage Corporation, $5.5 million of Federal Home Loan Bank, and $1.9 million of Federal National Mortgage Association Discount Notes matured and were redeemed on July 1, 2013. The remaining Federal Home Bank Discount Notes, $50.9 million, matured and were redeemed, and reinvested in part, on July 15, 2013. Federal National Mortgage Association Discount Notes totaling $20.0 million will mature on October 1, 2013.

- Foreign currency risk is the risk that changes in currency exchange rates will adversely affect the fair value of an investment. Foreign currency holdings are not specifically addressed in the Program's investment requirements; however, no investments denominated in foreign currency were held by the Program as of June 30, 2013.

4. REVENUE BONDS

The Program's revenue obligations are issued pursuant to Subchapter II of Chapter 18 of the Wisconsin Statutes as amended, Section 84.59 of the Wisconsin Statutes and a General Resolution and Series Resolutions adopted by the State of Wisconsin Building Commission. The bonds are revenue obligations of the State, payable solely from the Redemption Fund created by the General Resolution. The bonds are collateralized by a first lien pledge of income derived from vehicle registration fees under Section 341.25 of the Wisconsin Statutes and certain other vehicle registration-related fees, as collected by the Trustee ("Program Income"). The State has covenanted in the General Resolution that it will charge motor vehicle registration fees and certain other vehicle registration-related fees sufficient to pay principal and interest on the bonds, as they become due, to pay program expenses and to maintain the debt service reserve requirement. Fees collected in excess of the amount needed to service this Program, and outstanding Wisconsin Department of Transportation Revenue Commercial Paper Notes, are transferred to the Department free of the first lien pledge of the General Resolution. The State is not generally liable on the bonds nor are the projects financed by the bonds pledged as collateral.

A summary of these revenue obligations outstanding as of June 30, 2013 and 2012 is as follows:

	2013	2012
Transportation Revenue Bonds, 1993 Series A, fixed interest rate of 4.75%, interest payable semiannually, final annual principal payment in 2012	$ -	$ 7,290,000
Transportation Revenue Bonds, 1998 Series A, fixed interest rate of 5.5%, interest payable semiannually, annual principal payments of variable amounts through 2016	42,015,000	64,595,000
Transportation Revenue Bonds, 2001 Series A, fixed interest rate of 4.0%, interest payable semiannually, final annual principal payment in 2012	-	2,990,000

4. REVENUE BONDS (Continued)

Transportation Revenue Bonds, 2002 Series A, fixed interest rate of 5.0%, interest payable semiannually, final annual principal payment in 2013	9,385,000	18,320,000
Transportation Revenue Bonds, 2002 Series 1 and 2, fixed interest rates of 5.5% and 4.3%, interest payable semiannually, final annual principal payment in 2012	-	9,185,000
Transportation Revenue Bonds, 2003 Series A, fixed interest rate of 5.0%, interest payable semiannually, annual principal payments of variable amounts through 2014	22,900,000	33,540,000
Transportation Revenue Bonds, 2004 Series 1, fixed interest rate of 5.25%, interest payable semiannually, annual principal payments of variable amounts through 2017	65,160,000	70,920,000
Transportation Revenue Bonds, 2005 Series A, varying fixed interest rates from 3.375% to 5.25%, interest payable semiannually, annual principal payments of variable amounts through 2021	176,450,000	192,045,000
Transportation Revenue Bonds, 2005 Series B, fixed interest rate of 5.0%, interest payable semiannually, annual principal payments of variable amounts through 2015	22,540,000	100,830,000
Transportation Revenue Bonds, 2007 Series A, fixed interest rate of 4.25%, interest payable semiannually, final annual principal payment in 2027	18,340,000	83,380,000
Transportation Revenue Bonds, 2007 Series 1, varying fixed interest rates from 4.35% to 5.0%, interest payable semiannually, annual principal payments of variable amounts through 2022	206,900,000	206,900,000
Transportation Revenue Bonds, 2008 Series A, fixed interest rate of 5.0%, interest payable semiannually, annual principal payments of variable amounts through 2029	167,360,000	173,530,000
Transportation Revenue Bonds, 2009 Series A, fixed interest rate of 3.5%, interest payable semiannually, annual principal payments of variable amounts through 2014	12,135,000	17,870,000
Transportation Revenue Bonds, 2009 Series B (Taxable), varying fixed interest rates from 3.54% to 5.84%, interest payable semiannually, annual principal payments of variable amounts through 2030	147,130,000	147,130,000

4. REVENUE BONDS (Continued)

Transportation Revenue Bonds, 2010 Series A, fixed interest rate of 5.0%, interest payable semiannually, annual principal payments of variable amounts through 2021	70,025,000	76,075,000
Transportation Revenue Bonds, 2010 Series B (Taxable), varying fixed interest rates from 4.7% to 6.0%, interest payable semiannually, annual principal payments of variable amounts through 2031	123,925,000	123,925,000
Transportation Revenue Bonds, 2012 Series 1, varying fixed interest rates from 2.0% to 5.0%, interest payable semiannually, annual principal payments of variable amounts through 2032	343,725,000	343,725,000
Transportation Revenue Bonds, 2012 Series 2, varying fixed interest rates from 4.0% to 5.0%, interest payable semiannually, annual principal payments of variable amounts through 2024	116,400,000	116,400,000
Transportation Revenue Bonds, 2013 Series 1, varying fixed interest rates from 4.0% to 5.0%, interest payable semiannually, annual principal payments of variable amounts through 2033	259,680,000	-
Total principal amount of bonds outstanding at June 30	1,804,070,000	1,788,650,000
Less: current maturities	94,835,000	94,715,000
Principal outstanding at June 30 due beyond one year	$ 1,709,235,000	$ 1,693,935,000

Additional series of bonds may be issued on a parity with the current bond series outstanding and collateralized by an equal charge and lien on the Program Income. However, no additional series may be issued unless, among other things, Program Income, including interest, for 12 consecutive months within the preceding 18-month period is at least 2.25 times the maximum aggregate principal and interest requirement in any bond year for all outstanding bonds.

Future maturities of bonds payable as of June 30, 2013 are as follows:

Year Ending June 30,	
2014	$ 94,835,000
2015	108,385,000
2016	107,365,000
2017	103,865,000
2018	100,855,000
2019 – 2023	594,190,000
2024 – 2028	429,890,000
2029 – 2033	249,575,000
2034	15,110,000
	$1,804,070,000

The 2009 Series B (Taxable) and 2010 Series B (Taxable) Bonds are “qualified build America bonds” pursuant to Section 54AA of the Internal Revenue Code of 1986, as amended. The State expects to receive 35% of the interest payable to bondholders from the United States Treasury.

4. REVENUE BONDS (Continued)

Interest subsidies from the United States Treasury received in connection with these "build America bonds" are not pledged to the payment of principal, interest, or redemption price on the bonds and are not reported as income to the Program. The $4.8 million subsidy for interest due January 1 and July 1, 2013, was received and deposited in the State Transportation Fund. However, the July 1 subsidy was reduced by $0.2 million (8.7 percent), as required by the Budget Control Act of 2011 (federal budget sequestration).

5. DEFEASED REVENUE BONDS

From time to time, the Program issues revenue bonds to defease older revenue bonds in order to take advantage of market conditions. The proceeds from the issuance of revenue bonds, together with assets transferred from the refunded bond series, are deposited with a trustee bank in a separate Escrow Account. These funds are invested by an escrow agent in U.S. Treasury obligations and certain other government securities so that sufficient monies are available to pay the principal, interest and redemption price of the defeased bonds.

A summary of debt service savings and economic gain (present value of debt service savings) as a result of refunding transactions during the years ended June 30, 2013 and 2012 follows:

Refunding Issue	Debt Service Savings	Economic Gain
2012 Series 1	$20,837,978	$17,041,900
2012 Series 2	8,623,505	8,299,984
2013 Series 1	15,491,021	12,959,885

The defeased bonds, totaling $553.8 million as of June 30, 2013, are not included in the outstanding revenue bonds summarized in Note 4. Also, the related securities in the Escrow Accounts are not included in the Program's cash and investments balance. Once defeased, no related activity in the Escrow Accounts is reported in the Program's Statements of Cash Receipts and Disbursements. The following is a summary of these defeased bonds at June 30, 2013.

The revenue bonds defeased by the 2004 Series 1 Refunding that remain outstanding were as follows:

Series	Maturity	Principal Amount	Redemption Date	Redemption Price
2002 Series A	July 1, 2014	$ 9,850,000	July 1, 2013	Par

The revenue bonds defeased by 2005 Series A that remain outstanding were as follows:

Series	Maturity	Principal Amount	Redemption Date	Redemption Price
2002 Series A	July 1, 2015	10,345,000		
	July 1, 2016	10,860,000		
		21,205,000	July 1, 2013	Par
2003 Series A	July 1, 2015	12,315,000		
	July 1, 2016	12,930,000		
	July 1, 2017	13,580,000		
		38,825,000	July 1, 2014	Par
		$ 60,030,000		

5. DEFEASED REVENUE BONDS (Continued)

The revenue bonds defeased by 2007 Series 1 that remain outstanding were as follows:

Series	Maturity	Principal Amount	Redemption Date	Redemption Price
2002 Series A	July 1, 2017	11,405,000		
	July 1, 2018	11,975,000		
	July 1, 2019	12,575,000		
	July 1, 2020	13,205,000		
		49,160,000	July 1, 2013	Par
2003 Series A	July 1, 2018	14,255,000		
	July 1, 2019	14,970,000		
	July 1, 2020	15,720,000		
		44,945,000	July 1, 2014	Par
		$ 94,105,000		

The revenue bonds defeased by 2012 Series 1 that remain outstanding were as follows:

Series	Maturity	Principal Amount	Redemption Date	Redemption Price
2002 Series A	July 1, 2021	13,865,000		
	July 1, 2022	14,560,000		
	July 1, 2023	15,285,000		
		43,710,000	July 1, 2013	Par
2003 Series A	July 1, 2021	16,505,000		
	July 1, 2022	17,330,000		
	July 1, 2023	18,195,000		
	July 1, 2024	19,105,000		
		71,135,000	July 1, 2014	Par
		$114,845,000		

The revenue bonds defeased by 2012 Series 2 that remain outstanding were as follows:

Series	Maturity	Principal Amount	Redemption Date	Redemption Price
2005 Series A	July 1, 2022	13,130,000		
	July 1, 2023	13,790,000		
	July 1, 2024	14,480,000		
		41,400,000	July 1, 2015	Par
2005 Series B	July 1, 2013	7,200,000	Maturity	Par
	July 1, 2017	11,465,000	July 1, 2015	Par
		18,665,000		
2007 Series A	July 1, 2018	11,825,000		
	July 1, 2019	12,415,000		
	July 1, 2020	13,035,000		
	July 1, 2021	13,685,000		
	July 1, 2022	14,370,000		
		65,330,000	July 1, 2015	Par
		$125,395,000		

5. DEFEASED REVENUE BONDS (Continued)

The revenue bonds defeased by 2013 Series 1 that remain outstanding were as follows:

Series	Maturity	Principal Amount	Redemption Date	Redemption Price
2005 Series A	July 1, 2025	15,200,000	July 1, 2015	Par
2005 Series B	July 1, 2016	10,920,000		
	July 1, 2018	12,040,000		
	July 1, 2019	12,640,000		
	July 1, 2020	13,275,000		
	July 1, 2021	13,940,000		
	July 1, 2022	1,505,000		
	July 1, 2023	1,580,000		
	July 1, 2024	1,660,000		
	July 1, 2025	1,745,000	July 1, 2015	Par
		69,305,000		
2007 Series A	July 1, 2023	15,090,000		
	July 1, 2024	15,845,000		
	July 1, 2025	16,635,000		
	July 1, 2026	17,470,000		
		65,040,000	July 1, 2015	Par
		$149,545,000		

Total defeased bonds outstanding at June 30, 2013:	$553,770,000

6. DEBT SERVICE RESERVE FUND REQUIREMENT

The General Resolution creates a Reserve Fund and provides that it shall be used to make up any deficiency in the Redemption Fund for the payment of principal and interest on all of the-then outstanding bonds. At June 30, 2013, the Reserve Fund is currently funded in an amount equal to $22,786,525 (consisting of an amount available under a Surety Bond of $12,433,000 and other cash and investments of $10,353,525), which exceeds the aggregate Debt Service Reserve Requirement ("DSRR") at that time of $12,433,000.

The State, pursuant to each Series Resolution, specifies the DSRR, if any, for that Series. The individual DSRRs for each Series of outstanding bonds are combined to determine the aggregate DSRR for the Reserve Fund. Since 2003, the State has not specified a DSRR for any Series of bonds that have been issued. Furthermore, the State does not currently expect to specify a DSRR for any Series of additional bonds; however, the State reserves the right to change its practice and specify a DSRR for future bond Series.

If all of the bonds of a Series cease to be outstanding, then the aggregate DSRR is reduced by the DSRR attributable to that Series of bonds. As of June 30, 2013, only the State of Wisconsin Transportation Revenue Bonds, 2002 Series A and 2003 Series A have individual DSRRs. As of July 2, 2013, Transportation Revenue Bonds, 2002 Series A are no longer outstanding and the aggregate DSRR is reduced to $9,093,000. In addition, portions of the Transportation Revenue Bonds, 2003 Series A have been defeased, and upon discharge of the remainder of these bonds (currently expected to occur on July 1, 2014), the aggregate DSRR is expected to be reduced to $0.

6. DEBT SERVICE RESERVE FUND REQUIREMENT (Continued)

The General Resolution provides that, in lieu of a deposit to the Reserve Fund of an amount equal to the DSRR, the State may obtain a letter of credit, municipal bond insurance policy, surety bond or similar agreement with an entity having, at the time of entering into such agreement or arrangement, a credit rating equal to or greater than the credit rating on the bonds. Since 1993, the State has funded the Reserve Fund, in part, with an irrevocable surety bond ("Surety Bond") issued by Ambac Assurance Corporation. The Surety Bond is an asset of the Reserve Fund and is noncancelable by the provider until it expires on the earlier of July 1, 2023, or when all bonds are paid in full. Pursuant to the terms of the Surety Bond, the amount available under the Surety Bond is the lesser of $51,258,600 or the aggregate DSRR which, as of June 30, 2013, is $12,433,000. As previously noted, on July 2, 2013, the aggregate DSRR declined to $9,093,000, which results in a corresponding reduction in the amount available under the Surety Bond.

On November 8, 2010, the parent company of Ambac Assurance Corporation filed for Chapter 11 bankruptcy protection. Reports, proxy statements, and other information regarding Ambac Assurance Corporation and its parent company, including the status of its filing, are available from Ambac Assurance Corporation.

At the end of any fiscal year, the State may, pursuant to the General Resolution, transfer cash and investments on deposit in the Reserve Fund that are in excess of the aggregate DSRR to the Principal and Interest Accounts. No such transfer occurred for the year ended June 30, 2013. On August 26, 2013, as instructed by the State, the Trustee transferred the excess aggregate DSRR as of July 2, 2013, in the amount of $1,147,924, to the Principal and Interest Account for Transportation Revenue Bonds, 1998 Series A.

7. ADMINISTRATIVE EXPENSES

The Program is not charged for certain departmental administrative expenses incurred by the State of Wisconsin related to the operation of the Program. All such costs are charged to the Transportation Fund of the State of Wisconsin. Costs charged to the Program include expenses of the trustee, audit fees and other direct expenses of the Program. Program expenses of the Transportation Revenue Commercial Paper Program are paid by the Revenue Bond Program.

* * * * * *

SUPPLEMENTARY INFORMATION

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

SUPPLEMENTARY INFORMATION - SCHEDULE OF MOTOR VEHICLE REGISTRATION AND REGISTRATION-RELATED FEES RETAINED BY TRUSTEE

FOR THE YEAR ENDED JUNE 30, 2013

	July 2012	October 2012	January 2013	April 2013	Total
Program Expense	$ 83,000	$ 59,000	$ 158,000	$ 80,000	$ 380,000
1993 Series A	(2,444)	-	-	-	(2,444)
1998 Series A	4,793,003	4,930,581	4,783,592	4,709,590	19,216,766
2001 Series A	(1,938)	-	-	-	(1,938)
2002 Series A	2,461,443	2,539,364	2,382,278	2,421,640	9,804,725
2002 Series 1	(3,570)	-	-	-	(3,570)
2002 Series 2	(723)	-	-	-	(723)
2003 Series A	3,091,699	3,166,217	2,971,090	3,007,176	12,236,182
2004 Series 1	2,449,506	2,445,299	2,327,007	2,326,361	9,548,173
2005 Series A	2,531,921	2,569,514	2,494,381	2,357,294	9,953,110
2005 Series B	3,455,995	1,040,171	960,149	295,859	5,752,174
2007 Series A	918,430	937,361	895,326	202,974	2,954,091
2007 Series 1	2,533,820	2,551,246	2,513,204	2,571,685	10,169,955
2008 Series A	3,757,629	3,771,782	3,605,139	3,638,016	14,772,566
2009 Series A	1,643,869	1,637,413	1,525,209	1,501,777	6,308,268
2009 Series B (Taxable)	1,902,096	1,911,392	1,899,490	1,903,755	7,616,733
2010 Series A	2,512,539	2,499,429	2,360,877	2,367,730	9,740,575
2010 Series B (Taxable)	1,687,036	1,715,624	1,695,778	1,699,782	6,798,220
2012 Series 1	13,181,477	13,142,870	12,815,922	9,942,898	49,083,167
2012 Series 2	1,412,013	1,416,921	1,425,295	1,364,776	5,619,005
2013 Series 1	-	-	-	2,291,162	2,291,162
Total	$48,406,801	$46,334,184	$44,812,737	$42,682,475	$182,236,197

July amounts are net of $62,618 in excess motor vehicle registration and registration-related fees retained by the Trustee in the previous fiscal year and returned to the Wisconsin Department of Transportation.

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

SUPPLEMENTARY INFORMATION - BONDS OUTSTANDING - 1998 SERIES A
JUNE 30, 2013

Maturity July 1,	Rate (%)	Principal
2013	5.50	$ 16,915,000
2014	5.50	7,915,000
2015	5.50	8,360,000
2016	5.50	8,825,000
		$ 42,015,000

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

SUPPLEMENTARY INFORMATION - BONDS OUTSTANDING - 2002 SERIES A
JUNE 30, 2013

Maturity July 1,	Rate (%)	Principal
2013	5.00	$ 9,385,000

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

SUPPLEMENTARY INFORMATION - BONDS OUTSTANDING - 2003 SERIES A
JUNE 30, 2013

Maturity July 1,	Rate (%)	Principal
2013	5.00	$ 11,170,000
2014	5.00	11,730,000
		$ 22,900,000

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

SUPPLEMENTARY INFORMATION - BONDS OUTSTANDING - 2004 SERIES 1
JUNE 30, 2013

Maturity July 1,	Rate (%)	Principal
2013	5.25	$ 6,185,000
2014	5.25	16,345,000
2015	5.25	18,150,000
2016	5.25	11,955,000
2017	5.25	12,525,000
		$ 65,160,000

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

SUPPLEMENTARY INFORMATION - BONDS OUTSTANDING - 2005 SERIES A
JUNE 30, 2013

Maturity July 1,	Rate (%)	Principal
2013	3.375	$ 410,000
2014	5.25	10,495,000
2015	5.25	33,705,000
2016	5.00 & 5.25 (1)	34,865,000
2017	5.00	25,210,000
2018	5.00	13,430,000
2019	5.00	14,205,000
2020	5.00	28,575,000
2021	5.00	15,555,000
		$ 176,450,000

(1) $20,000,000 @ 5.00% and $14,865,000 @ 5.25%

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

SUPPLEMENTARY INFORMATION - BONDS OUTSTANDING - 2005 SERIES B
JUNE 30, 2013

Maturity July 1,	Rate (%)	Principal
2013	5.00	$ 2,235,000
2014	5.00	9,905,000
2015	5.00	10,400,000
		$ 22,540,000

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

SUPPLEMENTARY INFORMATION - BONDS OUTSTANDING - 2007 SERIES A
JUNE 30, 2013

Maturity July 1,	Rate (%)	Principal
2027	4.25	$ 18,340,000

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

SUPPLEMENTARY INFORMATION - BONDS OUTSTANDING - 2007 SERIES 1
JUNE 30, 2013

Maturity July 1,	Rate (%)	Principal
2014	5.00	$ 3,320,000
2015	5.00	3,510,000
2016	5.00	10,835,000
2017	5.00	22,800,000
2018	5.00	50,180,000
2019	5.00	52,735,000
2020	5.00	33,540,000
2021	4.35	14,670,000
2022	4.35	15,310,000
		$ 206,900,000

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

SUPPLEMENTARY INFORMATION - BONDS OUTSTANDING - 2008 SERIES A
JUNE 30, 2013

Maturity July 1,	Rate (%)	Principal
2013	5.00	$ 6,475,000
2014	5.00	6,800,000
2015	5.00	7,140,000
2016	5.00	7,500,000
2017	5.00	7,875,000
2018	5.00	8,265,000
2019	5.00	8,680,000
2020	5.00	9,115,000
2021	5.00	9,570,000
2022	5.00	10,045,000
2023	5.00	10,550,000
2024	5.00	11,075,000
2025	5.00	11,630,000
2026	5.00	12,210,000
2027	5.00	12,825,000
2028	5.00	13,465,000
2029	5.00	14,140,000
		$ 167,360,000

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

SUPPLEMENTARY INFORMATION - BONDS OUTSTANDING - 2009 SERIES A
JUNE 30, 2013

Maturity July 1,	Rate (%)	Principal
2013	3.50	$ 5,965,000
2014	3.50	6,170,000
		$ 12,135,000

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

SUPPLEMENTARY INFORMATION - BONDS OUTSTANDING - 2009 SERIES B (TAXABLE)
JUNE 30, 2013

Maturity July 1,	Rate (%)	Principal
2015	3.54	$ 6,390,000
2016	4.00	6,615,000
2017	4.15	6,880,000
2018	4.44	7,165,000
2019	4.54	7,485,000
2020	4.74	7,825,000
2021	4.89	8,200,000
2022	5.04	8,600,000
2023	5.19	9,040,000
2024	5.29	9,510,000
2025	5.44	10,015,000
2026	5.84	10,555,000
2027	5.84	11,180,000
2028	5.84	11,840,000
2029	5.84	12,545,000
2030	5.84	13,285,000
		$ 147,130,000

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

SUPPLEMENTARY INFORMATION - BONDS OUTSTANDING - 2010 SERIES A
JUNE 30, 2013

Maturity July 1,	Rate (%)	Principal
2013	5.00	$ 6,350,000
2014	5.00	6,670,000
2015	5.00	7,000,000
2016	5.00	7,350,000
2017	5.00	7,720,000
2018	5.00	8,105,000
2019	5.00	8,510,000
2020	5.00	8,935,000
2021	5.00	9,385,000
		$ 70,025,000

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

SUPPLEMENTARY INFORMATION - BONDS OUTSTANDING - 2010 SERIES B (TAXABLE)
JUNE 30, 2013

Maturity July 1,	Rate (%)	Principal
2022	4.70	$ 9,850,000
2023	4.90	10,345,000
2024	5.10	10,865,000
2025	5.30	11,405,000
2026	5.50	11,975,000
2027	5.60	12,575,000
2028	5.70	13,205,000
2029	5.80	13,865,000
2030	5.85	14,555,000
2031	6.00	15,285,000
		$ 123,925,000

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

SUPPLEMENTARY INFORMATION - BONDS OUTSTANDING - 2012 SERIES 1
JUNE 30, 2013

Maturity July 1,	Rate (%)	Principal
2013	2.00	$ 29,745,000
2014	4.00 & 5.00 (1)	29,035,000
2015	4.00 & 5.00 (2)	12,710,000
2016	5.00	6,205,000
2017	5.00	6,510,000
2018	5.00	6,840,000
2019	5.00	7,180,000
2020	3.50 & 5.00 (3)	7,530,000
2021	5.00	39,575,000
2022	5.00	41,590,000
2023	5.00	39,045,000
2024	5.00	26,455,000
2025	5.00	9,560,000
2026	5.00	10,040,000
2027	5.00	10,540,000
2028	5.00	11,070,000
2029	5.00	11,620,000
2030	5.00	12,205,000
2031	5.00	12,815,000
2032	5.00	13,455,000
		$ 343,725,000

(1) $10,000,000 @ 4.00% and $19,035,000 @ 5.00%
(2) $3,100,000 @ 4.00% and $9,610,000 @ 5.00%
(3) $2,500,000 @ 3.50% and $5,030,000 @ 5.00%

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

SUPPLEMENTARY INFORMATION - BONDS OUTSTANDING - 2012 SERIES 2
JUNE 30, 2013

Maturity July 1,	Rate (%)	Principal
2017	4.00	$ 11,335,000
2018	4.00	11,575,000
2019	4.00 & 5.00 (1)	12,035,000
2020	5.00	12,700,000
2021	5.00	13,425,000
2022	5.00	27,315,000
2023	5.00	13,665,000
2024	5.00	14,350,000
		$ 116,400,000

(1) $3,195,000 @ 4.00% and $8,840,000 @ 5.00%

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

SUPPLEMENTARY INFORMATION - BONDS OUTSTANDING - 2013 SERIES 1
JUNE 30, 2013

Maturity July 1,	Rate (%)	Principal
2016	4.00	$ 9,715,000
2018	4.00 & 5.00 (1)	10,675,000
2019	4.00 & 5.00 (2)	11,290,000
2020	4.00 & 5.00 (3)	11,940,000
2021	4.00 & 5.00 (4)	12,585,000
2023	4.00 & 5.00 (5)	15,255,000
2024	5.00	25,935,000
2025	5.00	42,535,000
2026	5.00	26,975,000
2027	5.00	11,440,000
2028	5.00	12,010,000
2029	5.00	12,610,000
2030	5.00	13,240,000
2031	4.00	13,905,000
2032	4.50	14,460,000
2033	4.00 & 5.00 (6)	15,110,000
		$ 259,680,000

(1) $2,500,000 @ 4.00% and $8,175,000 @ 5.00%
(2) $3,500,000 @ 4.00% and $7,790,000 @ 5.00%
(3) $6,000,000 @ 4.00% and $5,940,000 @ 5.00%
(4) $3,690,000 @ 4.00% and $8,895,000 @ 5.00%
(5) $7,000,000 @ 4.00% and $8,255,000 @ 5.00%
(6) $13,110,000 @ 4.00% and $2,000,000 @ 5.00%

Total Bonds Outstanding	$ 1,804,070,000

UNAUDITED INFORMATION

The following information has been prepared by the Wisconsin Department of Transportation and is unaudited.

Unaudited Information

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE OBLIGATIONS PROGRAM

Schedule of Program Revenue (Unaudited)
For the Years Ended June 30, 2013 and 2012

Date	Section 341.25 Registration Fees			Interest Earnings on 341.25 Revenues	Title Transaction Fees	Counter Service Fees and Personalized License Plates	Subtotal (1)	Other Miscellaneous Vehicle Registration & Related Fees	Total Program Revenues
	Registration Non-IRP	IRP Revenues (2)	Subtotal						
July, 2012	$ 35,599,010	$ 4,057,299	$ 39,656,309		$ 7,720,538	$ 724,447	$ 48,101,294	$ 1,149,353	$ 49,250,647
August, 2012	33,938,958	3,574,597	37,513,555		8,595,253	735,658	46,844,466	1,194,876	48,039,342
September, 2012	30,692,015	4,496,932	35,188,947		6,975,595	597,335	42,761,877	1,075,736	43,837,613
October, 2012	31,358,951	7,279,975	38,638,926		7,296,179	640,439	46,575,544	1,144,523	47,720,067
November, 2012	41,234,782	4,691,992	45,926,774		6,600,599	545,156	53,072,529	1,032,860	54,105,389
December, 2012	44,702,513	5,903,168	50,605,681		5,748,147	479,856	56,833,684	882,653	57,716,337
January, 2013	40,822,754	7,766,124	48,588,878		6,546,970	603,021	55,738,869	1,054,290	56,793,159
February, 2013	30,912,409	7,718,773	38,631,182		6,201,958	542,122	45,375,262	890,520	46,265,782
March, 2013	38,387,827	8,592,874	46,980,701		7,538,466	659,042	55,178,209	1,148,337	56,326,546
April, 2013	39,872,937	19,397,754	59,270,691		8,554,254	725,055	68,550,000	1,278,896	69,828,896
May, 2013	36,883,772	4,570,150	41,453,922		8,642,341	744,496	50,840,759	1,237,984	52,078,743
June, 2013	35,681,444	4,698,348	40,379,792		8,075,499	653,804	49,109,095	1,150,787	50,259,882
TOTAL for the Year ended June 30, 2013	$ 440,087,372	$82,747,986	$ 522,835,358	$ 458,091	$ 88,495,799	$ 7,650,431	$ 619,439,679	$ 13,240,815	$632,680,494
July, 2011	$ 33,178,949	$ 4,224,723	$ 37,403,672		$ 6,540,946	$ 670,033	$ 44,614,651	$ 1,015,263	$ 45,629,914
August, 2011	34,713,482	3,586,538	38,300,020		8,004,261	721,190	47,025,471	1,140,498	48,165,969
September, 2011	32,471,456	4,289,527	36,760,983		7,531,858	638,786	44,931,627	1,095,458	46,027,085
October, 2011	29,367,807	6,390,644	35,758,451		6,983,780	600,132	43,342,363	1,048,041	44,390,404
November, 2011	41,051,729	4,985,129	46,036,858		6,733,466	551,847	53,322,171	1,025,229	54,347,400
December, 2011	45,473,087	6,629,291	52,102,378		6,197,755	555,665	58,855,798	999,569	59,855,367
January, 2012	38,776,823	6,630,049	45,406,872		5,756,733	568,287	51,731,892	915,984	52,647,876
February, 2012	34,943,116	6,232,829	41,175,945		6,963,775	654,147	48,793,867	991,929	49,785,796
March, 2012	42,444,728	9,635,019	52,079,747		8,331,482	844,733	61,255,962	1,176,669	62,432,631
April, 2012	39,407,068	14,877,602	54,284,670		7,704,926	803,469	62,793,065	1,145,198	63,938,263
May, 2012	36,688,649	8,748,300	45,436,949		8,147,939	769,361	54,354,249	1,280,391	55,634,640
June, 2012	36,496,439	4,841,805	41,338,244		8,005,943	705,137	50,049,324	1,211,819	51,261,143
TOTAL for the Year ended June 30, 2012	$ 445,013,333	$81,071,456	$ 526,084,789	$ 217,245	$ 86,902,864	$ 8,082,787	$ 621,287,685	$ 13,046,048	$634,333,733

(1) This is the amount of Program Revenue for which the State has undertaken to provide continuing disclosure and the amount of Program Revenue that will be used for determining the debt service coverage ratio and the additional bonds test.

(2) IRP - The International Registration Plan is a multi-state compact for collecting and sharing large truck registration fees. Under the IRP, the registration fees on trucks involved in multi-state commercial activity are collected by the state in which the company is headquartered and are split between the participating states on the basis of proportionate mileage.

Source: Wisconsin Department of Transportation

Unaudited Information

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

Schedule of Motor Vehicle Registration and Registration-Related Fees--Cash Basis (Unaudited)
For the Years Ended June 30, 2013 and 2012

	2013	2012
Total Program Revenues	$ 632,680,494	$ 634,333,733
Less: Interest Earnings on 341.25 Revenues	(458,091)	(217,245)
Motor Vehicle Registration and Related Fees Collected	$ 632,222,403	$ 634,116,488
Less:		
Motor Vehicle Registration and Related Fees Retained by Trustee for Commercial Paper Program	(18,607,354)	(17,622,215)
Motor Vehicle Registration and Related Fees Available for Transportation Fund	(431,378,852)	(439,635,311)
Motor Vehicle Registration and Related Fees Retained by Trustee for Revenue Bond Program	$ 182,236,197	$ 176,858,962

Note: The Commercial Paper Program is subordinate to the pledge of Program Income for payment of Revenue Bond obligations. Program Income in excess of the amounts needed for the Commercial Paper or Revenue Bond Programs is transferred to the State Transportation Fund.

Source: Wisconsin Department of Transportation

WISCONSIN DEPARTMENT OF TRANSPORTATION
COMMERCIAL PAPER PROGRAM

TRANSPORTATION REVENUE COMMERCIAL PAPER NOTES OF 1997, SERIES A AND 2006, SERIES A

Statements of Cash Receipts and Disbursements
for the Years Ended June 30, 2013 and 2012
with Independent Auditors' Report

WISCONSIN DEPARTMENT OF TRANSPORTATION
COMMERCIAL PAPER PROGRAM
TRANSPORTATION REVENUE COMMERCIAL PAPER
NOTES OF 1997, SERIES A AND 2006, SERIES A

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INDEPENDENT AUDITORS' REPORT

To the Wisconsin Department of Transportation
State of Wisconsin

Report on the Financial Statements

We have audited the accompanying statements of cash receipts and disbursements of the Transportation Revenue Commercial Paper Notes of 1997, Series A and 2006, Series A, of the Wisconsin Department of Transportation Commercial Paper Program (the "Program") for the years ended June 30, 2013 and 2012, and the related notes to the statements of cash receipts and disbursements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of this financial statement in accordance with the cash basis of accounting described in Note 2; this includes determining that the cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on this financial statement based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statement. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Program's preparation and fair presentation of the financial statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Program's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to in the first paragraph presents fairly, in all material respects, the statements of cash receipts and disbursements of Transportation Revenue Commercial Paper Notes of 1997, Series A and 2006, Series A, of the Wisconsin Department of Transportation Commercial Paper Program for the years ended June 30, 2013 and 2012, in accordance with the cash basis of accounting described in Note 2.

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Basis of Accounting

We draw attention to Note 2 of the notes to the statements of cash receipts and disbursements, which describes the basis of accounting. This financial statement is prepared on the cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to that matter.

Other Matters

Management has omitted the management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the financial statements. Such missing information, although not a part of the financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the financial statements in an appropriate operational, economic, or historical context. Our opinion on the financial statements is not affected by this missing information.

The schedule of program revenue and schedule of motor vehicle registration and registration-related fees – cash basis on pages 9 and 10 have not been subject to the auditing procedures applied in the audits of the statements of cash receipts and disbursements and, accordingly, we do not express an opinion or provide any assurance on them.

Report Issued in Accordance with *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated October 21, 2013 on our consideration of the Program's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Program's internal control over financial reporting and compliance.

Schenck SC

Certified Public Accountants
Green Bay, Wisconsin
October 21, 2013

WISCONSIN DEPARTMENT OF TRANSPORTATION
COMMERCIAL PAPER PROGRAM
TRANSPORTATION REVENUE COMMERCIAL PAPER
NOTES OF 1997, SERIES A AND 2006, SERIES A

STATEMENTS OF CASH RECEIPTS AND DISBURSEMENTS
FOR THE YEARS ENDED JUNE 30, 2013 AND 2012

	2013	2012
CASH AND INVESTMENTS, BEGINNING OF YEAR	$ 19,807,691	$ 19,213,305
RECEIPTS:		
Motor vehicle registration fees retained by Trustee	18,607,354	17,622,215
Investment income	67,331	27,089
Total receipts	18,674,685	17,649,304
DISBURSEMENTS:		
Debt service - principal	17,630,000	16,745,000
Debt service - interest	235,248	309,918
Total disbursements	17,865,248	17,054,918
CASH AND INVESTMENTS, END OF YEAR	$ 20,617,128	$ 19,807,691
Cash and investments reserved for debt service	$ 20,617,128	$ 19,807,691

See notes to statements of cash receipts and disbursements.

WISCONSIN DEPARTMENT OF TRANSPORTATION
COMMERCIAL PAPER PROGRAM

NOTES TO STATEMENTS OF CASH RECEIPTS AND DISBURSEMENTS FOR THE YEARS ENDED JUNE 30, 2013 AND 2012

1. NATURE OF PROGRAM

The Wisconsin Department of Transportation ("Department") Commercial Paper Program (the "Program") originated on April 23, 1997, pursuant to the adoption of the Program Resolution, as amended, by the State of Wisconsin Building Commission. The Program Resolution is a Series Resolution to the General Resolution, as amended, adopted by the Commission. The purpose of the Program is to provide financing for the construction, maintenance and repair of certain major highway projects and transportation facilities. Receipts provided from motor vehicle registration fees and certain other vehicle registration-related fees are used to service the Program's borrowing obligations, after the debt service requirements for the Transportation Revenue Bond Program have been met.

The Department has statutory authority (as amended) as of June 30, 2013, to issue a total of $3,351,547,300 of revenue obligations, including notes and excluding refunded bonds. Effective July 2, 2013, 2013 Wisconsin Act 20 (2013-2015 Biennial Budget) increased the Department's statutory authority to issue revenue obligations to $3,768,059,300. The Program has authority to issue notes in an aggregate outstanding principal amount not to exceed $275,000,000, in order to partially finance the costs of the authorized projects, in addition to proceeds from the Transportation Revenue Bond Program, State of Wisconsin ("State") general obligation debt, federal aid and other money in the State Transportation Fund. The Department is responsible for managing the construction projects and the collection of motor vehicle registration fees and certain other vehicle registration-related fees.

As part of the State's reporting entity, the Program's financial information is included in the State of Wisconsin Comprehensive Annual Financial Report.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Cash Receipts and Disbursements Basis of Accounting—The statements of cash receipts and disbursements present the Program's cash receipts and disbursements, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. Under this basis of accounting, cash receipts are recorded when received and disbursements are recorded when paid. The cash and investments balance is presented at cost.

The Department has entered into trust agreements, as amended, with The Bank of New York Mellon Trust Company, N.A. (the "Trustee"), relating to the creation and administration of the Transportation Revenue Commercial Paper Notes of 1997, Series A and 2006, Series A. Among other provisions, the trust agreements, in conjunction with the General Resolution, specify those funds to be created and maintained, the timing and flow of monies through the funds, and the procedure to be followed for the redemption of the notes.

It is the Program directors' view that the statements of cash receipts and disbursements along with the related notes meet the reporting requirements of the trust agreements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Deutsche Bank Trust Company Americas is the Issuing and Paying Agent (the "Agent") for the Notes as of June 30, 2013. U.S. Bank National Association purchased the municipal bond trustee business of Deutsche Bank, with the transfer of servicing occurring at the close of business on August 23, 2013. The Depository Trust Company ("DTC") serves as securities depository for the Notes. Purchasers of the Notes do not receive note certificates but instead have their ownership recorded in the DTC book-entry system. The Trustee transfers to the Agent monies sufficient to cover Note principal and interest payments; the Agent makes payment to the DTC. Owners of the Notes receive payments through brokers and other organizations participating in the DTC system.

Receipts and Disbursements—

Motor Vehicle Registration Fees Retained by Trustee - Motor vehicle registration fees and certain other vehicle registration-related fees retained by the Trustee are recorded at time of impounding, when transfer of possession occurs.

Investment Income - Investment income is recorded when received and includes realized gains and losses on sales or maturities of investments.

Debt Service - Principal and Interest - Cash payments for debt service are recorded when paid. Notes payable that mature and are replaced with new notes are not reflected in the statements of cash receipts and disbursements as there is no cash receipt or cash disbursement.

3. CASH AND INVESTMENTS

The Program's investment policies are governed by the General Resolution and Wisconsin Statutes. The Program is authorized to invest in direct obligations of or obligations guaranteed by the United States, obligations of agencies created or sponsored by an Act of Congress, obligations of any state or municipality that are rated in either of the two highest rating categories by a nationally recognized bond rating agency, bankers acceptances and certificates of deposit from banks with combined capital and surplus aggregating at least $100 million whose securities are rated within the two highest rating categories assigned by a nationally recognized rating agency, corporate commercial paper given the highest rating by Standard & Poor's Ratings Services and Moody's Investors Service, Inc., and a fund whose assets consist of direct obligations or obligations guaranteed by the United States or obligations of agencies created or sponsored by Congress. Program assets are to be invested in the highest yielding authorized securities, with maturity or redemption dates coinciding as closely as possible with cash flow and liquidity needs of Program operations.

During fiscal years 2013 and 2012, the Trustee and Agent invested the Program's assets in money market funds and U.S. Treasury securities. The money market funds invest exclusively in obligations of the U.S. Treasury, including Treasury bills, bonds and notes. Program assets are reported at cost.

3. CASH AND INVESTMENTS (Continued)

The following table summarizes the cost and fair market value for each of the investments:

Investment	June 30, 2013 Cost	June 30, 2013 Fair Value	June 30, 2012 Cost	June 30, 2012 Fair Value
Money Market Funds:				
• Dreyfus Treasury Cash Management	$ 4,415,000	$ 4,415,000	$ 17,633,636	$ 17,633,636
• Investors Cash Trust - Treasury Portfolio	1,268,150	1,268,150	1,391,144	1,391,144
• JP Morgan 100% U.S. Treasury Securities	670,980	670,980	782,911	782,911
U.S. Treasury Notes	14,262,998	14,049,000	-	-
Total	$ 20,617,128	$ 20,403,130	$ 19,807,691	$ 19,807,691

Investments of the Program are subject to various risks:

- Custodial credit risk is the risk that, in the event of failure of the counterparty (e.g., broker-dealer) to a transaction, the Program will not be able to recover the value of investments or collateral securities that are in the possession of another party. Money market funds are not insured or collateralized. Securities of the U.S. government were registered and held by the Program's agent in the Program's name.

- Credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This risk is measured by the assignment of a rating by a nationally recognized statistical rating organization, such as Standard & Poor's Ratings Services, Moody's Investors Service, Inc., and Fitch Ratings. As of June 30, 2013, Standard & Poor's rating for U.S. government securities was AA+. All remaining investments were rated AAA.

- Concentration of credit risk may be a concern if investments in any one issuer represent 5 percent or more of net Program assets, excluding investments issued or explicitly guaranteed by the U.S. government and investments in mutual funds, external investment pools, and other pooled investments. Concentration of credit risk is not addressed in the Program's investment requirements. As of June 30, 2013, 70 percent of the Program's assets were invested in U.S. government securities and 30 percent in money market funds; however, these funds solely invest in U.S. government securities.

- Interest rate risk is the risk that changes in market interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment, the greater the sensitivity of its fair value to changes in market interest rates. The U.S. Treasury Notes matured on Sunday, June 30, 2013, and were redeemed on Monday, July 1, 2013. Money market funds are liquid, having no future maturity dates.

- Foreign currency risk is the risk that changes in currency exchange rates will adversely affect the fair value of an investment. Foreign currency holdings are not specifically addressed in the Program's investment requirements; however, no investments denominated in foreign currency were held by the Program as of June 30, 2013.

4. NOTES PAYABLE

The notes consist of interest-bearing obligations issued in initial denominations of $100,000 and additional increments of $1,000 above $100,000. The notes are issued pursuant to Subchapter II of Chapter 18 of the Wisconsin Statutes as amended, Section 84.59 of the Wisconsin Statutes, the General Resolution, a Program Resolution and Series Resolutions adopted by the State of Wisconsin Building Commission. The notes are revenue obligations of the State, payable solely from the Subordinated Debt Service Fund (see Note 5).

The State is not generally liable on the notes, nor are the projects financed by the notes pledged as collateral. The notes are collateralized by a pledge of income derived from vehicle registration fees under Section 341.25 of the Wisconsin Statues and certain other vehicle registration-related fees, as collected by the Trustee ("Program Income"). The notes are subordinate to the pledge of Program Income for payment of the State Transportation Revenue Bonds outstanding. The State has covenanted in the General Resolution that it will charge motor vehicle registration fees and certain other vehicle registration-related fees sufficient to pay principal and interest on the notes. Fees collected in excess of the amount needed to service this Program and the outstanding State Transportation Revenue Bonds are transferred to the Department pursuant to the General Resolution.

In order to assure the timely payment of principal and interest on the notes, the State has entered into an Amended and Restated Credit Agreement, dated April 15, 2013, (the liquidity facility agreement) with State Street Bank and Trust Company and California State Teachers' Retirement System for a line of credit which is severally provided (but not jointly) in the respective percentages of 60 percent and 40 percent. This Credit Agreement expires April 25, 2016, but may be extended upon agreement of both parties. The Credit Agreement describes events which, if they occur, would cause early termination. As of June 30, 2013, the commitment amount is $117,000,000, an amount not less than the note principal outstanding at that time.

The State expects to undertake an initial issuance of additional notes by approximately November 1, 2013, in the aggregate principal amount of approximately $76 million. Pursuant to the Amended and Restated Credit Agreement, on October 1, 2013, the outstanding commitment amount will automatically increase to $175 million, which will be an amount not less than the note principal outstanding at that time and after placement of additional notes on approximately November 1, 2013.

The notes will mature no later than 270 days from the date of issuance provided that a liquidity facility agreement is in effect. No notes may be issued with a maturity date after the stated expiration of the liquidity facility agreement or after the stated date of a substitute liquidity facility agreement. The principal of and interest on the notes will be paid at maturity and the notes are not callable prior to maturity. The State expects to pay the principal on the notes with the proceeds of additional notes until the State provides permanent financing through the issuance of long-term transportation revenue bonds. Each note bears interest from its date of issuance, at the rate determined on the date of issuance (which may not exceed 12% per annum).

4. NOTES PAYABLE (Continued)

A summary of the notes outstanding as of June 30, 2013 and 2012 is as follows:

	2013	2012
Commercial Paper Notes of 1997, Series A	$ 61,028,000	$ 69,838,000
Commercial Paper Notes of 2006, Series A	51,190,000	60,010,000
Total Notes Payable as of June 30	$ 112,218,000	$ 129,848,000

As of June 30, 2013, the Commercial Paper Notes of 1997, Series A had maturities ranging from August 7 to September 12, 2013, and a weighted average interest rate of 0.17%. The Commercial Paper Notes of 2006, Series A had maturities ranging from August 7 to September 12, 2013, and a weighted average interest rate of 0.18%.

As of June 30, 2012, the Commercial Paper Notes of 1997, Series A had maturities ranging from August 9 to August 16, 2012, and a weighted average interest rate of 0.15%. The Commercial Paper Notes of 2006, Series A had maturities ranging from August 9 to August 16, 2012, and a weighted average interest rate of 0.17%.

5. SUBORDINATED DEBT SERVICE FUND

The General Resolution creates a Subordinated Debt Service Fund which is intended to be used to provide for the payment of principal and interest on the notes from Program Income deposited into this fund. The pledge of such Program Income to payment of the notes is subordinate to the pledge of Program Income to payment of outstanding State Transportation Revenue Bonds.

6. ADMINISTRATIVE EXPENSES

The Program is not charged for certain departmental administrative expenses related to the operation of the Program. All such costs are charged to the Transportation Fund of the State of Wisconsin. Expenses related to dealer fees, issuing and paying agent fees, trustee fees, bond rating fees, audit fees and other expenses of the Program are paid by the Revenue Bond Program.

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UNAUDITED INFORMATION

The following information has been prepared by the Wisconsin Department of Transportation and is unaudited.

Unaudited Information

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE OBLIGATIONS PROGRAM

Schedule of Program Revenue (Unaudited)
For the Years Ended June 30, 2013 and 2012

	Section 341.25 Registration Fees			Interest Earnings on	Title	Counter Service Fees and		Other Miscellaneous Vehicle	Total
Date	Registration Non-IRP	IRP Revenues (2)	Subtotal	341.25 Revenues	Transaction Fees	Personalized License Plates	Subtotal (1)	Registration & Related Fees	Program Revenues
July, 2012	$ 35,599,010	$ 4,057,299	$ 39,656,309		$ 7,720,538	$ 724,447	$ 48,101,294	$ 1,149,353	$ 49,250,647
August, 2012	33,938,958	3,574,597	37,513,555		8,595,253	735,658	46,844,466	1,194,876	48,039,342
September, 2012	30,692,015	4,496,932	35,188,947		6,975,595	597,335	42,761,877	1,075,736	43,837,613
October, 2012	31,358,951	7,279,975	38,638,926		7,296,179	640,439	46,575,544	1,144,523	47,720,067
November, 2012	41,234,782	4,691,992	45,926,774		6,600,599	545,156	53,072,529	1,032,860	54,105,389
December, 2012	44,702,513	5,903,168	50,605,681		5,748,147	479,856	56,833,684	882,653	57,716,337
January, 2013	40,822,754	7,766,124	48,588,878		6,546,970	603,021	55,738,869	1,054,290	56,793,159
February, 2013	30,912,409	7,718,773	38,631,182		6,201,958	542,122	45,375,262	890,520	46,265,782
March, 2013	38,387,827	8,592,874	46,980,701		7,538,466	659,042	55,178,209	1,148,337	56,326,546
April, 2013	39,872,937	19,397,754	59,270,691		8,554,254	725,055	68,550,000	1,278,896	69,828,896
May, 2013	36,883,772	4,570,150	41,453,922		8,642,341	744,496	50,840,759	1,237,984	52,078,743
June, 2013	35,681,444	4,698,348	40,379,792		8,075,499	653,804	49,109,095	1,150,787	50,259,882
TOTAL for the Year ended June 30, 2013	$ 440,087,372	$82,747,986	$ 522,835,358	$ 458,091	$ 88,495,799	$ 7,650,431	$ 619,439,679	$ 13,240,815	$632,680,494
July, 2011	$ 33,178,949	$ 4,224,723	$ 37,403,672		$ 6,540,946	$ 670,033	$ 44,614,651	$ 1,015,263	$ 45,629,914
August, 2011	34,713,482	3,586,538	38,300,020		8,004,261	721,190	47,025,471	1,140,498	48,165,969
September, 2011	32,471,456	4,289,527	36,760,983		7,531,858	638,786	44,931,627	1,095,458	46,027,085
October, 2011	29,367,807	6,390,644	35,758,451		6,983,780	600,132	43,342,363	1,048,041	44,390,404
November, 2011	41,051,729	4,985,129	46,036,858		6,733,466	551,847	53,322,171	1,025,229	54,347,400
December, 2011	45,473,087	6,629,291	52,102,378		6,197,755	555,665	58,855,798	999,569	59,855,367
January, 2012	38,776,823	6,630,049	45,406,872		5,756,733	568,287	51,731,892	915,984	52,647,876
February, 2012	34,943,116	6,232,829	41,175,945		6,963,775	654,147	48,793,867	991,929	49,785,796
March, 2012	42,444,728	9,635,019	52,079,747		8,331,482	844,733	61,255,962	1,176,669	62,432,631
April, 2012	39,407,068	14,877,602	54,284,670		7,704,926	803,469	62,793,065	1,145,198	63,938,263
May, 2012	36,688,649	8,748,300	45,436,949		8,147,939	769,361	54,354,249	1,280,391	55,634,640
June, 2012	36,496,439	4,841,805	41,338,244		8,005,943	705,137	50,049,324	1,211,819	51,261,143
TOTAL for the Year ended June 30, 2012	$ 445,013,333	$81,071,456	$ 526,084,789	$ 217,245	$ 86,902,864	$ 8,082,787	$ 621,287,685	$ 13,046,048	$634,333,733

(1) This is the amount of Program Revenue for which the State has undertaken to provide continuing disclosure and the amount of Program Revenue that will be used for determining the debt service coverage ratio and the additional bonds test.

(2) IRP - The International Registration Plan is a multi-state compact for collecting and sharing large truck registration fees. Under the IRP, the registration fees on trucks involved in multi-state commercial activity are collected by the state in which the company is headquartered and are split between the participating states on the basis of proportionate mileage.

Source: Wisconsin Department of Transportation

Unaudited Information

WISCONSIN DEPARTMENT OF TRANSPORTATION
COMMERCIAL PAPER PROGRAM

Schedule of Motor Vehicle Registration and Registration-Related Fees--Cash Basis (Unaudited)
For the Years Ended June 30, 2013 and 2012

	2013	2012
Total Program Revenues	$ 632,680,494	$ 634,333,733
Less: Interest Earnings on 341.25 Revenues	(458,091)	(217,245)
Motor Vehicle Registration and Related Fees Collected	$ 632,222,403	$ 634,116,488
Less:		
Motor Vehicle Registration and Related Fees Retained by Trustee for Revenue Bond Program	(182,236,197)	(176,858,962)
Motor Vehicle Registration and Related Fees Available for Transportation Fund	(431,378,852)	(439,635,311)
Motor Vehicle Registration and Related Fees Retained by Trustee for Commercial Paper Program	$ 18,607,354	$ 17,622,215

Note: The Commercial Paper Program is subordinate to the pledge of Program Income for payment of Revenue Bond obligations. Program Income in excess of the amounts needed for the Commercial Paper or Revenue Bond Programs is transferred to the State Transportation Fund.

Source: Wisconsin Department of Transportation