



STATE OF WISCONSIN

Notice of Listed **Material Event** #2002-15
Dated June 18, 2002

Many of the bonds listed in this Notice **are subject to an undertaking to provide continuing disclosure made pursuant to SEC Rule 15c2-12(b)(5)**. The following constitutes a listed material event as defined by the rule. Some bonds listed in this Notice are not subject to any such undertaking, but if the bonds were, the following would constitute a listed material event as defined by the rule.

Issuer: State of Wisconsin
Transportation Revenue Bonds

Material Event: Defeasance. The State of Wisconsin has entered into a Refunding Escrow Agreement, dated May 7, 2002, with The Bank of New York (**Escrow Agent**). This Refunding Escrow Agreement is attached to this Notice. *As a result of the deposit of monies specified by the Refunding Escrow Agreement, the bonds identified in this Notice of Listed Material Event are defeased.*

The Refunding Escrow Agreement requires that the Escrow Agent publish a redemption notice for the Bonds prior to their respective redemption dates. *This Notice of Listed Material Event does not constitute a redemption notice.*

CUSIP Numbers: State of Wisconsin Transportation Revenue Bonds, 1992 Series A
Dated July 1, 1992

<u>CUSIP Number</u>	<u>Interest Rate</u>	<u>Maturity</u>	<u>Redemption Date</u>
977123 ET1	5.30%	July 1, 2003	July 1, 2002
977123 EV6	5.40	July 1, 2004	July 1, 2002
977123 KX5	5.50	July 1, 2005 ^(a)	July 1, 2002
977123 KY3	5.60	July 1, 2006 ^(a)	July 1, 2002
977123 KZ0	5.80	July 1, 2009 ^(a)	July 1, 2002
977123 LY2	5.50	July 1, 2022 ^(a)	July 1, 2002

State of Wisconsin Transportation Revenue Bonds, 1992 Series B
Dated July 1, 1992

<u>CUSIP Number</u>	<u>Interest Rate</u>	<u>Maturity</u>	<u>Redemption Date</u>
977123 EU8	5.30%	July 1, 2003	July 1, 2002
977123 EW4	5.40	July 1, 2004	July 1, 2002
977123 LZ9	5.50	July 1, 2022 ^(a)	July 1, 2002

State of Wisconsin Transportation Revenue Bonds, 1994 Series A
Dated July 1, 1994

<u>CUSIP Number</u>	<u>Interest Rate</u>	<u>Maturity</u>	<u>Redemption Date</u>
977123 GR3	5.40%	July 1, 2006	July 1, 2004
977123 GZ5	5.50	July 1, 2014	July 1, 2004

State of Wisconsin Transportation Revenue Bonds, 1995 Series A
Dated September 1, 1995

<u>CUSIP Number</u>	<u>Interest Rate</u>	<u>Maturity</u>	<u>Redemption Date</u>
977123 HT8	5.10%	July 1, 2008	July 1, 2005
977123 HU5	5.20	July 1, 2009	July 1, 2005
977123 HV3	5.25	July 1, 2010	July 1, 2005
977123 HW1	5.25	July 1, 2011	July 1, 2005
977123 HY7	5.50	July 1, 2013	July 1, 2005
977123 HZ4	5.50	July 1, 2014	July 1, 2005
977123 JA7	5.50	July 1, 2015	July 1, 2005

State of Wisconsin Transportation Revenue Bonds, 1996 Series A
Dated May 15, 1996

<u>CUSIP Number</u>	<u>Interest Rate</u>	<u>Maturity</u>	<u>Redemption Date</u>
977123 JP4	5.50%	July 1, 2009	July 1, 2006
977123 JQ2	5.50	July 1, 2010	July 1, 2006

State of Wisconsin Transportation Revenue Bonds, 1998 Series B
Dated October 1, 1998

<u>CUSIP Number</u>	<u>Interest Rate</u>	<u>Maturity</u>	<u>Redemption Date</u>
977123 LL0	5.25%	July 1, 2010	July 1, 2009
977123 LM8	5.25	July 1, 2011	July 1, 2009

State of Wisconsin Transportation Revenue Bonds, 2000 Series A
Dated September 15, 2000

<u>CUSIP Number</u>	<u>Interest Rate</u>	<u>Maturity</u>	<u>Redemption Date</u>
977123 ML9	5.50%	July 1, 2012	July 1, 2010
977123 MM7	5.50	July 1, 2013	July 1, 2010
977123 MN5	5.50	July 1, 2014	July 1, 2010

(a) Other transportation revenue refunding bonds previously refunded portions of these bonds.

The undersigned represents that he is the Capital Finance Director, State of Wisconsin Capital Finance Office, which is the office of the State of Wisconsin responsible for providing annual reports and giving notice of a listed material events when notice is required by the State's Master Agreement on Continuing Disclosure.

/s/ FRANK R. HOADLEY
Frank R. Hoadley, Capital Finance Director
State of Wisconsin Capital Finance Office
Wisconsin Department of Administration
101 East Wilson Street, FLR 10
Madison, WI 53702
Phone: (608) 266-2305
Fax: (608) 266-7645
E-mail: capfin@doa.state.wi.us

REFUNDING ESCROW AGREEMENT

THIS REFUNDING ESCROW AGREEMENT (the "Agreement") is dated as of May 7, 2002, and is entered into by and between the State of Wisconsin Building Commission (the "Commission"), acting on behalf of the State of Wisconsin (the "Issuer") and The Bank of New York, a state banking corporation duly established, existing and authorized to accept and execute trusts of the character herein set out under and by virtue of the laws of the State of New York with its principal office and place of business for corporate trust matters in New York, New York (the "Escrow Agent").

PRELIMINARY STATEMENT

The Issuer has issued certain Transportation Revenue Bonds described in Exhibit I (the "Bonds"), pursuant to the Authorizing Resolutions (as herein defined), of which Bonds maturing on the dates and in the respective principal amounts described in Exhibit II are presently outstanding and unpaid (the "Refunded Bonds"). The Refunded Bonds do not constitute all the issues of Transportation Revenue Bonds of the Issuer that are presently outstanding and unpaid, and with respect to certain issues of Bonds do not constitute all of the maturities of such issue that are either outstanding or subject to optional redemption;

The Issuer has determined to refinance the Refunded Bonds by making provision for the payment of the principal of, premium, if any, and interest on the Refunded Bonds up to and including the date of redemption or maturity thereof described in Exhibit II. An amount to be provided from the proceeds of the \$241,865,000 State of Wisconsin Transportation Revenue Refunding Bonds, 2002 Series 1, dated April 15, 2002, and the \$68,930,000 State of Wisconsin Transportation Revenue Refunding Bonds, 2002 Series 2 (collectively, the "Refunding Bonds") will be deposited in the Trust Fund created by this Agreement. Such moneys will be invested in the Government Securities (as defined herein) and the principal and interest to become due on the Government Securities will be used to redeem the Refunded Bonds as provided in this Agreement.

This Agreement is entered into for the purpose of accomplishing the refinancing and for the purpose of setting forth the duties and obligations of the Issuer and the Escrow Agent in connection with such refinancing.

The Issuer and the Escrow Agent accordingly covenant and agree as follows:

Definitions

As used in this Agreement, the following terms shall have the following meanings, unless the context clearly indicates otherwise:

"Agreement" means this instrument, as amended from time to time in accordance with Article IV.

"Authorizing Resolutions" means, with respect to the Bonds described in Exhibit I, the respective resolutions of the State of Wisconsin Building Commission providing for the issuance of the Bonds described in Exhibit I.

"Bond Registrar" means the registrar designated pursuant to the respective Authorizing Resolution.

"Bonds" means the Transportation Revenue Bonds of the Issuer described in Exhibit I.

"Depository" means the following: The Depository Trust Company Attention: Call Notification Department 55 Water Street, 50th Floor New York, NY 10041 .

"Effective Time" means the time specified as such in Section 1.2 of this Agreement.

"Escrow Agent" means The Bank of New York, acting as escrow agent under this Agreement.

"Government Securities" means the direct noncallable obligations of the United States of America described in Exhibit III hereto.

"Issuer" means the State of Wisconsin.

"Paying Agent" means the paying agent for the Bonds designated by the Commission.

"Permitted Investments" means direct noncallable obligations of the United States of America (and does not include a mutual fund or a unit investment trust) maturing in 30 days or less.

"Rating Agency" means Moody's Investors Service, Inc., Standard & Poor's Ratings Services, and Fitch Ratings.

"Redemption Date," when used with respect to any maturity of a Refunded Bond that is being called for redemption prior to maturity, means the respective date fixed for such redemption, as indicated in Exhibit II.

"Redemption Price," when used with respect to any maturity of a Refunded Bond that is being called for redemption prior to maturity, means the price at which it is to be redeemed pursuant to the respective Authorizing Resolution, as indicated in Exhibit II.

"Refunded Bonds" means the presently outstanding Bonds of the maturities and in the principal amounts described in Exhibit II.

"Refunding Bonds" means the \$241,865,000 State of Wisconsin Transportation Revenue Refunding Bonds, 2002 Series 1, dated April 15, 2002 and the \$68,930,000 State of Wisconsin Transportation Revenue Refunding Bonds, 2002 Series 2, dated April 15, 2002.

"Stated Maturity" when used with respect to any Refunded Bond, means the date specified in such Refunded Bond as the fixed date on which principal of such Refunded Bond is due and payable.

"Trust Fund" means the Trust Fund created by Section 1.2 of this Agreement.

"Trustee" means Bank One Trust Company, National Association, Milwaukee, Wisconsin.

ARTICLE I

THE REFINANCING OF THE REFUNDED BONDS

Section 1.1. Trust Deposit. The Issuer shall cause to be deposited with the escrow agent as Escrow Agent the aggregate cash amount of \$324,226,838.28 (the "Initial Deposit"), received from UBS PaineWebber Inc., and associates, the initial purchasers of the Refunding Bonds, as part of the proceeds of the Refunding Bonds.

Section 1.2. Trust Fund. The Initial Deposit, together with the investment income therefrom, is hereinafter referred to as the Trust Fund. The Trust Fund shall be effectively established when the Initial Deposit shall be made (the "Effective Time"). The Initial Deposit shall be applied by the Escrow Agent at the Effective Time to the purchase of the Government Securities at the price of \$324,226,836.00 and to fund the initial cash deposit of \$2.28. Any amounts collected as principal or interest on the Government Securities shall be invested and reinvested in Permitted Investments until applied as provided in Section 2.1 of this Agreement.

On the dates set forth on Exhibit IV, the Escrow Agent shall apply funds in the Trust Fund in the amounts set forth on Exhibit IV to the purchase of United States Treasury Certificates-State and Local Government Series bearing 0% interest and maturing as set forth on Exhibit IV. Before such dates the Escrow Agent shall take any actions necessary to subscribe to the obligations.

Section 1.3. Payment of Refunded Bonds. Although the Refunded Bonds shall remain obligations of the Issuer until redeemed at or prior to maturity as provided herein, the principal of, premium, if any, and interest on the Refunded Bonds, other than the interest due on July 1, 2002, shall, from and after the Effective Time, be payable from the Trust Fund.

Section 1.4. Verification. The Arbitrage Group, Inc., a firm of independent accountants, has delivered to the Issuer, the Escrow Agent, the Trustee, UBS PaineWebber Inc., and Quarles & Brady LLP, for their purposes, a report stating that the firm has reviewed the arithmetical accuracy of certain computations based on assumptions relating to the sufficiency of forecasted net cash flow from the Government Securities and any initial cash deposit to pay the principal of and interest on the Refunded Bonds when due as described in Exhibit II. Based upon the summarized data presented in their report and the assumption that the principal and interest payments on the Government Securities are deposited in the Trust Fund when due, in their opinion, the proceeds from the Government Securities, plus any initial cash deposit, will be sufficient for the timely payment of principal, interest and any redemption premiums, when due, on the Refunded Bonds.

Section 1.5. Call of Refunded Bonds. At the Effective Time, the Issuer hereby authorizes the Escrow Agent to cause notice of the redemption of each of the Refunded Bonds to be provided on the respective Redemption Date in the manner provided in the respective Authorizing Resolution and Section 2.3 hereof.

ARTICLE II

DUTIES OF THE ESCROW AGENT

Section 2.1. Payment of Refunded Bonds. The Escrow Agent shall without further authorization or direction from the Issuer collect the principal of and interest on the Government Securities promptly as the same shall fall due and shall hold such funds (which may be invested as permitted in Section 2.5) in trust for the payment of the principal of, premium, if any, and interest on the Refunded Bonds as the same shall become due through their Redemption Date. The Escrow Agent shall transfer such funds to the Paying Agent for each of the Refunded Bonds as and when needed for such payment.

The Issuer represents and warrants that the Trust Fund, if held, invested and disposed of by the Escrow Agent in accordance with the provisions of this Agreement, will be sufficient to make the foregoing and all other payments required under this Agreement.

Section 2.2. Notice of Refunding. The Escrow Agent shall provide notice of the refunding of the Refunded Bonds to the respective registrar for the Refunded Bonds with the direction to give notice in the manner and at the times set forth in Section 605 of the General Resolution. Notice shall also be provided to The Bond Buyer published in New York, New York, or in an equivalent financial newspaper or journal published or circulating in New York, New York, as soon as practicable after the Effective Time. Such notice shall be substantially in the form of Exhibit V.

Section 2.3. Redemption Notices. The Escrow Agent shall provide notice of the call of the Refunded Bonds for redemption on the Redemption Dates and in the amounts set forth in Exhibit II. The Escrow Agent shall cause notice of the redemption of the Refunded Bonds to be published or mailed in the manner described as part of Exhibit VI. Each notice of redemption shall be substantially in the respective form attached hereto as part of Exhibit VI, with all blank items completed appropriately.

Notice of redemption having been given as aforesaid, the Refunded Bonds so to be redeemed shall, on the Redemption Date, become due and payable at the Redemption Price specified plus accrued interest thereon to the Redemption Date, and on and after such date (unless the Issuer shall default in the payment of the Redemption Price and accrued interest) such Refunded Bonds shall cease to bear interest. Upon surrender of any such certificated Refunded Bonds for redemption in accordance with such notice, such Refunded Bond shall be paid at the Redemption Price thereof plus accrued interest to the Redemption Date. Installments of interest due on or prior to the Redemption Date shall continue to be payable to the holder or owner of the Refunded Bond.

If any Refunded Bond called for redemption shall not be so paid upon surrender thereof for redemption, the Redemption Price and, to the extent lawful, interest thereon shall, until paid, bear interest from the Redemption Date at the rate borne by the Refunded Bond.

Section 2.4. Fees and Charges. No fees or other charges may be paid from the Trust Fund prior to retirement of all Refunded Bonds, and the Issuer agrees that it will pay all such fees, including but not limited to the Escrow Agent's fees, publication costs, and any bond counsel fees, from its other available funds as such payments become due prior to such retirement. The Escrow Agent expressly waives any lien upon or claim against the monies and investments in the Trust Fund.

Section 2.5. Investments. Subject to the direction set forth in Section 1.2 hereof and the limitations set forth in Section 3.11 hereof, following the maturity of the Government Securities, the Escrow Agent shall invest the proceeds thereof solely in Permitted Investments with a maturity not later than the next

interest payment date of any of the Refunded Bonds. If for any reason the Escrow Agent cannot invest the Trust Fund in such manner, the Escrow Agent shall seek the advice of nationally recognized bond counsel and take such action with the Trust Fund as in the opinion of such counsel will not adversely affect the exclusion of interest on the Refunding Bonds from gross income for federal income tax purposes.

Section 2.6. Application of Funds. The Escrow Agent will promptly collect the principal of, interest on and income and profit from the Government Securities and promptly apply the same solely and only to the payment of the principal of, premium, if any, and interest on the Refunded Bonds as the same shall become due through the Redemption Date and to such other purposes as are herein expressly stated.

Section 2.7. Insufficient Funds. At such time or times as there shall be insufficient funds on hand in the Trust Fund for the payment of the principal of, premium, if any, or interest falling due on the Refunded Bonds, the Escrow Agent shall promptly notify the Issuer of such deficiency and the Issuer shall promptly provide sufficient funds to the Escrow Agent.

Section 2.8. Annual Report. The Escrow Agent shall not later than September 1 of each year, commencing September 1, 2003, mail a report to the Issuer of the receipts, income, investments, redemptions and payments of and from the Trust Fund as of June 30 of the same year.

ARTICLE III

GENERAL PROVISIONS

Section 3.1. Separate Funds. The Trust Fund hereby created shall be irrevocable and the holders and owners of the Refunded Bonds shall have an express lien on any deposits and the principal of and the interest on the Government Securities until used and applied in accordance with this Agreement.

The Escrow Agent shall hold the Trust Fund as a separate trust account wholly segregated from all other funds held by the Escrow Agent in any capacity and shall make disbursements from the Trust Fund only in accordance with the provisions of this Agreement.

Section 3.2. Severability. If any one or more of the covenants or agreements provided in this Agreement on the part of the parties hereto to be performed should be determined by a court of competent jurisdiction to be contrary to law, such covenant or agreement shall be deemed and construed to be severable from the remaining covenants and agreements herein contained and shall in no

way affect the validity of the remaining provisions of this Agreement.

Section 3.3. Counterparts. This Agreement may be executed in several counterparts, all or any of which shall be regarded for all purposes as one original and shall constitute and be but one and the same instrument.

Section 3.4. Issuer Payments. The Issuer agrees that it will promptly and without delay remit to the Escrow Agent, within two days after receipt of its written request, such additional sum or sums of money as may be necessary to assure the timely payment of principal of, premium, if any, and interest on the Refunded Bonds.

Section 3.5. Accountability. In the event the Escrow Agent due to any action or inaction required hereunder is unable or fails to account for any property held hereunder, such property shall be and remain the property of the Issuer, and if, for any reason such property cannot be identified, all other assets of the Escrow Agent shall be impressed with a trust for the amount thereof and the Issuer shall be entitled to the preferred claim upon such assets enjoyed by any trust beneficiary. Property held by the Escrow Agent hereunder shall not be deemed to be a banking deposit of the Issuer to the extent that the Escrow Agent shall have no right or title with respect thereto (including any right of set-off) the Issuer shall have no right of withdrawal thereof. None of the provisions contained in this Agreement shall require the Escrow Agent to use or advance its own funds or otherwise incur personal financial liability in the performance of any of its duties or the exercise of any of its right or powers hereunder. The Escrow Agent shall be under no liability for interest on any funds or other property received by it hereunder, except as herein expressly provided. The Escrow Agent shall have no lien, nor will it assert any lien, for its services or for any other cause on the Government Securities or on any moneys from time to time on deposit in the Trust Fund, and any right to such lien is hereby expressly waived by the Escrow Agent.

Section 3.6. Liability Limited. The Escrow Agent shall have no responsibility or liability whatsoever for any of the recitals, undertakings or statements of the Issuer herein or hereunder.

Section 3.7. Authority. All payments to be made by, and all acts and things required to be done by, the Escrow Agent as escrow agent under the terms and provisions of this Agreement shall be made and done by said Escrow Agent as escrow agent without any further direction or authority of the Issuer.

Section 3.8. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Wisconsin.

Section 3.9. Notices. Any notice, request, communication or other paper shall be sufficiently given and shall be deemed given when delivered or mailed, by certified mail, postage prepaid, or sent by telegram as follows:

If to the Issuer at:

Department of Administration
Attention: Capital Finance Director
101 East Wilson Street, 10th Floor
Madison, Wisconsin 53702

If to the Escrow Agent at:

The Bank of New York
911 Washington Avenue
St. Louis, MO 63101

If to a Rating Agency at:

Moody's Investors Service, Inc.
Attention: Public Finance Rating Desk/
Refunded Bonds
99 Church Street
New York, New York 10007-2796

Standard & Poor's Ratings Services
Attention: Municipal Department
55 Water Street, Floor 38
New York, New York 10004

Fitch Ratings
Attention: Public Finance
One State Street Plaza
New York, New York 10004

The Issuer, the Escrow Agent and a Rating Agency may designate any further or different addresses to which subsequent notices, requests, communications or other papers shall be sent.

Section 3.10. Third Party Beneficiaries. This Agreement has been entered into by the Issuer and the Escrow Agent for the benefit of the holders of the Refunded Bonds and the Refunding Bonds, and is not revocable by the Issuer or the Escrow Agent, and the investments and other funds deposited in the Trust Fund and all income therefrom have been irrevocably appropriated for the payment of principal and any redemption premium of the Refunded Bonds and interest thereon when due, in accordance with this Agreement. This Agreement shall be binding upon and shall inure to the benefit of the Issuer and the Escrow Agent and their respective successors and assigns. In addition, this Agreement shall constitute a third party beneficiary contract for the benefit of the owners of the Refunding Bonds and the Refunded Bonds. Said third party beneficiaries shall

be entitled to enforce performance and observance by the Issuer and the Escrow Agent of the respective agreements and covenants herein contained as fully and completely as if said third party beneficiaries were parties hereto.

Section 3.11. No Arbitrage. The Issuer has covenanted and agreed and the Escrow Agent hereby covenants and agrees, to and for the benefit of the holders of the Refunding Bonds and the Refunded Bonds, that no investment of the monies on deposit in the Trust Fund will be made in a manner that would cause the Refunding Bonds or the Refunded Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended or any income tax regulations promulgated or proposed thereunder.

ARTICLE IV

SUBSTITUTION OF SECURITIES. AMENDMENTS, IRREVOCABILITY OF THIS ESCROW AGREEMENT

Section 4.1. Subsequent Action. The investments held in the Trust Fund or any portion thereof may be sold or redeemed, and moneys derived therefrom invested, reinvested or disbursed in any manner directed by the Issuer, and other securities deposited into the Trust Fund provided that:

(a) All securities so deposited are Permitted Investments;

(b) An opinion of an individual certified public accountant or a firm of certified public accountants, which in either case shall be independent of the Issuer, that the amounts available or to be available for payment of the Refunded Bonds will remain sufficient to pay when due without further reinvestment all principal of, premium, if any, and interest on the Refunded Bonds after such action (at the expense of the Issuer); and

(c) An opinion of a nationally recognized bond counsel firm to the effect that such action will not adversely affect the exclusion from gross income for federal income tax purposes of the receipt of the interest paid on either the Refunded Bonds or the Refunding Bonds and such action does not materially adversely affect the legal rights of the holders or owners of the Refunded Bonds or the Refunding Bonds (at the expense of the Issuer).

Section 4.2. Amendments. Without the consent of the owners of the Refunded Bonds, the Issuer and the Escrow Agent may amend or add to the terms of this Agreement:

(1) to correct errors, clarify ambiguities or insert inadvertently omitted material;

(2) to pledge additional collateral for the benefit of the owners of the Refunded Bonds;

(3) to deposit additional cash or securities into the Trust Fund;

(4) to preserve the exclusion from gross income for federal income tax purposes of interest on any of the Refunded Bonds; and

(5) to make any other amendment so long as each Rating Agency has confirmed in writing that such amendment will not result in the lowering or withdrawal of the outstanding rating on any of the Refunded Bonds.

Not less than fifteen days prior to such amendment or addition becoming effective, the Issuer shall give notice, by certified mail, postage prepaid, or by telegram to each Rating Agency and shall promptly furnish each Rating Agency with a draft of such amendment or addition.

Section 4.3. Obligations of Escrow Agent Irrevocable. Except as provided in Sections 4.1 and 4.2 hereof, all of the rights, powers, duties and obligations of the Escrow Agent as escrow agent hereunder shall be irrevocable and shall not be subject to amendment by the Escrow Agent and shall be binding on any successor to the Escrow Agent as escrow agent during the term of this Agreement.

Section 4.4. Obligations of Issuer Irrevocable. Except as provided in Sections 4.1 and 4.2 hereof, all of the rights, powers, duties and obligations of the Issuer hereunder shall be irrevocable and shall not be subject to amendment by the Issuer and shall be binding on any successor to the Issuer during the term of this Agreement.

Section 4.5. Termination. This Agreement shall terminate two days after the final payment of the principal of, premium, if any, and interest on the Refunded Bonds. Upon final disbursement for the payment of the Refunded Bonds, the Escrow Agent will transfer any balance (deposits and securities) remaining in the Trust Fund to the Issuer.

Section 4.6. Notice to Rating Agencies. The Issuer shall promptly give notice to each Rating Agency in the event a court of competent jurisdiction issues a final order that severs any obligation contained in this Agreement.

ARTICLE V

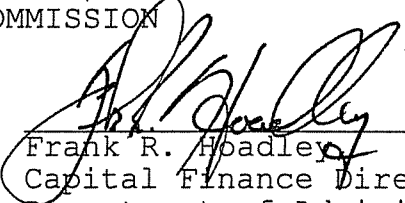
RESIGNATION OF ESCROW AGENT

The Escrow Agent may at any time resign from the trust and be discharged of the duties and obligations hereby created by giving 60 days' notice to the Issuer by certified mail and 60 days' notice to all registered owners of Refunding Bonds and Refunded Bonds by first class mail. Such resignation shall take effect upon the appointment of a successor escrow agent and the transfer of the Trust Fund to the successor escrow agent. If an instrument of acceptance by a successor escrow agent shall not have been delivered to the resigning Escrow Agent within 60 days after the giving of such notice of resignation, the resigning Escrow Agent may petition any court of competent jurisdiction for the appointment of a successor.

IN WITNESS WHEREOF, the parties hereto have each caused this Agreement to be duly executed as of the date first above written.

STATE OF WISCONSIN BUILDING
COMMISSION

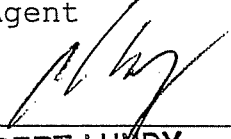
By



Frank R. Hoadley
Capital Finance Director,
Department of Administration and
an Authorized Officer of the State
of Wisconsin Building Commission

THE BANK OF NEW YORK
as Escrow Agent

By



Title: ALBERT LUNDY
VICE PRESIDENT

(SEAL)

EXHIBIT I
DESCRIPTION OF BONDS

<u>Name of Bonds</u>	<u>Resolutions</u>	<u>Date of Adoption</u>
General Resolution	1986 State of Wisconsin Building Commission Resolution 9, State of Wisconsin Transportation Facilities and Highway Projects Revenue Obligations, as amended and supplemented (the "General Resolution")	June 26, 1986, March 19, 1998 and August 9, 2000
State of Wisconsin Transportation Revenue Bonds, 1992 Series A, Dated July 1, 1992	General Resolution 1992 State of Wisconsin Building Commission Resolution 6, Authorizing the Issuance and Sale of Not to Exceed \$180,000,000 State of Wisconsin Transportation Revenue Bonds, 1992 Series	March 18, 1992
	1992 State of Wisconsin Building Commission Resolution 10, Amending 1992 State of Wisconsin Building Commission Resolution 6 to Authorize the Issuance and Sale of Not to Exceed \$345,000,000 State of Wisconsin Transportation Revenue Bonds, 1992 Series	June 17, 1992
	1992 State of Wisconsin Building Commission Resolution 15, Awarding the Sale of \$139,605,000 State of Wisconsin Transportation Revenue Bonds, 1992 Series A and \$199,710,000 State of Wisconsin Transportation Revenue Bonds, 1992 Series B	July 30, 1992

<u>Name of Bonds</u>	<u>Resolutions</u>	<u>Date of Adoption</u>
State of Wisconsin Transportation Revenue Bonds, 1992 Series B, Dated July 1, 1992	General Resolution	
	1992 State of Wisconsin Building Commission Resolution 6, Authorizing the Issuance and Sale of Not to Exceed \$180,000,000 State of Wisconsin Transportation Revenue Bonds, 1992 Series	March 18, 1992
	1992 State of Wisconsin Building Commission Resolution 10, Amending 1992 State of Wisconsin Building Commission Resolution 6 to Authorize the Issuance and Sale of Not to Exceed \$345,000,000 State of Wisconsin Transportation Revenue Bonds, 1992 Series	June 17, 1992
	1992 State of Wisconsin Building Commission Resolution 15, Awarding the Sale of \$139,605,000 State of Wisconsin Transportation Revenue Bonds, 1992 Series A and \$199,710,000 State of Wisconsin Transportation Revenue Bonds, 1992 Series B	July 30, 1992
State of Wisconsin Transportation Revenue Bonds, 1994 Series A, Dated July 1, 1994	General Resolution	
	1994 State of Wisconsin Building Commission Resolution 11, Authorizing the Issuance and Sale of Not to Exceed \$100,000,000 State of Wisconsin Transportation Revenue Bonds, 1994 Series A	May 18, 1994
	1994 State of Wisconsin Building Commission Resolution 12, Awarding the Sale of \$100,000,000 State of Wisconsin Transportation Revenue Bonds, 1994 Series A	June 15, 1994

<u>Name of Bonds</u>	<u>Resolutions</u>	<u>Date of Adoption</u>
State of Wisconsin Transportation Revenue Bonds, 1995 Series A, Dated September 1, 1995	General Resolution	
	1995 State of Wisconsin Building Commission Resolution 18, Authorizing the Issuance and Sale of Not to Exceed \$105,000,000 State of Wisconsin Transportation Revenue Bonds, 1995 Series A	August 9, 1995
	1995 State of Wisconsin September 13, 1995 Building Commission Resolution 23, Awarding the Sale of \$105,000,000 State of Wisconsin Transportation Revenue Bonds, 1995 Series A	September 13, 1995
State of Wisconsin Transportation Revenue Bonds, 1996 Series A, Dated May 15, 1996	General Resolution	
	1996 State of Wisconsin Building Commission Resolution 7, Authorizing the Issuance and Sale of Not to Exceed \$125,000,000 State of Wisconsin Transportation Revenue Bonds, Series A	April 18, 1996
	1996 State of Wisconsin May 30, 1996 Building Commission Resolution 11, Awarding the Sale of \$115,000,000 State of Wisconsin Transportation Revenue Bonds, 1996 Series A, Dated May 15, 1996	May 30, 1996
State of Wisconsin Transportation Revenue Bonds, 1998 Series A, Dated August 15, 1998	General Resolution	
	1998 State of Wisconsin Building Commission Resolution 4, Authorizing the Issuance and Sale of Not to Exceed \$300,000,000 State of Wisconsin Transportation Revenue Bonds, 1998 Series A	January 22, 1998
	1998 State of Wisconsin Building Commission Resolution 9, Supplementing the General Resolution Adopted on June 26, 1986 and Amending the Series Resolution Adopted on January 22, 1998 (the "Amending Resolution")	March 19, 1998

<u>Name of Bonds</u>	<u>Resolutions</u>	<u>Date of Adoption</u>
State of Wisconsin Transportation Revenue Bonds, 1998 Series B, Dated October 1, 1998	General Resolution 1998 State of Wisconsin Building Commission Resolution 23, Authorizing the Issuance and Sale of Not to Exceed \$110,000,000 State of Wisconsin Transportation Revenue Bonds, 1998 Series B	September 17, 1998
State of Wisconsin Transportation Revenue Bonds, 2000 Series A Dated September 15, 2000	General Resolution 2000 State of Wisconsin Building Commission Resolution 10, Authorizing the Issuance and Sale of Not to Exceed \$200,000 State of Wisconsin Transportation Revenue Bonds, 2000 Series A	June 28, 2000
State of Wisconsin Transportation Revenue Bonds, 2001 Series A, Dated November 15, 2001	General Resolution 2001 State of Wisconsin Building Commission Resolution 16, Authorizing the Issuance and Sale of Not to Exceed \$185,300,000 State of Wisconsin Transportation Revenue Bonds, 2001 Series A	September 19, 2001

EXHIBIT II
DESCRIPTION OF REFUNDED BONDS

<u>Year and Series</u>	<u>Par Amount</u>	<u>Interest Rate</u>	<u>Maturity (or Mandatory Sinking Fund Installment Date**)</u>	<u>Redemption Date</u>	<u>Redemption Price</u>	
1992 Series A	\$11,945,000	5.30%	7/1/2003	7/1/2002	100%	
	16,695,000	5.40	7/1/2004	7/1/2002	100	
	13,290,000 ¹	5.50	7/1/2005	7/1/2002	100	
	13,675,000 ¹	5.60	7/1/2006	7/1/2002	100	
	8,560,000 ¹	5.80	7/1/2007**	7/1/2002	100	
	9,060,000 ¹	5.80	7/1/2008**	7/1/2002	100	
	3,905,000 ¹	5.80	7/1/2009	7/1/2002	100	
	1,385,000 ²	5.50	7/1/2014**	7/1/2002	100	
	1,460,000 ²	5.50	7/1/2015**	7/1/2002	100	
	1,540,000 ²	5.50	7/1/2016**	7/1/2002	100	
	1,625,000 ²	5.50	7/1/2017**	7/1/2002	100	
	1,715,000 ²	5.50	7/1/2018**	7/1/2002	100	
	1,810,000 ²	5.50	7/1/2019**	7/1/2002	100	
	1,905,000 ²	5.50	7/1/2020**	7/1/2002	100	
	2,010,000 ²	5.50	7/1/2021**	7/1/2002	100	
	2,120,000	5.50	7/1/2022	7/1/2002	100	
	1992 Series B	4,685,000	5.30	7/1/2003	7/1/2002	100
		4,930,000	5.40	7/1/2004	7/1/2002	100
		8,555,000 ³	5.50	7/1/2014**	7/1/2002	100
		9,025,000 ³	5.50	7/1/2015**	7/1/2002	100
9,520,000 ³		5.50	7/1/2016**	7/1/2002	100	
10,040,000 ³		5.50	7/1/2017**	7/1/2002	100	
10,595,000 ³		5.50	7/1/2018**	7/1/2002	100	
11,180,000 ³		5.50	7/1/2019**	7/1/2002	100	
11,795,000 ³		5.50	7/1/2020**	7/1/2002	100	
12,440,000 ³		5.50	7/1/2021**	7/1/2002	100	
13,130,000		5.50	7/1/2022	7/1/2002	100	
1994 Series A		5,090,000	5.40	7/1/2006	7/1/2004	100
	7,605,000 ⁴	5.50	7/1/2013**	7/1/2004	100	
	8,075,000	5.50	7/1/2014	7/1/2004	100	
1995 Series A	5,630,000	5.10	7/1/2008	7/1/2005	100	
	5,950,000	5.20	7/1/2009	7/1/2005	100	
	6,295,000	5.25	7/1/2010	7/1/2005	100	
	6,670,000	5.25	7/1/2011	7/1/2005	100	
	7,495,000	5.50	7/1/2013	7/1/2005	100	
	7,955,000	5.50	7/1/2014	7/1/2005	100	
	8,440,000	5.50	7/1/2015	7/1/2005	100	
1996 Series A	6,180,000	5.50	7/1/2009	7/1/2006	100	
	6,520,000	5.50	7/1/2010	7/1/2006	100	
1998 Series B	5,400,000	5.25	7/1/2010	7/1/2009	100	
	5,645,000	5.25	7/1/2011	7/1/2009	100	
2000 Series A	9,700,000	5.50	7/1/2012	7/1/2010	100	
	10,200,000	5.50	7/1/2013	7/1/2010	100	
	10,700,000	5.50	7/1/2014	7/1/2010	100	

* A portion of these maturities were previously refunded by the Transportation Revenue Bonds, 1998 Series A. Amounts listed reflect the remaining balance for these maturities.

** Indicates mandatory sinking fund installment date.

¹ These amounts represent the sinking fund installments due on the 1992 Series A term bond maturing 7/1/09.

² These amounts represent the sinking fund installments due on the 1992 Series A term bond maturing 7/1/22.

³ These amounts represent the sinking fund installments due on the 1992 Series B term bond maturing 7/1/22.

⁴ This amount represents a sinking fund installment due on the 1994 Series A term bond maturing 7/1/14.

EXHIBIT III

GOVERNMENT SECURITIES

(SEE ATTACHED SUBSCRIPTIONS)

PD F 4144 E
Department of the Treasury
Bureau of the Public Debt
(Revised June 2001)

**ACCOUNT INFORMATION FOR
U.S. TREASURY SECURITIES
STATE AND LOCAL GOVERNMENT SERIES
TIME DEPOSIT**

OMB NO. 1535-0032

See Instructions On Back

The United States Treasury Securities - State and Local Government Series subscribed for on PD F 4144 to which this form is attached and incorporated, are requested to be issued and held in book-entry accounts on the books of the Department of the Treasury.

INFORMATION FOR INTEREST AND PRINCIPAL PAYMENTS:

Direct Deposit (ACH) Payment Instructions

ABA Routing Number: 021000018 (Limit 8 characters)
Account Name: BNY TAS #486481 (Limit 22 characters)
Account Number: IOC-566 (Limit 17 characters)
Account Type: (check one) Checking Savings

Financial Institution Managing (ACH) Payments

Name: BNY TRUST COMPANY OF MISSOURI
Address: 911 WASHINGTON AVENUE
City: ST LOUIS State: MO ZIP Code: 63101
Contact Person: BELINDA BROWN
Telephone: (314) 613-8256 Fax: (314) 613-8227/8228

FINANCIAL INSTITUTION TRANSMITTING FUNDS FOR PURCHASE:

ABA Routing Number: 021000018
Name: THE BANK OF NEW YORK
Contact Person: BELINDA BROWN
Telephone: (314) 613-8256 Fax: (314) 613-8227/8228

PD F 4144 E
Department of the Treasury
Bureau of the Public Debt
(Revised June 2001)

**SUBSCRIPTION FOR PURCHASE AND ISSUE OF
U.S. TREASURY SECURITIES
STATE AND LOCAL GOVERNMENT SERIES
TIME DEPOSIT**

OMB No. 1535-0052

See Instructions On Back

Pursuant to the provisions of the Department of the Treasury Circular, Public Debt Series No. 3-72, current revision (31 CFR Part 344), the undersigned hereby subscribes for the purchase of State and Local Government Series securities. The undersigned certifies that this subscription complies with the requirements in 31 CFR Part 344.

SUBSCRIPTION STATUS: (Check one) NEW _____ CHANGE _____ X CANCEL _____

SUBSCRIPTION ISSUE AMOUNT: \$ 253,953,075.00 ISSUE DATE: 05 / 07 / 02
MM DD YY

STATE OR LOCAL GOVERNMENT BODY:

Taxpayer Identification Number: 39 - 6028867

Name: STATE OF WISCONSIN

Address: 101 EAST WILSON STREET FLR 10
PO BOX 7864

City: MADISON State: WI ZIP Code: 53707 - 7864

Contact Person: FRANK HOADLEY, CAPITAL FINANCE DIRECTOR

Telephone: (608) 266-2306 Fax: (608) 266-7645

TRUSTEE BANK: (As appointed by State or Local Government Body)

ABA Routing Number: 021000018

Name: BNY TRUST COMPANY OF MISSOURI

Address: 911 WASHINGTON AVENUE

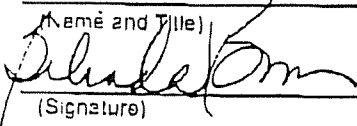
City: ST LOUIS State: MO ZIP Code: 63101 -

Contact Person: BELINDA BROWN, VICE PRESIDENT

Telephone: (314) 613-8256 Fax: (314) 613-8227/8228

BNY TRUST COMPANY OF MISSOURI
(Organization)

BELINDA BROWN, VICE PRESIDENT
(Name and Title)


(Signature)

9/28/2001 (314) 613-8256
(Date) (Telephone)

FOR USE OF THE BUREAU OF THE PUBLIC DEBT

Case Number: _____ Rate Table Date: _____ Processed by: _____ Verified by: _____

PDF 4144-2 E
 Department of the Treasury
 Bureau of the Public Debt
 (Revised June 2001)

**SCHEDULE OF U.S. TREASURY SECURITIES
 STATE AND LOCAL GOVERNMENT SERIES
 TIME DEPOSIT**

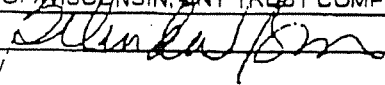
OMB No. 1535-0092

See Instructions On Back

The United States Treasury Securities - State and Local Government Series subscribed for on PD F 4144 and account information furnished on PD F 4144-1 to which this schedule is attached and incorporated, are requested to be issued and held in book-entry accounts on the books of the Department of the Treasury.

PRINCIPAL AMOUNT	INTEREST RATE	ISSUE DATE (MMDDYY)	MATURITY DATE (MMDDYY)	FIRST INTEREST PAYMENT DATE (MMDDYY)
\$123,578,849.00	1.740%	05/07/02	07/01/02	07/01/02
\$31,292,137.00	0.000%	05/07/02	07/01/02	
\$276,883.00	2.610%	05/07/02	07/01/03	07/01/02
\$470,224.00	3.150%	05/07/02	01/01/04	07/01/02
\$21,247,631.00	3.660%	05/07/02	07/01/04	07/01/02
\$297,832.00	4.030%	05/07/02	01/01/05	07/01/02
\$43,108,834.00	4.250%	05/07/02	07/01/05	07/01/02
\$67,890.00	4.420%	05/07/02	01/01/06	07/01/02
\$12,769,391.00	4.570%	05/07/02	07/01/06	07/01/02
\$11,921.00	4.700%	05/07/02	01/01/07	07/01/02
\$12,201.00	4.820%	05/07/02	07/01/07	07/01/02
\$12,496.00	4.930%	05/07/02	01/01/08	07/01/02
\$12,803.00	5.040%	05/07/02	07/01/08	07/01/02
\$13,126.00	5.140%	05/07/02	01/01/09	07/01/02
\$11,058,464.00	5.200%	05/07/02	07/01/09	07/01/02
\$11,052.00	5.240%	05/07/02	01/01/10	07/01/02
\$9,711,341.00	5.260%	05/07/02	07/01/10	07/01/02
TOTAL PRINCIPAL:				
\$ 253,953,075.00				

1 A first interest payment date must be specified for interest bearing securities with a maturity date greater than one year

Taxpayer Identification Number	<u>30-6028867</u>
Name of State or Local Government Body:	<u>STATE OF WISCONSIN, FNY TRUST COMPANY OF MISSOURI AS ESCROW</u>
AGENT	<u></u>

PD F 4144 E
Department of the Treasury
Bureau of the Public Debt
(Revised June 2001)

**ACCOUNT INFORMATION FOR
U.S. TREASURY SECURITIES
STATE AND LOCAL GOVERNMENT SERIES
TIME DEPOSIT**

OMB NO. 1535-0082

See Instructions On Back

The United States Treasury Securities - State and Local Government Series subscribed for on PD F 4144 to which this form is attached and incorporated, are requested to be issued and held in book-entry accounts on the books of the Department of the Treasury.

INFORMATION FOR INTEREST AND PRINCIPAL PAYMENTS:

Direct Deposit (ACH) Payment Instructions

ABA Routing Number: 021000018 (Limit 8 characters)

Account Name: BNY TAS #486481 (Limit 22 characters)

Account Number: IOC-566 (Limit 17 characters)

Account Type: (check one) Checking Savings

Financial Institution Managing (ACH) Payments

Name: BNY TRUST COMPANY OF MISSOURI

Address: 911 WASHINGTON AVENUE

City: ST LOUIS State: MO ZIP Code: 63101

Contact Person: BELINDA BROWN

Telephone: (314) 613-8256 Fax: (314) 613-8227/8228

FINANCIAL INSTITUTION TRANSMITTING FUNDS FOR PURCHASE:

ABA Routing Number: 021000018

Name: THE BANK OF NEW YORK

Contact Person: BELINDA BROWN

Telephone: (314) 613-8256 Fax: (314) 613-8227/8228

FD F 4144 E
Department of the Treasury
Bureau of the Public Debt
(Revised June 2001)

SUBSCRIPTION FOR PURCHASE AND ISSUE OF U.S. TREASURY SECURITIES STATE AND LOCAL GOVERNMENT SERIES TIME DEPOSIT

See Instructions On Back

Pursuant to the provisions of the Department of the Treasury Circular, Public Debt Series No. 3-72, current revision (31 CFR Part 344), the undersigned hereby subscribes for the purchase of State and Local Government Series securities. The undersigned certifies that this subscription complies with the requirements in 31 CFR Part 344.

SUBSCRIPTION STATUS: (Check one) NEW CHANGE CANCEL
SUBSCRIPTION ISSUE AMOUNT: \$ 70,273,761.00 ISSUE DATE: 05 / 07 / 02
MM DD YY

STATE OR LOCAL GOVERNMENT BODY:

Taxpayer Identification Number: 39 - 6028867

Name: STATE OF WISCONSIN

Address: 10th EAST WILSON STREET FLR 10
PO BOX 7864

City: MADISON State: WI ZIP Code: 53707 - 7864

Contact Person: FRANK HOADLEY, CAPITAL FINANCE DIRECTOR

Telephone: (608) 266-2306 Fax: (608) 266-7845

TRUSTEE BANK: (As appointed by State or Local Government Body)

ABA Routing Number: 021000016

Name: BNY TRUST COMPANY OF MISSOURI

Address: 911 WASHINGTON AVENUE

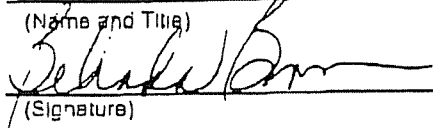
City: ST LOUIS State: MO ZIP Code: 63101

Contact Person: BELINDA BROWN, VICE PRESIDENT

Telephone: (314) 613-8256 Fax: (314) 613-8227/8228

BNY TRUST COMPANY OF MISSOURI
(Organization)

BELINDA BROWN, VICE PRESIDENT
(Name and Title)


(Signature) 4/16/2002 (Date) (314) 613-8256 (Telephone)

FOR USE OF THE BUREAU OF THE PUBLIC DEBT

Case Number:	Rate Table Date:	Processed by:	Verified by:
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PDF 4144-2 E
Department of the Treasury
Bureau of the Public Debt
(Revised June 2001)

SCHEDULE OF U.S. TREASURY SECURITIES STATE AND LOCAL GOVERNMENT SERIES TIME DEPOSIT

See Instructions On Back

The United States Treasury Securities – State and Local Government Series subscribed for on PD F 4144 and account information furnished on PD F 4144-1 to which this schedule is attached and incorporated, are requested to be issued and held in book-entry accounts on the books of the Department of the Treasury.

PRINCIPAL AMOUNT	INTEREST RATE	ISSUE DATE (MMDDYY)	MATURITY DATE (MMDDYY)	FIRST INTEREST PAYMENT DATE (MMDDYY)
			07/01/02	07/01/02
\$43,286,506.00	1.740%	05/07/02	07/01/05	07/01/02
\$5,653,654.00	4.250%	05/07/02	01/01/06	07/01/02
\$14,853.00	4.420%	05/07/02	07/01/06	07/01/02
\$15,283.00	4.670%	05/07/02	01/01/07	07/01/02
\$15,633.00	4.700%	05/07/02	07/01/07	07/01/02
\$16,000.00	4.820%	05/07/02	01/01/08	07/01/02
\$16,385.00	4.930%	05/07/02	07/01/08	07/01/02
\$16,790.00	5.040%	05/07/02	01/01/09	07/01/02
\$17,212.00	5.140%	05/07/02	07/01/09	07/01/02
\$17,655.00	5.200%	05/07/02	01/01/10	07/01/02
\$10,208,519.00	5.240%	05/07/02	07/01/10	07/01/02
\$10,996,171.00	5.260%	05/07/02		
TOTAL PRINCIPAL:				
\$70,273,761.00				

* A first interest payment date must be specified for interest bearing securities with a maturity date greater than one year

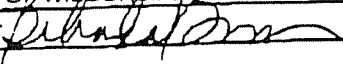
Taxpayer Identification Number:	38-6028867
Name of State or Local Government Body:	STATE OF WISCONSIN, BY TRUST COMPANY OF MISSOURI AS ESCROW
AGENT:	

EXHIBIT IV

ESCROW REINVESTMENT IN 0% SLGS

<u>Purchase Date</u>	<u>Principal Amount</u>	<u>Maturity</u>	<u>Interest Rate</u>
7/1/2002	\$ 38,377	1/1/2003	0.00%
7/1/2002	38,378	7/1/2003	0.00
7/1/2002	38,378	1/1/2004	0.00
7/1/2002	38,377	7/1/2004	0.00
7/1/2002	38,378	1/1/2005	0.00
7/1/2002	14,723	7/1/2005	0.00
1/1/2010	10,190,406	7/1/2010	0.00

EXHIBIT IV

ESCROW REINVESTMENT IN 0% SLGS

<u>Purchase Date</u>	<u>Principal Amount</u>	<u>Maturity</u>	<u>Interest Rate</u>
7/1/2002	\$ 38,377	1/1/2003	0.00%
7/1/2002	38,378	7/1/2003	0.00
7/1/2002	38,378	1/1/2004	0.00
7/1/2002	38,377	7/1/2004	0.00
7/1/2002	38,378	1/1/2005	0.00
7/1/2002	14,723	7/1/2005	0.00
1/1/2010	10,190,406	7/1/2010	0.00

EXHIBIT V

NOTICE OF REFUNDING

NOTICE IS HEREBY GIVEN to the owners of the State of Wisconsin Transportation Revenue Bonds of the series, maturing or subject to mandatory sinking fund redemption in the years, and bearing interest at the rates described below (the "Bonds") that the Bonds have been refunded by the State of Wisconsin pursuant to a Refunding Escrow Agreement dated as of May 7, 2002, by and between the State of Wisconsin Building Commission and The Bank of New York (the "Escrow Agent"). United States Government Securities have been placed in escrow with the Escrow Agent in a principal amount which, together with investment income thereon, is sufficient to pay the principal of, premium, if any, and interest due on the Bonds (except for interest due on July 1, 2002)¹ up to and including the redemption date (or maturity date) described below, at the redemption price described below, plus accrued interest, if any, to the redemption date (or maturity date).

<u>Year and Series</u>	<u>Par Amount</u>	<u>Interest Rate</u>	<u>Maturity (or Mandatory Sinking Fund Installment Payment Date*)</u>	<u>Redemption Date</u>	<u>Redemption Price</u>	<u>CUSIP NO.</u>
1992 Series A	\$11,945,000	5.30%	7/1/2003	7/1/2002	100%	977123ET1
	16,695,000	5.40	7/1/2004	7/1/2002	100	977123EV6
	13,290,000	5.50	7/1/2005	7/1/2002	100	977123KX5
	13,675,000	5.60	7/1/2006	7/1/2002	100	977123KY3
	8,560,000 ²	5.80	7/1/2007*	7/1/2002	100	977123KZ0
	9,060,000 ²	5.80	7/1/2008*	7/1/2002	100	977123KZ0
	3,905,000	5.80	7/1/2009	7/1/2002	100	977123KZ0
	1,385,000 ³	5.50	7/1/2014*	7/1/2002	100	977123LY2
	1,460,000 ³	5.50	7/1/2015*	7/1/2002	100	977123LY2
	1,540,000 ³	5.50	7/1/2016*	7/1/2002	100	977123LY2
	1,625,000 ³	5.50	7/1/2017*	7/1/2002	100	977123LY2
	1,715,000 ³	5.50	7/1/2018*	7/1/2002	100	977123LY2
	1,810,000 ³	5.50	7/1/2019*	7/1/2002	100	977123LY2
	1,905,000 ³	5.50	7/1/2020*	7/1/2002	100	977123LY2
	2,010,000 ³	5.50	7/1/2021*	7/1/2002	100	977123LY2
	2,120,000	5.50	7/1/2022	7/1/2002	100	977123LY2
	1992 Series B	4,685,000	5.30	7/1/2003	7/1/2002	100
4,930,000		5.40	7/1/2004	7/1/2002	100	977123EW4
8,555,000 ³		5.50	7/1/2014*	7/1/2002	100	977123LZ9
9,025,000 ³		5.50	7/1/2015*	7/1/2002	100	977123LZ9
9,520,000 ³		5.50	7/1/2016*	7/1/2002	100	977123LZ9
10,040,000 ³		5.50	7/1/2017*	7/1/2002	100	977123LZ9
10,595,000 ³		5.50	7/1/2018*	7/1/2002	100	977123LZ9
11,180,000 ³		5.50	7/1/2019*	7/1/2002	100	977123LZ9
11,795,000 ³		5.50	7/1/2020*	7/1/2002	100	977123LZ9
12,440,000 ³		5.50	7/1/2021*	7/1/2002	100	977123LZ9
13,130,000	5.50	7/1/2022	7/1/2002	100	977123LZ9	
1994 Series A	5,090,000	5.40	7/1/2006	7/1/2004	100	977123GR3
	7,605,000 ³	5.50	7/1/2013*	7/1/2004	100	977123GZ5
	8,075,000	5.50	7/1/2014	7/1/2004	100	977123GZ5
1995 Series A	5,630,000	5.10	7/1/2008	7/1/2005	100	977123HT8
	5,950,000	5.20	7/1/2009	7/1/2005	100	977123HU5
	6,295,000	5.25	7/1/2010	7/1/2005	100	977123HV3
	6,670,000	5.25	7/1/2011	7/1/2005	100	977123HW1
	7,495,000	5.50	7/1/2013	7/1/2005	100	977123HY7
	7,955,000	5.50	7/1/2014	7/1/2005	100	977123HZ4
	8,440,000	5.50	7/1/2015	7/1/2005	100	977123JA7
1996 Series A	6,180,000	5.50	7/1/2009	7/1/2006	100	977123JP4
	6,520,000	5.50	7/1/2010	7/1/2006	100	977123JQ2
1998 Series B	5,400,000	5.25	7/1/2010	7/1/2009	100	977123LL0
	5,645,000	5.25	7/1/2011	7/1/2009	100	977123LM8
2000 Series A	9,700,000	5.50	7/1/2012	7/1/2010	100	977123ML9
	10,200,000	5.50	7/1/2013	7/1/2010	100	977123MM7
	10,700,000	5.50	7/1/2014	7/1/2010	100	977123MN5

Dated: _____, 2002

The Bank of New York
as Escrow Agent

* Indicates mandatory sinking fund installment date.

¹ An amount sufficient to pay interest on the Bonds on July 1, 2002 has been deposited with Bank One Trust Company, National Association, the Trustee for the Bonds, to be held in the Principal and Interest Account of the Redemption Fund for that purpose.

² These amounts represent the sinking fund installments due on the term bond maturing 7/1/09.

³ These amounts represent the sinking fund installments due on the term bond maturing 7/1/22.

⁴ These amounts represent the sinking fund installments due on the term bond maturing 7/1/22.

⁵ This amount represents a sinking fund installment due on the term bond maturing 7/1/14.

EXHIBIT VI

NOTICE OF CALL

to Holders of

State of Wisconsin

Transportation Revenue Bonds, 1992 Series A

Dated July 1, 1992

NOTICE IS HEREBY GIVEN that the Bonds of the above-referenced issue which mature on the dates and in the principal amounts, bear interest at the rates per annum, and have the CUSIP numbers set forth below have been called for prior payment on July 1, 2002.

<u>Date</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>CUSIP</u>
07/01/2003	\$11,945,000	5.30%	977123ET1
07/01/2004	16,695,000	5.40	977123EV6
07/01/2005	13,290,000	5.50	977123KX5
07/01/2006	13,675,000	5.60	977123KY3
07/01/2009	21,525,000	5.80	977123KZ0
07/01/2022	15,570,000	5.50	977123LY2

Upon presentation and surrender of said Bonds to Bank One Trust Company, National Association, Milwaukee, Wisconsin, the registrar and paying agent for said Bonds, the holders thereof will be paid the principal amount of the Bonds, plus accrued interest to the date of prepayment.

Said Bonds will cease to bear interest on July 1, 2002.

By Order of the
State of Wisconsin
Building Commission

Dated _____

*To be provided to BANK ONE TRUST COMPANY, NATIONAL ASSOCIATION, Milwaukee, Wisconsin (formerly known as The Marine Trust Company, N.A., Milwaukee, Wisconsin) (the "Registrar and Paying Agent") at least forty-five (45) days prior to July 1, 2002. The Registrar and Paying Agent shall be directed to give notice of such prepayment by registered or certified mail not less than thirty (30) days nor more than sixty (60) days prior to July 1, 2002 to the registered owner of each Bond to be redeemed at the last address shown in the registration books of the State maintained by the Registrar and Paying Agent. Notice shall also be provided to (but need not be published in) 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 or circulating (except in the case of legal holidays) at least once a day for at least five days in each calendar week, the Borough of Manhattan, City and State of New York not less than thirty (30) days nor more than sixty (60) days prior to the redemption date and to registered securities depositories, including The Depository Trust Company, and to national information services that disseminate redemption notices.

EXHIBIT VI

NOTICE OF CALL*

to Holders of

State of Wisconsin

Transportation Revenue Bonds, 1992 Series B

Dated July 1, 1992

NOTICE IS HEREBY GIVEN that the Bonds of the above-referenced issue which mature on the dates and in the principal amounts, bear interest at the rates per annum, and have the CUSIP numbers set forth below have been called for prior payment on July 1, 2002.

<u>Date</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>CUSIP</u>
07/01/2003	\$ 4,685,000	5.30%	977123EU8
07/01/2004	4,930,000	5.40	977123EW4
07/01/2022	96,280,000	5.50	977123LZ9

Upon presentation and surrender of said Bonds to Bank One Trust Company, National Association, Milwaukee, Wisconsin, the registrar and paying agent for said Bonds, the holders thereof will be paid the principal amount of the Bonds, plus accrued interest to the date of prepayment.

Said Bonds will cease to bear interest on July 1, 2002.

By Order of the
State of Wisconsin
Building Commission

Dated _____

*To be provided to BANK ONE TRUST COMPANY, NATIONAL ASSOCIATION, Milwaukee, Wisconsin (formerly known as The Marine Trust Company, N.A., Milwaukee, Wisconsin) (the "Registrar and Paying Agent") at least forty-five (45) days prior to July 1, 2002. The Registrar and Paying Agent shall be directed to give notice of such prepayment by registered or certified mail not less than thirty (30) days nor more than sixty (60) days prior to July 1, 2002 to the registered owner of each Bond to be redeemed at the last address shown in the registration books of the State maintained by the Registrar and Paying Agent. Notice shall also be provided to (but need not be published in) 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 or circulating (except in the case of legal holidays) at least once a day for at least five days in each calendar week, the Borough of Manhattan, City and State of New York not less than thirty (30) days nor more than sixty (60) days prior to the redemption date and to registered securities depositories, including The Depository Trust Company, and to national information services that disseminate redemption notices.

EXHIBIT VI

NOTICE OF CALL*

to Holders of

State of Wisconsin

Transportation Revenue Bonds, 1994 Series A

Dated July 1, 1994

NOTICE IS HEREBY GIVEN that the Bonds of the above-referenced issue which mature on the dates and in the principal amounts, bear interest at the rates per annum, and have the CUSIP numbers set forth below have been called for prior payment on July 1, 2004.

<u>Date</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>CUSIP</u>
07/01/2006	\$ 5,090,000	5.40%	977123GR3
07/01/2014	15,680,000	5.50	977123GZ5

Upon presentation and surrender of said Bonds to Bank One Trust Company, National Association, Milwaukee, Wisconsin, the registrar and paying agent for said Bonds, the holders thereof will be paid the principal amount of the Bonds, plus accrued interest to the date of prepayment.

Said Bonds will cease to bear interest on July 1, 2004.

By Order of the
State of Wisconsin
Building Commission

Dated _____

*To be provided to BANK ONE TRUST COMPANY, NATIONAL ASSOCIATION, Milwaukee, Wisconsin (formerly known as The Marine Trust Company, N.A., Milwaukee, Wisconsin) (the "Registrar and Paying Agent") at least forty-five (45) days prior to July 1, 2004. The Registrar and Paying Agent shall be directed to give notice of such prepayment by registered or certified mail not less than thirty (30) days nor more than sixty (60) days prior to July 1, 2004 to the registered owner of each Bond to be redeemed at the last address shown in the registration books of the State maintained by the Registrar and Paying Agent. Notice shall also be provided to (but need not be published in) 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 or circulating (except in the case of legal holidays) at least once a day for at least five days in each calendar week, the Borough of Manhattan, City and State of New York not less than thirty (30) days nor more than sixty (60) days prior to the redemption date and to registered securities depositories, including The Depository Trust Company, and to national information services that disseminate redemption notices.

EXHIBIT VI

NOTICE OF CALL*

to Holders of

State of Wisconsin

Transportation Revenue Bonds, 1995 Series A

Dated September 1, 1995

NOTICE IS HEREBY GIVEN that the Bonds of the above-referenced issue which mature on the date and in the principal amount, bear interest at the rate per annum, and have the CUSIP number as set forth below have been called for prior payment on July 1, 2005.

<u>Date</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>CUSIP</u>
07/01/2008	\$5,630,000	5.10%	977123HT8
07/01/2009	5,950,000	5.20	977123HU5
07/01/2010	6,295,000	5.25	977123HV3
07/01/2011	6,670,000	5.25	977123HW1
07/01/2013	7,495,000	5.50	977123HY7
07/01/2014	7,955,000	5.50	977123HZ4
07/01/2015	8,440,000	5.50	977123JA7

Upon presentation and surrender of said Bonds to Bank One Trust Company, National Association, Milwaukee, Wisconsin, the registrar and paying agent for said Bonds, the holders thereof will be paid the principal amount of the Bonds, plus accrued interest to the date of prepayment.

Said Bonds will cease to bear interest on July 1, 2005.

By Order of the
State of Wisconsin
Building Commission

Dated _____

*To be provided to BANK ONE TRUST COMPANY, NATIONAL ASSOCIATION, Milwaukee, Wisconsin (formerly known as The Marine Trust Company, N.A., Milwaukee, Wisconsin) (the "Registrar and Paying Agent") at least forty-five (45) days prior to July 1, 2005. The Registrar and Paying Agent shall be directed to give notice of such prepayment by registered or certified mail not less than thirty (30) days nor more than sixty (60) days prior to July 1, 2005 to the registered owner of each Bond to be redeemed at the last address shown in the registration books of the State maintained by the Registrar and Paying Agent. Notice shall also be provided to (but need not be published in) 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 or circulating (except in the case of legal holidays) at least once a day for at least five days in each calendar week, the Borough of Manhattan, City and State of New York not less than thirty (30) days nor more than sixty (60) days prior to the redemption date and to registered securities depositories, including The Depository Trust Company, and to national information services that disseminate redemption notices.

EXHIBIT VI

NOTICE OF CALL

to Holders of

State of Wisconsin

Transportation Revenue Bonds, 1996 Series A

Dated May 15, 1996

NOTICE IS HEREBY GIVEN that the Bonds of the above-referenced issue which mature on the dates and in the principal amounts, bear interest at the rates per annum, and have the CUSIP numbers as set forth below have been called for prior payment on July 1, 2006.

<u>Date</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>CUSIP</u>
07/01/2009	\$6,180,000	5.50%	977123JP4
07/01/2010	6,520,000	5.50	977123JQ2

Upon presentation and surrender of said Bonds to Bank One Trust Company, National Association, Milwaukee, Wisconsin, the registrar and paying agent for said Bonds, the holders thereof will be paid the principal amount of the Bonds, plus accrued interest to the date of prepayment.

Said Bonds will cease to bear interest on July 1, 2006.

By Order of the
State of Wisconsin
Building Commission

Dated _____

*To be provided to BANK ONE TRUST COMPANY, NATIONAL ASSOCIATION, Milwaukee, Wisconsin (formerly known as The Marine Trust Company, N.A., Milwaukee, Wisconsin) (the "Registrar and Paying Agent") at least forty-five (45) days prior to July 1, 2006. The Registrar and Paying Agent shall be directed to give notice of such prepayment by registered or certified mail not less than thirty (30) days nor more than sixty (60) days prior to July 1, 2006 to the registered owner of each Bond to be redeemed at the last address shown in the registration books of the State maintained by the Registrar and Paying Agent. Notice shall also be provided to (but need not be published in) 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 or circulating (except in the case of legal holidays) at least once a day for at least five days in each calendar week, the Borough of Manhattan, City and State of New York not less than thirty (30) days nor more than sixty (60) days prior to the redemption date and to registered securities depositories, including The Depository Trust Company, and to national information services that disseminate redemption notices.

EXHIBIT VI

NOTICE OF CALL*

to Holders of

State of Wisconsin

Transportation Revenue Bonds, 1998 Series B

Dated October 1, 1998

NOTICE IS HEREBY GIVEN that the Bonds of the above-referenced issue which mature on the dates and in the principal amounts, bear interest at the rates per annum, and have the CUSIP numbers as set forth below have been called for prior payment on July 1, 2009.

<u>Date</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>CUSIP</u>
07/01/2010	\$5,400,000	5.25%	977123LL0
07/01/2011	5,645,000	5.25	977123LM8

Upon presentation and surrender of said Bonds to Bank One Trust Company, National Association, Milwaukee, Wisconsin, the registrar and paying agent for said Bonds, the holders thereof will be paid the principal amount of the Bonds, plus accrued interest to the date of prepayment.

Said Bonds will cease to bear interest on July 1, 2009.

By Order of the
State of Wisconsin
Building Commission

Dated _____

*To be provided to BANK ONE TRUST COMPANY, NATIONAL ASSOCIATION, Milwaukee, Wisconsin (formerly known as The Marine Trust Company, N.A., Milwaukee, Wisconsin) (the "Registrar and Paying Agent") at least forty-five (45) days prior to July 1, 2009. The Registrar and Paying Agent shall be directed to give notice of such prepayment by registered or certified mail not less than thirty (30) days nor more than sixty (60) days prior to July 1, 2009 to the registered owner of each Bond to be redeemed at the last address shown in the registration books of the State maintained by the Registrar and Paying Agent. Notice shall also be provided to (but need not be published in) 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 or circulating (except in the case of legal holidays) at least once a day for at least five days in each calendar week, the Borough of Manhattan, City and State of New York not less than thirty (30) days nor more than sixty (60) days prior to the redemption date and to registered securities depositories, including The Depository Trust Company, and to national information services that disseminate redemption notices.

EXHIBIT VI

NOTICE OF CALL*

to Holders of

State of Wisconsin

Transportation Revenue Bonds, 2000 Series A

Dated September 15, 2000

NOTICE IS HEREBY GIVEN that the Bonds of the above-referenced issue which mature on the dates and in the principal amounts, bear interest at the rates per annum, and have the CUSIP numbers as set forth below have been called for prior payment on July 1, 2010.

<u>Date</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>CUSIP</u>
07/01/2012	\$ 9,700,000	5.50%	977123ML9
07/01/2013	10,200,000	5.50	977123MM7
07/01/2014	10,700,000	5.50	977123MN5

Upon presentation and surrender of said Bonds to Bank One Trust Company, National Association, Milwaukee, Wisconsin, the registrar and paying agent for said Bonds, the holders thereof will be paid the principal amount of the Bonds, plus accrued interest to the date of prepayment.

Said Bonds will cease to bear interest on July 1, 2010.

By Order of the
State of Wisconsin
Building Commission

Dated _____

*To be provided to BANK ONE TRUST COMPANY, NATIONAL ASSOCIATION, Milwaukee, Wisconsin (formerly known as The Marine Trust Company, N.A., Milwaukee, Wisconsin) (the "Registrar and Paying Agent") at least forty-five (45) days prior to July 1, 2010. The Registrar and Paying Agent shall be directed to give notice of such prepayment by registered or certified mail not less than thirty (30) days nor more than sixty (60) days prior to July 1, 2010 to the registered owner of each Bond to be redeemed at the last address shown in the registration books of the State maintained by the Registrar and Paying Agent. Notice shall also be provided to (but need not be published in) 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 or circulating (except in the case of legal holidays) at least once a day for at least five days in each calendar week, the Borough of Manhattan, City and State of New York not less than thirty (30) days nor more than sixty (60) days prior to the redemption date and to registered securities depositories, including The Depository Trust Company, and to national information services that disseminate redemption notices.